

FORM 10-K

For the fiscal year ended December 31, 2023.

☐ **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from _____ to _____.

Commission File Number: 001-33519

(Exact name of Registrant as specified in its charter)

[illegible]

701 Western Avenue, Glendale, California 91201-2349

(Address of principal executive offices) (Zip Code)

(818) 244-8080

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Class				Trading Symbol		Name of exchange on which registered	
Common Shares, \$0.10 par value				PSA		New York Stock Exchange	
Depository Shares Each Representing 1/1,000 of a 5.150% Cum Pref Share, Series F, \$0.01 par value				PSAPrF		New York Stock Exchange	
Depository Shares Each Representing 1/1,000 of a 5.050% Cum Pref Share, Series G, \$0.01 par value				PSAPrG		New York Stock Exchange	
Depository Shares Each Representing 1/1,000 of a 5.600% Cum Pref Share, Series H, \$0.01 par value				PSAPrH		New York Stock Exchange	
Depository Shares Each Representing 1/1,000 of a 4.875% Cum Pref Share, Series I, \$0.01 par value				PSAPrI		New York Stock Exchange	
Depository Shares Each Representing 1/1,000 of a 4.700% Cum Pref Share, Series J, \$0.01 par value				PSAPrJ		New York Stock Exchange	
Depository Shares Each Representing 1/1,000 of a 4.750% Cum Pref Share, Series K, \$0.01 par value				PSAPrK		New York Stock Exchange	
Depository Shares Each Representing 1/1,000 of a 4.625% Cum Pref Share, Series L, \$0.01 par value				PSAPrL		New York Stock Exchange	
Depository Shares Each Representing 1/1,000 of a 4.125% Cum Pref Share, Series M, \$0.01 par value				PSAPrM		New York Stock Exchange	
Depository Shares Each Representing 1/1,000 of a 3.875% Cum Pref Share, Series N, \$0.01 par value				PSAPrN		New York Stock Exchange	
Depository Shares Each Representing 1/1,000 of a 3.900% Cum Pref Share, Series O, \$0.01 par value				PSAPrO		New York Stock Exchange	
Depository Shares Each Representing 1/1,000 of a 4.000% Cum Pref Share, Series P, \$0.01 par value				PSAPrP		New York Stock Exchange	
Depository Shares Each Representing 1/1,000 of a 3.950% Cum Pref Share, Series Q, \$0.01 par value				PSAPrQ		New York Stock Exchange	
Depository Shares Each Representing 1/1,000 of a 4.000% Cum Pref Share, Series R, \$0.01 par value				PSAPrR		New York Stock Exchange	
Depository Shares Each Representing 1/1,000 of a 4.100% Cum Pref Share, Series S, \$0.01 par value				PSAPrS		New York Stock Exchange	
Guarantee of 0.875% Senior Notes due 2032 issued by Public Storage Operating Company				PSA/32		New York Stock Exchange	
Guarantee of 0.500% Senior Notes due 2030 issued by Public Storage Operating Company				PSA/30		New York Stock Exchange	

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes	<input checked="" type="checkbox"/>	No	<input type="checkbox"/>
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Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.

Yes	<input type="checkbox"/>	No	<input checked="" type="checkbox"/>
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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes	<input checked="" type="checkbox"/>	No	<input type="checkbox"/>								

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes	<input checked="" type="checkbox"/>	No	<input type="checkbox"/>								

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	Accelerated filer	Non-accelerated filer	Smaller reporting company	Emerging growth company							
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>							

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☒ Relates to an immaterial correction having no impact on our net income within the statements of income, nor any impact to our balance sheet, statements of comprehensive income, statements of equity and redeemable noncontrolling interests, or statements of cash flows as of and for the years ended December 31, 2022 and 2021. Refer to Note 2 of our Consolidated Financial Statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant’s executive officers during the relevant recovery period pursuant to § 240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes	<input type="checkbox"/>	No	<input checked="" type="checkbox"/>								

The aggregate market value of the voting and non-voting common shares held by non-affiliates of the Registrant as of June 30, 2023:

Common Shares, \$0.10 par value per share – \$43,990,689,000 (computed on the basis of \$291.88 per share, which was the reported closing sale price of the Company's Common Shares on the New York Stock Exchange (the “NYSE”) on June 30, 2023).

As of February 13, 2024, there were 175,691,404 outstanding Common Shares, \$0.10 par value per share.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive proxy statement to be filed in connection with the Annual Meeting of Shareholders to be held in 2024 are incorporated by reference into Part III of this Annual Report on Form 10-K to the extent described therein.

Public Storage
Form 10-K
For the Fiscal Year Ended December 31, 2023

TABLE OF CONTENTS

		Page
Part I		
Item 1.	Business	1
Item 1A.	Risk Factors	7
Item 1B.	Unresolved Staff Comments	18
Item 1C.	Cybersecurity	18
Item 2.	Properties	21
Item 3.	Legal Proceedings	22
Item 4.	Mine Safety Disclosures	22
Part II		
Item 5.	Market for Registrant’s Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities	23
Item 6.	[Reserved]	23
Item 7.	Management’s Discussion and Analysis of Financial Condition and Results of Operations	23
Item 7A.	Quantitative and Qualitative Disclosures about Market Risk	52
Item 8.	Financial Statements and Supplementary Data	52
Item 9.	Changes in and Disagreements With Accountants on Accounting and Financial Disclosure	52
Item 9A.	Controls and Procedures	52
Item 9B.	Other Information	55
Item 9C.	Disclosure Regarding Foreign Jurisdictions that Prevent Inspections	55
Part III		
Item 10.	Trustees, Executive Officers and Corporate Governance	56
Item 11.	Executive Compensation	56
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters	56
Item 13.	Certain Relationships and Related Transactions and Trustee Independence	57
Item 14.	Principal Accountant Fees and Services	57
Part IV		
Item 15.	Exhibits and Financial Statement Schedules	58

PART I

ITEM 1. Business

Cautionary Statement Regarding Forward-Looking Statements

This Annual Report on Form 10-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements relating to our 2024 outlook and all underlying assumptions; our expected acquisition, disposition, development, and redevelopment activity; supply and demand for our self-storage facilities; information relating to operating trends in our markets; expectations regarding operating expenses, including property tax changes; expectations regarding the impacts from inflation and a potential future recession; our strategic priorities; expectations with respect to financing activities, rental rates, cap rates, and yields; leasing expectations; our credit ratings; and all other statements other than statements of historical fact. Such statements are based on management's beliefs and assumptions made based on information currently available to management and may be identified by the use of the words "expects," "believes," "anticipates," "should," "estimates," and similar expressions.

These forward-looking statements involve known and unknown risks and uncertainties, which may cause our actual results and performance to be materially different from those expressed or implied in the forward-looking statements. Risks and uncertainties that may impact future results and performance include, but are not limited to, those described in Part 1, Item 1A, "Risk Factors" of this report and in our other filings with the Securities and Exchange Commission (the "SEC"). These include changes in demand for our facilities; impacts of natural disasters; adverse changes in laws and regulations including governing property tax, evictions, rental rates, minimum wage levels, and insurance; adverse economic effects from public health emergencies, international military conflicts, or similar events impacting public health and/or economic activity; increases in the costs of our primary customer acquisition channels; adverse impacts to us and our customers from high interest rates, inflation, unfavorable foreign currency rate fluctuations, or changes in federal or state tax laws related to the taxation of REITs; security breaches, including ransomware; or a failure of our networks, systems, or technology.

These forward-looking statements speak only as of the date of this report or as of the dates indicated in the statements. All of our forward-looking statements, including those in this report, are qualified in their entirety by this cautionary statement. We expressly disclaim any obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information, new estimates, or other factors, events, or circumstances after the date of these forward-looking statements, except when expressly required by law. Given these risks and uncertainties, you should not rely on any forward-looking statements in this report, or which management may make orally or in writing from time to time, neither as predictions of future events nor guarantees of future performance.

General Discussion of our Business

Public Storage is a Maryland real estate investment trust ("REIT") engaged in the ownership, development, and operation of self-storage facilities and other related operations including tenant reinsurance and third-party self-storage management. We are the industry leading owner of self-storage properties, with the most recognized brand in the self-storage industry, including our ubiquitous orange color.

On August 14, 2023, we completed a reorganization that resulted in us holding the interests in our facilities through an operating partnership, Public Storage OP, L.P. and its subsidiaries including Public Storage Operating Company, formerly known as Public Storage, which was organized in 1980. This structure is commonly referred to as an umbrella partnership REIT, or UPREIT. Subsequent to the reorganization, the primary assets of the parent entity, Public Storage, are general partner and limited partner interests in Public Storage OP, L.P.

Unless stated otherwise or the context otherwise requires, references to "Public Storage" or the "Company" mean Public Storage, references to "PSA OP" mean Public Storage OP, L.P., and references to "PSOC" mean Public Storage Operating Company. References to "we," "us," and "our" mean collectively Public Storage, PSA OP, PSOC and those entities/subsidiaries owned or controlled by Public Storage, PSA OP, and PSOC.

Self-storage Operations:

We acquire, develop, own, and operate self-storage facilities, which offer storage spaces for lease on a month-to-month basis, for personal and business use. We are the largest owner of self-storage facilities in the United States (“U.S.”), with physical presence in most major markets and 40 states. We believe our scale, brand name, and technology platform afford us competitive advantages. At December 31, 2023, we held interests in and consolidated 3,044 self-storage facilities (an aggregate of 218 million net rentable square feet of space) operating under the Public Storage® name.

Other Operations:

We manage insurance programs whereby customers at our facilities, including those we manage for third parties, have the option of purchasing insurance from a non-affiliated insurance company to cover certain losses to their stored goods. A wholly-owned, consolidated subsidiary of Public Storage fully reinsures these policies and thereby assumes all risk of losses under the policies. This subsidiary receives from the non-affiliated insurance company reinsurance premiums substantially equal to the premiums collected from our tenants. These policies cover claims for losses related to specified events up to a maximum limit of \$5,000 per storage unit. We reinsure all risks in this program but purchase insurance from an independent third party insurer to cover this exposure for a limit of \$15.0 million for losses in excess of \$5.0 million per occurrence. At December 31, 2023, there were approximately 1.3 million certificates of insurance held by our self-storage customers, representing aggregate coverage of approximately \$6.2 billion.

At December 31, 2023, we managed 210 facilities for third parties, and were under contract to manage 114 additional facilities including 105 facilities that are currently under construction. In addition, we sell merchandise, primarily locks and cardboard boxes, at our self-storage facilities.

We hold a 35% interest in Shurgard Self Storage Limited (“Shurgard”). Shurgard is a public company traded on Euronext Brussels under the “SHUR” symbol. At December 31, 2023, Shurgard owned and operated 275 self-storage facilities (15 million net rentable square feet) located in seven countries in Western Europe under the Shurgard® name.

For all periods presented herein, we have elected to be treated as a REIT, as defined in the Internal Revenue Code of 1986, as amended (the “Code”). For each taxable year in which we qualify for taxation as a REIT, we will not be subject to U.S. federal corporate income tax on our “REIT taxable income” (generally, taxable income subject to specified adjustments, including a deduction for dividends paid and excluding our net capital gain) that is distributed to our shareholders. We believe we met these requirements in all periods presented herein and we expect to continue to qualify as a REIT.

We file annually with the SEC annual reports on Form 10-K, which include consolidated financial statements certified by our independent registered public accountants. We also file quarterly with the SEC quarterly reports on Form 10-Q, which include unaudited consolidated financial statements. We expect to continue such reporting.

On our website, www.publicstorage.com, we make available, free of charge, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, definitive proxy statements, and other reports required to be filed with or furnished to the SEC, as well as all supplements and amendments to those filings, as soon as reasonably practicable after the filings, supplements, and amendments are electronically filed with or furnished to the SEC. The information contained on our website is not a part of, or incorporated by reference into, this Annual Report on Form 10-K.

Competition

Ownership and operation of self-storage facilities is highly fragmented. As the largest owner of self-storage facilities, we believe that we own approximately 9% of the self-storage square footage in the U.S. and that collectively the four largest self-storage owners in the U.S. own approximately 20%, with the remaining 80% owned by regional and local operators. We believe our Public Storage® brand awareness, as well as the innovative improvements we have made to the customer experience described below, provide us with a competitive advantage in acquiring and retaining customers relative to other self-storage operators.

The high level of ownership fragmentation in the industry is partially attributable to the relative simplicity of managing a local self-storage facility, such that small-scale owners can operate self-storage facilities at a basic level of profitability without significant managerial or operational infrastructure. Our facilities compete with nearby self-storage facilities owned by other operators, who use marketing channels, including Internet advertising, signage, and banners, and offer services similar to ours. As a result, competition is significant and affects the occupancy levels, rental rates, rental income, and operating expenses of our facilities. However, we believe that the economies of scale inherent in this business result in our being able to operate self-storage facilities at a materially higher level of cash flow per square foot than other operators without our scale.

Technology

We believe technology enables revenue optimization and cost efficiencies. Over the past few years, we have invested in additional technologies that we believe have enabled us to operate and compete more effectively by providing customers with an enhanced digital experience.

Convenient shopping experience: Customers can conveniently shop for available storage space, reviewing attributes such as facility location, size, amenities (such as climate-control), and pricing through the following marketing channels:

- ***Our Website:*** The online marketing channel is a key source of customers. Approximately 81% of our move-ins in 2023 were sourced through our website, and we believe that many of our other customers who reserved directly through our customer care center or arrived at a facility and moved in without a reservation reviewed our pricing and availability online through our website. We seek to update the structure, layout, and content of our website regularly to enhance our placement in “unpaid” search in Google and related websites, to improve the efficiency of our bids in “paid” search campaigns, and to maximize users’ likelihood of reserving space on our website.
- ***Our Customer Care Center:*** Our customer care center is staffed by skilled sales specialists and customer service representatives. Customers can reach our customer care center and complete their rental over the phone by calling our advertised toll-free telephone numbers provided on search engines, from our website, the Public Storage App, or from our in-store kiosks. We believe giving customers the option to interact with a live agent, despite the higher marginal cost relative to a reservation made on our website, enhances our ability to close sales with potential customers and results in greater satisfaction. We also have live Internet chat augmented with ChatBot capability as another channel for our customers to engage our agents, cost effectively improving customer responsiveness.
- ***Our Properties:*** Customers can also shop for available space at any one of our facilities. Property managers access the same information that is available on our website and to our customer care center agents and can inform the customer of available space at that site or at our other nearby storage facilities. Property managers are trained to maximize the conversion of such “walk in” shoppers into customers. We are expanding the use of in-store kiosks to give customers the options of a full self-service experience or a two-way video assisted service via our existing customer care center.

eRental® move-in process: To further enhance the move-in experience, we offer our eRental® process whereby prospective tenants (including those who initially reserved a space) are able to execute their rental agreement from their smartphone or computer and then go directly to their space on the move-in date. Approximately 60% of customers utilized our eRental® and Rent by Phone process during 2023.

Public Storage App: We maintain an industry leading customer smartphone application. The Public Storage App provides our customers with digital access to our properties, as well as payment and other account management functions.

Centralized information network: Our centralized reporting and information network enables us to identify changing market conditions and operating trends and analyze customer data. Our network allows us to quickly change each of our individual property’s pricing and promotions, and drive marketing spending, such as the relative level of bidding for various paid search terms on paid search engines.

Growth and Investment Strategies

Our ongoing growth strategies consist of: (i) improving the operating performance of our existing self-storage facilities, (ii) acquiring and developing facilities, and (iii) growing ancillary business activities including tenant reinsurance and third-party management services. While our long-term strategy includes each of these elements, in the short term the level of growth in our asset base in any period is dependent upon the cost and availability of capital, as well as the relative attractiveness of available investment alternatives.

Improve the operating performance of existing facilities: We regularly update and enhance our strategies to increase the net cash flow of our existing self-storage facilities through maximizing revenues and controlling operating costs. We maximize revenues through striking the appropriate balance between occupancy and rates to new and existing tenants by regularly adjusting (i) our promotional and other discounts, (ii) the rental rates we charge to new and existing customers, and (iii) our marketing spending and intensity. We adjust these pricing and marketing decisions by observing their impact on web and customer care center traffic, reservations, move-ins, move-outs, tenant length of stay, and other indicators of response. The size and scope of our operations have enabled us to achieve high operating margins and a low level of administrative costs relative to revenues through the centralization of many functions, such as facility maintenance, employee compensation and benefits programs, revenue management, and the development and documentation of standardized operating procedures.

Acquire existing properties: We seek to capitalize on the fragmentation of the self-storage industry through acquiring attractively priced, well-located existing self-storage facilities. We believe our presence in and knowledge of substantially all of the major markets in the U.S. enhance our ability to identify attractive acquisition opportunities. Data on the rental rates and occupancy levels of our existing facilities provide us an advantage in evaluating the potential of acquisition opportunities. Our aggressiveness in bidding for particular marketed facilities depends upon many factors including the potential for future growth, the quality of construction and location, the cash flow we expect from the facility when operated on our platform, how well the facility fits into our current geographic footprint, and our return on capital expectations.

Develop new self-storage facilities and expand existing facilities: The development of new self-storage locations and the expansion of existing facilities have been an important source of our growth. Our operating experience in major markets and experience in stabilizing new properties provide us advantages in developing new facilities. We plan to increase our development activity when we identify attractive risk adjusted return profiles with yields above those of acquisitions. However, our level of development is dependent upon many factors, including the cost and availability of land, the cost and availability of construction materials and labor, zoning and permitting limitations, our cost of capital, the cost of acquiring facilities relative to developing new facilities, and local demand and economic conditions.

Grow ancillary business activities: We pursue growth initiatives aimed at increasing our insurance offering coverage for tenants who choose to protect their stored items against loss and desire to maximize their experience. As we grow our self-storage portfolio through acquisition, development and third-party management, we have the opportunity to increase the growth profile of our tenant reinsurance business.

We recently launched the Savvy Storage Insurance Program (“Savvy”), a program to provide other owner operators of self-storage facilities a tenant insurance offering for their tenants. We believe this offering will provide owners and their tenants simplified onboarding and implementation, experienced and dedicated support, and significantly higher customer adoption rates than the offerings available in the market today.

Our third party management business enables us to generate revenues through management fees, expand our presence, increase our economies of scale, promote our brand, and enhance our ability to acquire additional facilities over the medium and long-term as a result of strategic relationships forged with third-party owners.

Compliance with Government Regulations

We are subject to various laws, ordinances, and regulations, including various federal, state, and local regulations that apply generally to the ownership of real property and the operation of self-storage facilities. These include various laws and regulations concerning environmental matters, labor matters, and employee safety and health matters. Further, our insurance activities are subject to state insurance laws and regulations as determined by the particular insurance commission for each state in accordance with certain federal regulations.

We are committed to a long-term environmental stewardship program that reduces emissions of hazardous materials into the environment and the remediation of identified existing environmental concerns, including environmentally-friendly capital initiatives and building and operating properties with high structural resilience and low obsolescence. We accrue environmental assessments and estimated remediation costs when it is probable that such efforts will be required and the related costs can be reasonably estimated. Our current practice is to conduct environmental investigations in connection with property acquisitions. Although there can be no assurance, we are not aware of any environmental contamination of any of our facilities that individually or in the aggregate would be material to our overall business, financial condition, or results of operations.

Refer to Item 1A, “Risk Factors” below for a discussion of certain risks related to government regulations, including risks related to environmental regulations, emergency regulations adopted in response to wildfires, flooding, or public health crises that restrict access to our facilities or the rents we can charge our customers, wage regulations, income tax regulations including relating to REIT qualification, and property tax regulations.

Aside from the regulations discussed therein, we are not aware of any government regulations that have resulted or that we expect will result in compliance costs that had or will have a material effect on our capital expenditures, earnings, or competitive position.

Human Capital Resources

Our employees are the foundation of our business and fundamental to our ability to execute our corporate strategies and create long-term value for our stakeholders. Our human capital management strategy focuses on attracting, developing, and retaining the highest quality talent. We achieve these objectives by committing to our employees to provide a diverse and welcoming working environment, regular and transparent communication, competitive compensation, comprehensive benefits, and opportunities for career growth and development. We believe that this approach, together with the core principles of our corporate culture, doing the right thing and upholding integrity in all that we do, promotes employee engagement and a commitment to Public Storage.

We have approximately 6,200 employees, including 5,380 customer facing roles (such as property level and customer care center personnel), 390 field management employees, and 430 employees in our corporate operations.

The following is an overview of our key programs and initiatives focused on attracting, developing, and retaining the highest quality talent. For detailed information regarding such programs and initiatives, including our sustainability efforts, strategies, commitments, and progress, please refer to our 2023 Sustainability Report, which is available on our website at [publicstorage.com](https://www.publicstorage.com). The information contained on our website is not a part of, or incorporated by reference into, this Annual Report on Form 10-K.

Diversity and Inclusion

We are committed to creating a workplace that values diversity and inclusion, where every employee feels valued, included, and able to be their authentic self as part of our best-in-class team. Public Storage hires based on skills, personality, and experience, without regard to age, gender, race, ethnicity, religion, sexual orientation, or other protected characteristic. We maintain policies regarding diversity, equal opportunity, pay-for-performance, discrimination, harassment, and labor (including opposition to child and compulsory labor). We also maintain a policy of requiring that diverse candidates be considered for all director-level positions and above.

Our commitments to excellence and hiring “the best” have fostered an inclusive team that reflects the diversity of the customers we serve. Our diversity is evident at all levels of the organization. The data in the table below reflects our employee diversity as of December 31, 2023.

HR Tables.jpg

We publicly disclose our annual Consolidated EEO-1 report, which reflects the race, ethnicity, and gender composition of our workforce, on the Investor Relations section of our website.

Communication and Engagement

Given the geographically dispersed nature of our business, regular and clear communication is critical to ensuring that our employees feel informed, included, valued, and engaged. We use various communication channels, including emails, newsletters, videos, virtual and in-person meetings, and town halls, to provide updates on company strategy, performance, employee recognition, and other information, as well as the opportunity to ask questions of our leadership. To better understand the effectiveness of our engagement strategies, we conduct various surveys to evaluate employee commitment, motivation, and engagement, and to seek employee feedback. We use this feedback to refine and enhance our policies and programs for our employees. This includes the creation of additional career advancement opportunities and development programs.

We believe that the success of our engagement strategies can also be seen through third party surveys and recognition. Among other recognitions, we are proud again to be named a Great Place to Work® in 2023. We have also been recognized by Comparably, Inc. as a “Choice Employer” with an “A+” Culture Score based on employee responses across 18 culture metrics, among other recognitions.

Compensation, Health, Wellness, and Safety

Public Storage maintains compensation and benefits programs designed to incentivize, reward, and support our employees. We believe that employee compensation should align with our short- and long-term performance goals and provide the competitive compensation and incentives needed to attract, motivate, and retain employees who are crucial to our success. We tailor our compensation programs to each employee group to ensure market competitiveness and enhance overall employee engagement.

We offer affordable health plans and programs to virtually all of our employees. Full-time employees are eligible to participate in our comprehensive employee benefit offerings, which include medical, dental, vision, flexible and health savings accounts, discount programs, income protection plans, and our 401(k) plan. Additionally, we maintain various employee support programs, including access to counseling, life planning tools, and discount programs for fitness, legal services, and home, auto, and pet insurance. Finally, we offer educational resources and tools, including a dedicated health and wellness website, to encourage employees to maintain a healthy and balanced lifestyle. We periodically consider employee feedback received through our engagement processes in the composition and design of our compensation and benefits programs.

We are committed to providing safe self-storage facilities for our customers and employees. We conduct monthly safety trainings at all of our properties and an annual safety training at our headquarters. We publicly disclose our employee health and safety data in our annual Sustainability Report.

Training and Development

At Public Storage, we offer comprehensive training and development programs at every level of the organization. These programs are intended to provide our employees with the skills, tools, and knowledge they need to be successful in their roles and to contribute to the value of the organization. They are also intended to foster individual growth and strong employee engagement.

The majority of our new hires join Public Storage as property managers without prior experience in the self-storage industry. We provide a hands-on new employee training program that includes coaching and development. For those new hires in leadership roles, we provide property-level training that exposes our leaders to daily property operations and is intended to provide them with an understanding of the fundamentals of our business and operations. We also offer numerous career development opportunities for existing employees across Public Storage, including management training programs. Many of our training and career development programs use our online learning platform of training courses and reference materials. In addition to formal training programs, we also offer one-on-one coaching, job shadowing, and mentoring opportunities. In 2023, we introduced a leadership accelerator program specifically for high potential women and diverse employees. This program includes individual mentorship and practical experiences designed to further enhance our bench of high potential leaders, thereby supporting management succession planning.

Performance Management and Succession Planning

Our performance management processes are designed to encourage collaboration between employees and their managers. Employees and managers work together to plan, monitor, and review the employee's objectives and career aspirations and to establish and hold employees accountable to short- and long-term goals aligned with the Company's strategy. This is a continuous process intended to provide regular opportunities for employees and their managers to share and receive feedback.

Succession planning is a priority for management and our Board, and is viewed as critical to ensuring business continuity and providing for the Company's long-term growth and success. Periodically throughout each year, the executive team meets to review and assess the Company's succession bench strength, evaluate talent, and provide recommendations for developing and preparing future leaders within the organization. This collaborative approach to talent management works to ensure that employees are given opportunities to grow beyond their current roles and responsibilities.

Climate Change and Environmental Stewardship

We are committed to managing climate-related risks and opportunities. This commitment is a key component of our recognition that we must operate in a responsible and sustainable manner that aligns with our long-term corporate strategy and promotes our best interests along with those of our stakeholders, including our customers, investors, employees, and the communities in which we do business.

Our management Environmental, Social, and Governance Steering Committee (our "Sustainability Committee") guides our commitment to sustainability and has primary responsibility for climate-related activities. The Sustainability Committee reports to our Board and its committees, which oversee all of our sustainability initiatives.

We consider potential environmental impacts—both positive and negative—in our decision making across the business.

We measure and monitor our environmental impact and leverage sustainability measures to reduce this impact while achieving cost efficiencies in our operations by implementing a range of energy, water, and waste management initiatives. Many of these initiatives are integrated into our ongoing Property of Tomorrow capital investment program.

Regarding climate, we assess risks and opportunities in conjunction with ongoing operating and risk management processes across the company. We give primary consideration to physical, regulatory, legal, market, and reputational risks. Examples of these risks include heat/water stress, natural disasters, pandemics, temperature change, and regulatory compliance. We are addressing potential heat stress risks (e.g., higher energy costs, more frequent power outages, and impacts on our customers and workforce) through initiatives such as converting to LED lighting, solar power generation installation, and analyzing battery storage and microgrids. We are addressing potential water stress risks (e.g., increased costs and decreased availability) through initiatives such as efficient plumbing systems, low-water use irrigation systems, drought tolerant and native landscaping, water run-off controls, and storm water retention. We address the remaining risks primarily through natural disaster resilient development, redevelopment, and capital expenditures.

We will continue to utilize our unique competitive advantages in furthering our environmental stewardship efforts and addressing the effects of climate change. Please refer to our Sustainability Report for further information.

Seasonality

We experience minor seasonal fluctuations in the demand for self-storage space, with demand and rental rates generally higher in the summer months than in the winter months. We believe that these fluctuations result in part from increased moving activity during the summer months.

ITEM 1A. Risk Factors

In addition to the other information in our Annual Report on Form 10-K, you should consider the risks described below that we believe may be material to investors in evaluating the Company. This section contains forward-looking statements, and in considering these statements, you should refer to the qualifications and limitations on our forward-looking statements that are described in Item 1, “Business.”

Risks Related to Our Properties and Our Business

Natural disasters, terrorist attacks, civil unrest, or other events that could damage or otherwise disrupt our ability to operate our facilities could adversely impact our business and financial results.

Natural disasters, such as earthquakes, fires, hurricanes, and floods, terrorist attacks, civil unrest, and other events that damage our facilities or our customers’ property, or that make our facilities temporarily unavailable, have in the past and may in the future adversely impact our business and financial results. Damage and business interruption losses could exceed the aggregate limits of our insurance coverage. In addition, because we self-insure a portion of our risks, losses below a certain level may not be covered by insurance. See Note 15 to our December 31, 2023 consolidated financial statements for a description of the risks of losses that are not covered by third-party insurance contracts. Our exposure to these types of events is increased by potential tenant claims associated with our tenant reinsurance business. In addition, customer perceptions about the risk of property loss from these events could negatively impact self-storage demand.

We are subject to risks from the consequences of climate change, including severe weather events, as well as the transition to a low-carbon economy and other steps taken to prevent or mitigate climate change.

Our self-storage facilities are located in areas that may be subject to the direct impacts of climate change, such as increased destructive weather events like floods, fires, drought, and prolonged periods of extreme temperature or other extreme weather, which could result in significant damage to our facilities, increased capital expenditures, increased expenses, reduced revenues, or reduced demand for our facilities. Indirect impacts of climate change could also adversely impact our business, including through increased costs, such as insurance costs or regulatory compliance costs. In addition, the ongoing transition to a low-carbon economy presents certain risks for us and our customers, including stranded assets, increased costs, lower profitability, lower property values, lower household wealth, and macroeconomic risks related to high energy costs and energy shortages, among other things. Governmental, political, and societal pressures, including expectations of institutional and activist investors and other interest groups, could require us to accelerate our initiatives and, with it, the costs of their implementation. These same potential governmental, political, and social pressures could in the future result in (i) costly changes to newly developed facilities or retrofits of our existing facilities to reduce carbon emissions through multiple avenues, including changes to insulation, space configuration, lighting, heating, and air conditioning, (ii) increased energy costs as a result of transitioning to less carbon-intensive, but more expensive, sources of energy to operate our facilities, and (iii) consumers reducing their individual carbon footprints by owning fewer durable material consumer goods and other such items requiring storage, resulting in a reduced demand for our self-storage space. For example, beginning in 2026, we expect to be required to disclose our Scope 1, 2, and 3 emissions data and certain climate-related risk matters under California SB 253 and SB 261, which we expect to result in increased compliance costs. In addition, our reputation and investor relationships could be damaged as a result of our involvement with activities perceived to be causing or exacerbating climate change, as well as any decisions we make to continue to conduct or change our activities in response to considerations relating to climate change.

Operating costs, including property taxes, could increase.

We could be subject to increases in property or other taxes, repair and maintenance costs, payroll, utility costs, insurance premiums, workers compensation, and other operating expenses due to various factors such as inflation, labor shortages, commodity and energy price increases, weather, increases to minimum wage rates, supply chain disruptions, and changes to governmental safety and real estate use limitations and other governmental actions. Our property tax expense, which totaled approximately \$413.2 million during the year ended December 31, 2023, generally depends upon the assessed value of our real estate facilities as determined by assessors and government agencies and, accordingly, could be subject to substantial increases if such agencies change their valuation approaches or opinions or if new laws are enacted, especially if new approaches are adopted or laws are enacted that result in increased property tax assessments in states or geographies where we have a high concentration of facilities. See also “We have exposure to increased property tax in California” below.

The acquisition of existing properties or self-storage operating companies is subject to risks that may adversely affect our growth and financial results.

We have acquired self-storage facilities and self-storage operating companies in the past, and we expect to continue to do so in the future. We face significant competition for suitable acquisition properties and companies from other real estate investors, including operating companies and private equity funds. As a result, we may be unable to acquire the companies or additional properties we desire or the purchase price for desirable companies or properties may be significantly increased. Failures or unexpected circumstances in integrating facilities or companies that we acquire, or circumstances we did not detect or anticipate during due diligence, such as environmental matters, needed repairs or deferred maintenance, customer collection issues, assumed liabilities, turnover of critical personnel involved in acquired operating companies, or the effects of increased property tax following reassessment of a newly-acquired property, as well as the general risks of real estate investment and mergers and acquisitions, could jeopardize realization of the anticipated earnings from an acquisition.

Our development program subjects us to risks.

At December 31, 2023, we had a pipeline of development projects totaling \$766.2 million (subject to contingencies), and we expect to continue to seek additional development projects. There are significant risks involved in developing self-storage facilities, such as delays, cost increases, or inability to complete development projects due to changes in or failure to meet government or regulatory requirements, failure of revenue to meet our underwriting estimates, delays caused by weather issues, unforeseen site conditions, or personnel problems. Self-storage space is generally not pre-leased, and rent-up of newly developed space can be delayed or ongoing cash flow yields can be reduced due to competition, reductions in storage demand, or other factors.

There is significant competition among self-storage operators and from other storage alternatives.

Our self-storage facilities generate most of our revenue and earnings. Significant competition from self-storage operators, property developers, and other storage alternatives may adversely impact our ability to attract and retain customers and may negatively impact our ability to generate revenue. Competition in the local market areas in which many of our properties are located is significant and affects our occupancy levels, rental rates, and operating expenses. There is also an increasing influx of capital from outside financing sources driving more money, development, and supply into the industry. Development of self-storage facilities may increase, which may intensify competition as newly developed facilities are opened. Development of self-storage facilities by other operators could increase, due to increases in availability of funds for investment or other reasons, and further intensify competition.

Demand for self-storage facilities may be affected by customer perceptions and factors outside of our control.

Significantly lower logistics costs could introduce new competitors, such as valet-style storage services, which may reduce the demand for traditional self-storage. Customer preferences and/or needs for self-storage could change, decline, or shift to other product types, thereby impacting our business model and ability to grow and/or generate revenues. Shifts in population and demographics could cause the geographical distribution of our portfolio to be suboptimal and affect our ability to maintain occupancy and attract new customers. Security incidents could result in the perception that our properties are not safe. If our customers do not feel our properties are safe, they may select competitors for their self-storage needs, or if there is an industry perception of inadequate security generally, customer use of self-storage could be negatively impacted.

Our newly developed and expanded facilities, and facilities that we manage for third party owners, may negatively impact the revenues of our legacy facilities.

We continue to develop new self-storage facilities and expand our existing self-storage facilities. In addition, we are seeking to increase the number of self-storage facilities that we manage for third party owners in exchange for a fee, many of which are in the process of stabilization and are near our existing stabilized self-storage facilities. In order to hasten the fill-up of these new facilities, we aggressively price such space during the fill-up period. While we believe that this aggressive pricing allows us to increase our market share relative to our competitors and increase the cash flows of these properties, such pricing and the added capacity may also negatively impact our existing stabilized self-storage facilities that are near these unstabilized facilities.

We may incur significant liabilities from environmental contamination or moisture infiltration.

Existing or future laws impose or may impose liability on us to clean up environmental contamination on or around properties that we currently or previously owned or operated, even if we were not responsible for or aware of the environmental contamination or even if such environmental contamination occurred prior to our involvement with the property. We have conducted preliminary environmental assessments on most of our properties, which have not identified any material liabilities. These assessments, commonly referred to as “Phase 1 Environmental Assessments,” include an investigation (excluding soil or groundwater sampling or analysis) and a review of publicly available information regarding the site and other nearby properties.

We are also subject to potential liability relating to moisture infiltration, which can result in mold or other damage to our or our customers’ property, as well as potential health concerns. When we receive a complaint or otherwise become aware that an air quality concern exists, we implement corrective measures and seek to work proactively with our customers to resolve issues, subject to our contractual limitations on liability for such claims.

We are not aware of any environmental contamination or moisture infiltration related liabilities at any of our properties that could be material to our overall business, financial condition, or results of operation. However, we may not have detected all material liabilities, we could acquire properties with material undetected liabilities, or new conditions could arise or develop at our properties, any of which could result in a cash settlement or adversely affect our ability to sell, lease, operate, or encumber affected facilities.

Recent significant increases in interest rates could adversely impact us and our tenants.

In response to high inflation, the Federal Reserve has significantly increased the benchmark federal funds rate since early 2022. These actions have significantly increased interest rates. As a result, if we issued new debt or preferred shares or refinanced our indebtedness, our debt service costs or preferred share dividend yields would be, based on current interest rates, significantly higher than current financing costs. These interest rate increases have also adversely impacted the relative attractiveness of the dividend yield on our common shares. Increases in our cost of capital impact our assessment of the yields we consider appropriate to support pursuing property acquisition and development opportunities and thus can impact our external growth prospects. The degree and pace of these changes have had and may continue to have adverse macroeconomic effects that have and may continue to have adverse impacts on our tenants, including as a result of economic recession, increased unemployment, and increased financing costs. For more information on interest rate risk, see Part II, “Item 7A. Quantitative and Qualitative Disclosures About Market Risk”.

Economic conditions can adversely affect our business, financial condition, growth, and access to capital.

Economic downturns or adverse economic or industry conditions, including those related to high levels of inflation, could adversely impact our financial results, growth, and access to capital. Our revenues and operating cash flow can be negatively impacted by reductions in employment and population levels, household and disposable income, and other general economic factors that lead to a reduction in demand for self-storage space in each of the markets in which we operate.

Our ability to raise capital on attractive terms to fund our activities may be adversely affected by challenging market conditions, including high interest rates resulting from government efforts to manage inflation. In periods when the capital and credit markets experience significant volatility, the amounts, sources, and cost of capital available to us may be adversely affected. If we were unable to raise capital at reasonable rates, prospective earnings growth through expanding our asset base could be limited.

We have exposure to European operations through our ownership in Shurgard.

We own approximately 35% of the common shares of Shurgard, and this investment has a \$390.2 million book value and a \$1.7 billion market value (based upon the closing trading price of Shurgard’s common stock) at December 31, 2023. We recognized \$27.9 million in equity in earnings and received \$39.0 million in dividends in 2023 with respect to Shurgard.

Shurgard, as an owner, operator, and developer of self-storage facilities, is subject to many of the same risks we are with respect to self-storage. However, through our investment in Shurgard, we are exposed to additional risks unique to the various European markets in which Shurgard operates, which may adversely impact our business and financial results, and many of which are referred to in Shurgard's public filings. These risks include the following:

- *Currency risks:* Currency fluctuations can impact the fair value of our investment in Shurgard, our equity earnings, our ongoing dividends, and any other related repatriations of cash.
- *Legislative, tax, and regulatory risks:* Shurgard is subject to a variety of local, national, and pan-European laws and regulations related to permitting and land use, the environment, labor, and other areas, as well as income, property, sales, and value added and employment tax. These laws and regulations can be difficult to apply or interpret, can vary in each country or locality, and are subject to unexpected changes in their form and application due to regional, national, or local political uncertainty and other factors. Such changes, or Shurgard's failure to comply with these laws, could subject it to penalties or other sanctions, adverse changes in business processes, and, potentially, adverse income tax, property tax, or other tax burdens.
- *Impediments to capital repatriation could negatively impact the realization of our investment in Shurgard:* Laws in Europe and the U.S. may create, impede, or increase our cost to repatriate distributions received from Shurgard or proceeds from the sale of Shurgard shares.
- *Risks of collective bargaining:* Collective bargaining, which is prevalent in certain areas in Europe, could negatively impact Shurgard's labor costs or operations. Many of Shurgard's employees participate in various national unions.
- *Potential operating and individual country risks:* Economic slowdowns or extraordinary political or social change in the countries in which it operates have posed, and could continue to pose, challenges or result in future reductions of Shurgard's operating cash flows.
- *Liquidity of our ownership stake:* We have no plans to liquidate our interest in Shurgard. However, while Shurgard is a publicly held entity, if we chose to, our ability to liquidate our shares in Shurgard in an efficient manner could be limited by the level of Shurgard's public "float" relative to any ownership stake we sought to sell. Our existing relationship with our legacy joint venture partner may place further contractual limitations on our ability to sell all of the shares we own if we desired to do so.
- *Impediments of Shurgard's public ownership structure:* Shurgard's strategic decisions, involving activities such as borrowing money, capital contributions, raising capital from third parties, and selling or acquiring significant assets, are determined by its board of directors. As a result, Shurgard may be precluded from taking advantage of opportunities that we would find attractive but that we may not be able to pursue separately, or it could take actions that we do not agree with.

Public health and other crises have adversely impacted, and may in the future adversely impact, our business.

Our business is subject to risks from public health and other crises like the COVID-19 pandemic, including, among others:

- risk of illness or death of our employees or customers;
- negative impacts on economic conditions in our markets, which may reduce the demand for self-storage;
- risk that there could be an out-migration of population from major markets where we operate;
- government restrictions that (i) limit or prevent use of our facilities, (ii) limit our ability to increase rent or otherwise limit the rent we can charge, (iii) limit our ability to collect rent or evict delinquent tenants, or (iv) limit our ability to complete development and redevelopment projects;
- risk that we could experience a change in the move-out patterns of our long-term customers due to economic uncertainty and increases in unemployment, which could lead to lower occupancies and rent "roll down" as long-term customers are replaced with new customers at lower rates; and

- risk of negative impacts on the cost and availability of debt and equity capital, which could have a material impact upon our capital and growth plans.

We have been and may in the future be adversely impacted by emergency regulations adopted in response to significant events, such as natural disasters or public health crises, that could adversely impact our operations.

In response to significant events, local, state, and federal governments have and may in the future adopt regulations that could impact our operations. For example, in response to wildfires in 2018 and 2019 and floods in 2023, the State of California and some localities in California adopted temporary regulations that imposed certain limits on the rents we could charge at certain of our facilities and the extent to which we could increase rents to existing tenants. Similarly, in response to the COVID-19 pandemic, certain localities adopted restrictions on the use of certain of our facilities, limited our ability to increase rents, limited our ability to collect rent or evict delinquent tenants, and limited our ability to complete development and redevelopment projects. Similar restrictions could be imposed in the future in response to significant events and these restrictions could adversely impact our operations.

Our marketing and pricing strategies may fail to be effective or may be constrained by factors outside of our control.

Marketing initiatives, including our increasing dependence on Google to source customers, may fail to be effective and could negatively impact financial performance. Approximately 65% of our new storage customers in 2023 were sourced directly or indirectly through “unpaid” search and “paid” search campaigns on Google. We believe that the vast majority of customers searching for self-storage use Google at some stage in their shopping experience. Google is providing tools to allow smaller and less sophisticated operators to bid for search terms, increasing competition for self-storage search terms. The predominance of Google in the shopping experience, as well as Google’s enabling of additional competitors to bid for placements in self-storage search terms, may reduce the number of new customers that we can procure, and/or increase our costs to obtain new customers.

In addition, the inability to utilize our pricing methodology due to regulatory or market constraints could also significantly impact our financial results.

We are exposed to ongoing litigation and other legal and regulatory actions, which may divert management’s time and attention, require us to pay damages and expenses or restrict the operation of our business.

We have approximately 6,200 employees and 1.9 million customers, and we conduct business at facilities in 40 states. As a result, we are subject to the risk of legal claims and proceedings (including class actions) and regulatory enforcement actions across many jurisdictions in the ordinary course of our business and otherwise, and we could incur significant liabilities and substantial legal fees as a result of these actions. Resolution of these claims and actions may divert time and attention by our management and could involve payment of damages or expenses by us, all of which may be significant, and could damage our reputation and our brand. In addition, any such resolution could involve our agreement to terms that restrict the operation of our business. The results of legal proceedings cannot be predicted with certainty. We cannot guarantee that losses incurred in connection with any current or future legal or regulatory proceedings or actions will not exceed any provisions we may have set aside in respect of such proceedings or actions or any available insurance coverage. Any such legal claims, proceedings, and regulatory enforcement actions could negatively impact our operating results, cash flow available for distribution or reinvestment, and/or the price of our common shares.

In addition, through exercising their authority to regulate our activities, governmental agencies can otherwise negatively impact our business by increasing costs or decreasing revenues.

Our use of or failure to adopt advancements in information technology may hinder or prevent us from achieving strategic objectives or otherwise harm our business.

Our use of or inability to adopt and deliver new technological capabilities and enhancements in line with strategic objectives, including artificial intelligence and machine learning, may put us at a competitive disadvantage; cause us to miss opportunities to innovate, achieve efficiencies, or improve the customer experience; or adversely impact our business, reputation, results of operations, and financial condition. Legislative activity in the privacy area may also result in new laws that are applicable to us and that may hinder our business, including by restricting our use of customer data or otherwise regulating the use of algorithms and automated processing in ways that could materially affect our business or lead to significant increases in the cost of compliance. In addition, the use of emerging technologies entails risks including risks relating to the possibility of intellectual property infringement or misappropriation; data privacy; new or enhanced governmental or regulatory scrutiny, requirements, litigation, or other liability; ethical concerns; negative consumer perceptions as to automation and artificial intelligence; or other complications or liabilities that could adversely affect our business, reputation, results of operations, or financial results.

The failure or disruption of our computer and communications systems, on which we are heavily dependent, could significantly harm our business.

We are heavily dependent upon automated information technology and Internet commerce, with more than half of our new customers coming from the telephone or over the Internet. We centrally manage significant components of our operations with our computer systems, including our financial information, and we also rely extensively on third-party vendors to retain data, process transactions, and provide other systems services. These systems are subject to damage or interruption from power outages, system, network, internet and telecommunications failures, hackers, including through a ransomware attack, computer worms, viruses, and other destructive or disruptive cybersecurity incidents, and catastrophic events. Such incidents could also result in significant costs to repair or replace such networks or information systems, as well as actual monetary losses in case of a cybersecurity incident that resulted in fraudulent payments or other cash transactions. Our operations could be severely impacted by a natural disaster, terrorist attack, attack by hackers, acts of vandalism, data theft, misplaced or lost data, programming or human error, or other circumstance that results in a significant outage of our systems or those of our third party providers, despite our use of back up and redundancy measures. While we may be entitled to damages if our third-party providers fail to satisfy their security-related obligations to us, any award may be insufficient to cover our damages, or we may be unable to recover such award.

If our confidential information is compromised or corrupted, including as a result of a cybersecurity incident, our reputation and business relationships could be damaged and our financial condition and operating results could be adversely affected.

In the ordinary course of our business we acquire and store sensitive data, including personally identifiable information of our prospective and current customers and our employees. The secure processing and maintenance of this information is critical to our operations and business strategy. Although we believe we have taken commercially reasonable steps to protect the security of our confidential information, information security risks have generally increased in recent years due to the rise in new technologies and the increased sophistication and activities of perpetrators of cyberattacks. Despite our security measures, we face cybersecurity threats, including system, network, or Internet failures; cyberattacks, ransomware, and other malware; social engineering; and phishing schemes. In these cases, our information technology and infrastructure could be vulnerable and our or our customers' or employees' confidential information could be compromised or misappropriated. Any such cybersecurity incident, including those impacting personal information, could result in serious and harmful consequences for us or our customers. A cybersecurity incident could also interfere with our ability to comply with financial reporting requirements. Additionally, future or past business transactions (such as acquisitions or integrations) could expose us to additional cybersecurity risks and threats, as our systems could be negatively affected by vulnerabilities present in acquired or integrated entities' systems and technologies. Furthermore, we may discover security issues that were not found during due diligence of such acquired or integrated entities, and it may be difficult to integrate companies into our information technology environment and security program.

Our confidential information may also be compromised due to programming or human error, negligence, or fraud. Although we and our third-party service providers make efforts to maintain the security and integrity of our information, including the implementation of security measures, required employee awareness training, and the existence of a disaster recovery plan, there is no guarantee that they will be adequate to safeguard against all cybersecurity incidents or misuses of data. In addition, as the regulatory environment related to information security, data collection and use, and privacy becomes increasingly rigorous, with new and changing requirements applicable to our business from multiple regulatory agencies at the local, state, federal, or international level, compliance with those requirements could also result in additional costs, or we could fail to comply with those requirements due to various reasons.

Any such access, disclosure, or other loss of information could result in legal claims or proceedings, liability under laws that protect the privacy of personal information, regulatory penalties, disruption to our operations and the services we provide to customers, or damage to our reputation, any of which could adversely affect our results of operations, reputation, and competitive position. In addition, our customers could lose confidence in our ability to protect their personal information, which could cause them to discontinue leasing our self-storage facilities. Such events could lead to lost future revenues and adversely affect our results of operations, or result in remedial and other costs, fines, or lawsuits, which could exceed any available insurance that we have procured.

We have identified and expect to continue to identify cyberattacks and cybersecurity incidents on our systems and those of third parties, but none of the cyberattacks and incidents we have identified to date has had a material impact on our business or operations. While we have purchased cybersecurity insurance, there are no assurances that the coverage would be adequate in relation to any incurred losses. Moreover, as cyberattacks increase in frequency and magnitude, we may be unable to obtain cybersecurity insurance in amounts and on terms we view as adequate for our operations.

Further information relating to cybersecurity risk management is discussed in Item 1C. “Cybersecurity” in this report.

Ineffective succession planning for our CEO and executive management, as well as for our other key employees, may impact the execution of our strategic plan.

We may not effectively or appropriately identify ready-now succession candidates for our CEO and executive management team, which may negatively impact our ability to meet key strategic goals. Failure to implement succession plans for other key employees may leave us vulnerable to retirements and turnover.

We may fail to protect our intellectual property adequately.

We maintain a portfolio of trademarks and trade dress that we believe are fundamental to the success of the Public Storage® brand. While we actively seek to enforce and expand our rights, failure to adequately protect our rights could lead to loss of such trademark and trade dress protection. We also own and seek to protect other intellectual property, such as proprietary systems, processes, data, and other trade secrets that we have collected and developed in the course of operating our business and that we believe provides us with various competitive advantages. Our protections could be inadequate or we could lose rights to our other intellectual property and trade secrets. Competitor use of our trademarks and trade names could lead to likelihood of confusion, tarnishment of our brand, and loss of legal protection for our marks.

Risks Related to Our Ownership, Organization and Structure

Takeover attempts or changes in control could be thwarted, even if beneficial to shareholders.

In certain circumstances, shareholders might desire a change in control or acquisition of us in order to realize a premium over the then-prevailing market price of our shares or for other reasons. However, the following could prevent, deter, or delay such a transaction:

- Provisions of Maryland law may impose limitations that may make it more difficult for a third party to negotiate or effect a business combination transaction or control share acquisition with Public Storage. Currently, our Board has opted not to subject the Company to these provisions of Maryland law, but it could choose to do so in the future without shareholder approval.

- To protect against the loss of our REIT status due to concentration of ownership levels, our declaration of trust generally limits the ability of a person, other than the Hughes family or “designated investment entities” (each as defined in our declaration of trust), to own, actually or constructively, more than 3% of our outstanding common shares or 9.9% of the outstanding shares of any class or series of preferred or equity shares. Our Board may grant, and has previously granted, a specific exemption. These limits could discourage, delay, or prevent a transaction involving a change in control of the Company not approved by our Board.
- Similarly, current provisions of our declaration of trust and powers of our Board could have the same effect, including (1) limitations on removal of trustees, (2) restrictions on the acquisition of our shares of beneficial interest, (3) the power to issue additional common shares, preferred shares, or equity shares on terms approved by our Board without obtaining shareholder approval, (4) the advance notice provisions of our bylaws, and (5) our Board’s ability under Maryland law, without obtaining shareholder approval, to implement takeover defenses that we may not yet have and to take, or refrain from taking, other actions that could have the effect of delaying, deterring, or preventing a transaction or a change in control.

Holders of our preferred shares have dividend, liquidation, and other rights that are senior to the rights of the holders of our common shares.

Holders of our preferred shares are entitled to cumulative dividends before any dividends may be declared or set aside on our common shares. Upon liquidation, holders of our preferred shares will receive a liquidation preference of \$25,000 per share (or \$25.00 per depositary share) plus any accrued and unpaid distributions before any payment is made to the common shareholders. These preferences may limit the amount received by our common shareholders either from ongoing distributions or upon liquidation. In addition, our preferred shareholders have the right to elect two additional directors to our Board whenever dividends are in arrears in an aggregate amount equivalent to six or more quarterly dividends, whether or not consecutive.

Public Storage is a holding company with no direct operations, and it relies on funds received from PSA OP and PSOC to pay its obligations and make distributions to shareholders

Public Storage is a holding company with no direct operations. All of Public Storage’s property ownership, development, and related business operations are conducted through PSOC (which is wholly-owned by PSA OP) and Public Storage has no material assets or liabilities other than its investment in PSA OP. As a result, Public Storage relies on distributions from PSA OP, which in turn relies on distributions from PSOC, to make common and preferred share dividend payments. Although Public Storage currently wholly-owns (directly or indirectly) PSA OP and PSOC, and therefore exercises exclusive control over PSA OP and PSOC, including the authority to cause PSA OP and PSOC to make distributions, in connection with our future acquisition activities or otherwise, PSA OP may issue additional units of limited partnership to third parties, and these limited partners may negotiate for certain rights. In addition, because Public Storage is a holding company, shareholder claims are structurally subordinated to all existing and future liabilities of PSA OP and PSOC and their subsidiaries. Therefore, in the event of a bankruptcy, insolvency, liquidation or reorganization of PSA OP or PSOC, or their subsidiaries, assets of PSA OP or PSOC or the applicable subsidiary will be available to satisfy any claims of our shareholders only after such liabilities and obligations have been satisfied in full.

Holders of our Preferred Shares are subject to certain risks.

Holders of our preferred shares have preference rights over our common shareholders with respect to liquidation and distributions, which give them some assurance of continued payment of their stated dividend rate, and receipt of their principal upon liquidation of the Company or redemption of their securities. However, holders of our Preferred Shares should consider the following risks:

- The Company has in the past, and could in the future, issue or assume additional debt. Preferred shareholders would be subordinated to the interest and principal payments of such debt, which would increase the risk that there would not be sufficient funds to pay distributions or liquidation amounts to the preferred shareholders.
- The Company has in the past, and could in the future, issue additional preferred shares that, while pari passu to the existing preferred shares, increases the risk that there would not be sufficient funds to pay distributions to the preferred shareholders.

- While the Company has no plans to do so, if the Company were to lose its REIT status or no longer elect REIT status, it would no longer be required to distribute its taxable income to maintain REIT status. If, in such a circumstance, the Company ceased paying dividends, unpaid distributions to the preferred shareholders would continue to accumulate. The preferred shareholders would have the ability to elect two additional members to serve on our Board until the arrearage was cured. The preferred shareholders would not receive any compensation (such as interest) for the delay in the receipt of distributions, and it is possible that the arrearage could accumulate indefinitely.
- Holders of our Preferred Shares have limited rights in the event the Company ceases to pay dividends to shareholders and have no rights with respect to a Company decision to discontinue listing the Preferred Shares on a national securities exchange or file reports with the SEC, including following a change of control transaction.

Risks Related to Government Regulations and Taxation

We would incur adverse tax consequences if we failed to qualify as a REIT, and we would have to pay substantial U.S. federal corporate income taxes.

REITs are subject to a range of complex organizational and operational requirements. A qualifying REIT does not generally incur U.S. federal corporate income tax on its “REIT taxable income” (generally, taxable income subject to specified adjustments, including a deduction for dividends paid and excluding net capital gain) that it distributes to its shareholders. Our REIT status is also dependent upon the REIT qualification of PS Business Parks, Inc. (“PSB”) through the end of its taxable year ended December 31, 2022, as a result of our substantial ownership interest in it prior to the closing of the PSB merger with an unaffiliated third party. We believe we have qualified as a REIT and we intend to continue to maintain our REIT status.

However, there can be no assurance that we qualify or will continue to qualify as a REIT, because of the highly technical nature of the REIT rules, the ongoing importance of factual determinations, the possibility of unidentified issues in prior periods, or changes in our circumstances, as well as share ownership limits in our declaration of trust that may fail to ensure that our shareholder base is sufficiently diverse for us to qualify as a REIT. For any year we fail to qualify as a REIT, unless certain relief provisions apply (the granting of such relief could nonetheless result in significant excise or penalty taxes), we would not be allowed a deduction for dividends paid, we would be subject to U.S. federal corporate income tax on our taxable income, and generally we would not be allowed to elect REIT status until the fifth year after such a disqualification. In addition, for tax years beginning after December 31, 2022, we could also be subject to certain taxes enacted by the Inflation Reduction Act of 2022 that are applicable to non-REIT corporations, including the corporate alternative minimum tax and nondeductible one percent excise tax on certain stock repurchases. Any taxes, interest, and penalties incurred would reduce our cash available for distributions to shareholders and could negatively affect our stock price. However, for years in which we failed to qualify as a REIT, we would not be subject to REIT rules that require us to distribute substantially all of our taxable income to our shareholders.

Dividends payable by REITs do not qualify for the preferential tax rates available for some dividends.

Dividends payable by REITs may be taxed at higher rates than dividends of non-REIT corporations. The maximum U.S. federal income tax rate for qualified dividends paid by domestic non-REIT corporations to U.S. stockholders that are individuals, trusts, or estates is generally 20%. Dividends paid by REITs to such stockholders are generally not eligible for that rate, but under current tax law, such stockholders may deduct up to 20% of ordinary dividends (i.e., dividends not designated as capital gain dividends or qualified dividend income) received from a REIT for taxable years beginning before January 1, 2026. Although this deduction reduces the effective tax rate applicable to certain dividends paid by REITs, such tax rate may still be higher than the tax rate applicable to regular corporate qualified dividends. This may cause investors to view REIT investments as less attractive than investments in non-REIT corporations, which in turn may adversely affect the value of the stock of REITs, including our stock.

Changes in tax laws could negatively impact us.

The United States Treasury Department and Congress frequently review federal income tax legislation, regulations and other guidance. We cannot predict whether, when, or to what extent new federal tax laws, regulations, interpretations or rulings will be adopted, but these changes might include, in particular, increases in the U.S. federal income tax rates that apply to us or our shareholders in certain circumstances, possibly with retroactive effect.

We may pay some taxes, reducing cash available for shareholders.

Even if we qualify as a REIT for U.S. federal corporate income tax purposes, we may be subject to some federal, foreign, state, and local taxes on our income and property. Certain consolidated corporate subsidiaries of the Company have elected to be treated as taxable REIT subsidiaries (“TRSs”) for U.S. federal corporate income tax purposes and are taxable as regular corporations and subject to certain limitations on intercompany transactions. If tax authorities determine that amounts paid by our TRSs to us are not reasonable compared to similar arrangements among unrelated parties, we could be subject to a 100% penalty tax on the excess payments, and ongoing intercompany arrangements could have to change, resulting in higher ongoing tax payments. To the extent the Company is required to pay federal, foreign, state, or local taxes, or federal penalty taxes due to existing laws or changes thereto, we will have less cash available for distribution to shareholders.

In addition, certain local and state governments have imposed taxes on self-storage rent. While in most cases those taxes are paid by our customers, they increase the cost of self-storage rental to our customers and can negatively impact our revenues. Other local and state governments may impose self-storage rent taxes in the future.

If PSA OP were to fail to maintain its status as a partnership for U.S. federal income tax purposes, our financial results would be adversely impacted.

We believe PSA OP qualifies as a partnership for U.S. federal income tax purposes. As a partnership, PSA OP is generally not subject to U.S. federal income tax on its income. Instead, each of the partners is allocated its share of PSA OP’s income. There is no assurance, however, that the IRS will not challenge the status of PSA OP as a partnership for U.S. federal income tax purposes. If the IRS were to successfully challenge the status of PSA OP as a partnership, it would be taxable as a corporation. In such event, this would reduce the amount of distributions that PSA OP could make. The treatment of PSA OP as a corporation would also cause us to fail to qualify as a REIT. This would substantially reduce our cash available to pay distributions and the return on a shareholder's investment.

We have exposure to increased property tax in California.

Approximately \$821.2 million of our 2023 net operating income is from our properties in California, and we incurred approximately \$49.1 million in related property tax expense. Due to the impact of Proposition 13, which generally limits increases in assessed values to 2% per year, the assessed value and resulting property tax we pay is less than it would be if the properties were assessed at current estimated market values. From time to time, proposals have been made to reduce the beneficial impact of Proposition 13, most recently in the November 2020 ballot. While this ballot initiative failed, there can be no assurance that future initiatives or other legislative actions will not eliminate or reduce the benefit of Proposition 13 with respect to our properties. If the beneficial effect of Proposition 13 were ended for our properties, our property tax expense could increase substantially, adversely affecting our cash flow from operations and net income.

We are subject to new and changing legislation and regulations, including the California Privacy Rights Act (CPRA).

We are subject to new and changing legislation and regulations, including the Americans with Disabilities Act of 1990 and legislation regarding property taxes, income taxes, REIT status, labor and employment, privacy, and lien sales at the city, county, state, and federal level, which could materially impact our business and operations. Failure to comply with applicable laws, regulations, and policies may subject us to increased litigation and regulatory actions and negatively affect our business and operations or reputation.

On November 3, 2020, Californians passed a ballot measure that creates the California Privacy Rights Act (“CPRA”). The CPRA amends and expands the California Consumer Privacy Act (CCPA), which went into effect on January 1, 2020. The CPRA, which went into effect on January 1, 2023, provides new rights and amends existing rights found in the CCPA. It also creates a new privacy enforcement authority, the California Privacy Protection Agency (“CalPPA”). The CPRA grants the Attorney General and the CalPPA the authority to issue regulations on a wide range of topics. It therefore remains unclear what, if any, modifications will be made to the CPRA or how it will be interpreted. While we believe we have developed processes to comply with current privacy requirements, a regulatory agency may not agree with certain of our implementation decisions, which could subject us to litigation, regulatory actions, or changes to our business practices that could increase costs or reduce revenues. Other states have also enacted or are considering enacting privacy laws similar to those passed in California. Similar laws may be implemented in other jurisdictions in which we do business and in ways that may be more restrictive than those in California, increasing the cost of compliance, as well as the risk of noncompliance, on our business.

Our tenant reinsurance business is subject to governmental regulation, which could reduce our profitability or limit our growth.

We hold limited lines self-service storage insurance agent licenses from a number of individual state departments of insurance and are subject to state governmental regulation and supervision. Our continued ability to maintain these limited lines self-service storage insurance agent licenses in the jurisdictions in which we are licensed depends on our compliance with related rules and regulations. The regulatory authorities in each jurisdiction generally have broad discretion to grant, renew, and revoke licenses and approvals, to promulgate, interpret, and implement regulations, and to evaluate compliance with regulations through periodic examinations, audits, and investigations of the affairs of insurance agents. As a result of regulatory or private action in any jurisdiction, we may be temporarily or permanently suspended from continuing some or all of our reinsurance activities, or otherwise fined, penalized, or subject to an adverse judgment, which could reduce our net income.

ITEM 1B. Unresolved Staff Comments

None.

ITEM 1C. Cybersecurity

Public Storage devotes significant resources to protecting and continuing to improve the security of its computer systems, software, networks, and other technology assets. Our security efforts are designed to preserve the confidentiality, integrity, and continued availability of information owned by, or in the care of, the Company and protect against, among other things, cybersecurity attacks by unauthorized parties attempting to obtain access to confidential information, destroy data, disrupt or degrade service, sabotage systems, or cause other damage.

Management and Board Oversight

Our risk management processes include a comprehensive enterprise risk management framework focused on (i) evaluating the risks facing the Company and aligning the Company’s efforts to mitigate those risks with its strategy and risk appetite; (ii) communicating and improving the Company’s understanding of its key risks and responsive actions; and (iii) providing the Board with a defined, rated risk inventory and framework against which the Board can direct its responsibilities to oversee the Company’s risk assessment and risk management efforts. Our cybersecurity program is a key component of our overall enterprise risk management framework.

A dedicated team of technology professionals monitors and manages cybersecurity risks. They are led by our Chief Technology Officer (CTO), who has served in senior leadership positions with responsibility for cybersecurity and IT risk management for over 10 years, and our Vice President, Management Information Systems (VPMIS), who has been a Certified Information Systems Security Professional (CISSP) since 2016. Their teams are responsible for leading enterprise-wide cyber resilience strategy, policy, standards, architecture, and processes. Our CTO and VPMIS regularly engage with our Chief Administrative Officer. They also report monthly on cybersecurity matters to our entire executive management team.

In the event of an incident that jeopardizes the confidentiality, integrity, or availability of the information technology systems we use, we utilize a regularly updated information security incident response plan (IRP). The IRP is overseen by our executive Incident Response Committee (IRC), which consists of our Chief Financial and Investment Officer, Chief Administrative Officer, Chief Legal Officer, and CTO. The IRP guides our internal response to cybersecurity incidents.

Pursuant to our IRP and its escalation protocols, designated personnel are responsible for assessing the severity of the incident and associated threat, containing the threat, remediating the threat, including recovery of data and access to systems, analyzing the reporting obligations associated with the incident, and performing post-incident analysis and program improvements. While the particular personnel assigned to an incident response team will depend on the particular facts and circumstances, the response team is generally led by the IRC with support from internal personnel and external counsel or other experts.

Our Board considers cybersecurity risk one of the most significant risks to our business. The Board has delegated to the Audit Committee oversight of cybersecurity, data privacy, and other information technology risks affecting the Company. The Audit Committee periodically evaluates our cybersecurity strategy to ensure its effectiveness. Our CTO and VPMIS provide quarterly reports to the Audit Committee, which also provides quarterly reports on its activities to the Board. Annually, the Board receives a comprehensive update regarding the Company's cybersecurity efforts, which may include a cybersecurity tabletop exercise, presentation by third party cybersecurity experts, or similar events. Several members of our Board and Audit Committee have cybersecurity, data privacy, or related experience from their principal occupation or other professional experience.

Processes for Assessing, Identifying and Managing Material Risks from Cybersecurity Threats

Our cybersecurity program focuses on (i) preventing and preparing for cybersecurity incidents, (ii) detecting and analyzing cybersecurity incidents, and (iii) containing, eradicating, recovering from, and reporting cybersecurity events.

Prevention and Preparation

We identify and address information security risks by employing a defense-in-depth methodology, consisting of both proactive and reactive elements, which provides multiple, redundant defensive measures and prescribes actions to take in case a security control fails or a vulnerability is exploited. We leverage internal resources, along with strategic external partnerships, to mitigate cybersecurity threats to the Company. We have partnerships for security operations center (SOC) services, penetration testing, incident response, and various third-party assessments. We deploy both commercially available solutions and proprietary systems to actively manage threats to our information technology environment.

We assess our cybersecurity program against various frameworks. Our information security program is certified for compliance with the Payment Card Industry Data Security Standard for the safe handling and protection of credit card data. Annually, we are assessed, either internally or by an independent third party, against the National Institute of Standards and Technology (NIST) Cybersecurity Framework. We also utilize reports prepared by our external partners to assess our cyber proficiency on a standalone basis and comparatively against peers and other companies, and we regularly engage external resources regarding emerging threats. We have policies and procedures to oversee and identify the cybersecurity risks associated with our use of third-party service providers, including contractual mechanisms, as well as the regular review of SOC reports, relevant cyber attestations, and other independent cyber ratings.

We employ a robust information security and training program for our employees, including mandatory computer-based training, regular internal communications, and ongoing end-user testing to measure the effectiveness of our information security program. As part of this commitment, we require our employees to complete a Cybersecurity Awareness eCourse and acknowledge our Information Security policy each year. In addition, we have an established schedule and process for regular phishing awareness campaigns that are designed to imitate real-world contemporary threats and provide immediate feedback (and, if necessary, additional training or remedial action) to employees.

As discussed above, we maintain an IRP that guides our response to a cybersecurity incident. Annually, we test the IRP's response procedures, including through disaster response and business continuity plan exercises. These exercises are intended to challenge and validate our information security response and resources through simulated cybersecurity incidents, including engagement of outside cybersecurity legal counsel, other third-party partners, key internal personnel, executive management, and our Board.

Detection and Analysis

Cybersecurity incidents may be detected through a variety of means, which may include, but are not limited to, automated event-detection notifications, employee notifications, notification from external parties (e.g., our third-party information technology provider), and proactive threat hunting in conjunction with our external partners. Once a potential cybersecurity incident is identified, including a third-party cybersecurity event, the incident response team designated pursuant to the IRP follows the procedures set forth in the plan to investigate the potential incident, including determining the nature of the event (e.g. ransomware or personal data breach) and assessing the severity of the event and sensitivity of any compromised data.

Containment, Eradication, Recovery, and Reporting

In the event of a cybersecurity incident, our first priority is to contain the cybersecurity incident as quickly as possible consistent with the procedures in our IRP.

Once a cybersecurity incident is contained, our focus shifts to remediation and recovery. These activities depend on the nature of the cybersecurity incident and may include rebuilding systems and/or hosts, replacing compromised files with clean versions, validation of files or data that may have been affected, increased network monitoring or logging to identify recurring attacks, monitoring dark or deep web forums, reconfiguring administrative account access, hardening network security such as firewall configurations, and employee re-training. We also maintain cybersecurity insurance providing coverage for certain costs related to security failures and specified cybersecurity-related incidents that interrupt our network or networks of our vendors, in all cases up to specified limits and subject to certain exclusions.

Our IRP provides clear communication protocols, including with respect to members of executive management, internal and external counsel, the Audit Committee and our Board. These protocols include a framework for assessing our SEC and other regulatory reporting obligations related to a cybersecurity incident.

Following the conclusion of an incident, the incident response team will generally assess the effectiveness of the cybersecurity program and IRP and make adjustments as appropriate.

Cybersecurity Risks

As of December 31, 2023, we are not aware of any material cybersecurity incidents in the last three years. However, we routinely face risks of potential incidents, whether through cyber-attacks or cyber intrusions over the Internet, ransomware and other forms of malware, computer viruses, attachment to emails, phishing attempts, extortion or other scams that we have been able to prevent or sufficiently mitigate harm from. Although we make efforts to maintain the security and integrity of the third-party networks and systems we use, these systems and the proprietary, confidential and personal information that resides on or is transmitted through them, are subject to the risk of a security incident or disruption, and there can be no assurance that our security efforts and measures, and those of our third-party providers. See “Item 1A–Risk Factors–If our confidential information is compromised or corrupted, including as a result of a cybersecurity incident, our reputation and business relationships could be damaged, which could adversely affect our financial condition and operating results.”

ITEM 2. Properties

At December 31, 2023, we had controlling ownership interests in 3,044 self-storage facilities located in 40 states within the U.S.:

	At December 31, 2023			
	Number of Storage Facilities		Net Rentable Square Feet (in thousands)	
Texas	455		38,668	
California	444		31,419	
Florida	360		25,038	
Illinois	137		8,930	
Georgia	127		8,555	
North Carolina	110		8,110	
Virginia	120		7,894	
Maryland	105		7,782	
Washington	107		7,586	
Colorado	87		6,468	
Minnesota	68		5,425	
New York	73		5,122	
South Carolina	81		5,031	
New Jersey	67		4,651	
Ohio	65		4,415	
Michigan	61		4,387	
Arizona	60		4,275	
Indiana	54		3,585	
Oklahoma	48		3,502	
Tennessee	52		3,228	
Missouri	44		2,919	
Pennsylvania	37		2,685	
Oregon	45		2,618	
Nevada	33		2,305	
Massachusetts	29		2,052	
Kansas	24		1,538	
Other states (14 states)	151		9,883	
Total (a)	3,044		218,071	

(a) See Schedule III: Real Estate and Accumulated Depreciation in our consolidated financial statements included in this Annual Report on Form 10-K, for a summary of land, building, accumulated depreciation, square footage, and number of properties by market.

At December 31, 2023, two of our facilities with a net book value of \$11.7 million were encumbered by an aggregate of \$1.8 million in mortgage notes payable.

The configuration of self-storage facilities has evolved over time. The oldest facilities are comprised generally of multiple single-story buildings, and have on average approximately 500 primarily “drive up” spaces per facility, and a small rental office. The most prevalent recently constructed facilities have higher density footprints with large, multi-story buildings with climate control and typically 1,000 or more self-storage spaces, a more imposing and visible retail presence, and a prominent and large rental office designed to appeal to customers as an attractive and retail-focused “store.” Our self-storage portfolio includes facilities with characteristics of the oldest facilities, characteristics of the most recently constructed facilities, and those with characteristics of both older and recently constructed facilities. Most spaces have between 25 and 400 square feet and an interior height of approximately eight to 12 feet.

ITEM 3. Legal Proceedings

For a description of the Company’s legal proceedings, see “Note 15. Commitments and Contingencies” to our consolidated financial statements included in this Annual Report on Form 10-K.

ITEM 4. Mine Safety Disclosures

Not applicable.

PART II

ITEM 5. Market for Registrant's Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities

Our common shares of beneficial interest (NYSE: PSA) have been listed on the NYSE since October 19, 1984. As of February 13, 2024, there were approximately 9,586 holders of record of our common shares.

Our Board has authorized management to repurchase up to 35,000,000 of our common shares on the open market or in privately negotiated transactions. From the inception of the repurchase program through February 20, 2024, we have repurchased a total of 23,721,916 common shares (all purchased prior to 2010) at an aggregate cost of approximately \$679.1 million. Our common share repurchase program does not have an expiration date and there are 11,278,084 common shares that may yet be repurchased under our repurchase program as of December 31, 2023. We have no current plans to repurchase shares; however, future levels of common share repurchases will be dependent upon our available capital, investment alternatives, and the trading price of our common shares.

Refer to Item 12. "Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters" for information about our equity compensation plans.

ITEM 6. [Reserved]

ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") should be read in conjunction with our consolidated financial statements and notes thereto.

Critical Accounting Estimates

The preparation of consolidated financial statements and related disclosures in conformity with U.S. generally accepted accounting principles ("GAAP") requires us to make judgments, assumptions, and estimates that affect the amounts reported. On an ongoing basis, we evaluate our estimates and assumptions. These estimates and assumptions are based on current facts, historical experience, and various other factors that we believe are reasonable under the circumstances to determine reported amounts of assets, liabilities, revenues, and expenses that are not readily apparent from other sources.

We believe the following are our critical accounting estimates, because they are reasonably likely to have a material impact on the portrayal of our financial condition and results, and they require us to make judgments and estimates about matters that involve a significant level of uncertainty.

Impairment of Long-Lived Assets: The analysis of impairment of our long-lived assets, including our real estate facilities, involves identification of indicators of impairment, including unfavorable operational results and significant cost overruns on construction, projections of future operating cash flows, and estimates of fair values, all of which require significant judgment and subjectivity. In particular, these estimates are sensitive to significant assumptions, such as the projections of future rental rates, stabilized occupancy level, future profit margin, discount rates, and capitalization rates, all of which could be affected by our expectations about future market or economic conditions. Others could come to materially different conclusions.

Allocating Purchase Price for Acquired Real Estate Facilities: We estimate the fair values of the assets and liabilities of acquired real estate facilities, which consist principally of land, buildings and acquired customers in place, for purposes of allocating the aggregate purchase price of acquired real estate facilities. We estimate the fair value of land based upon price per square foot derived from observable transactions involving comparable land in similar locations as adjusted for location quality, parcel size, and date of sale associated with the acquired facilities. The fair value estimate of land is sensitive to the adjustments made to the land market transactions used in the estimate, particularly when there is a lack of recent comparable land market data. For large portfolio acquisitions, we estimate the fair value of buildings primarily using the income approach by estimating the fair value of hypothetical vacant acquired facilities and adjusting for the estimated fair value of land. For individual and small portfolio acquisitions, we estimate the fair value of buildings primarily based upon the estimated current replacement cost, which we calculate by estimating the replacement cost of new purpose-built self-storage facilities in similar geographic regions and adjusting for age, quality, amenities, and configuration associated with the buildings acquired. The fair value estimate of buildings is sensitive to assumptions used in both the income approach, such as lease-up period, future stabilized operating cash flows, capitalization rate and discount rate, and in the replacement cost approach, such as current cost adjustment, soft cost and developer profit estimates. We estimate the fair value of acquired customers in place using the income approach by estimating the foregone rent over the presumed period of time to absorb the occupied spaces as if they were vacant at the time of acquisition. The fair value estimate of the acquired customers in place is sensitive to the assumptions used in the income approach, such as market rent, lease-up period and discount rate. Others could come to materially different conclusions as to the estimated fair values of land, buildings and acquired customers in place, which would result in different depreciation and amortization expense, gains and losses on sale of real estate assets, as well as the level of land and buildings on our consolidated balance sheet.

Overview

Our self-storage operations generate most of our net income, and our earnings growth is impacted by the levels of growth within our Same Store Facilities (as defined below) as well as within our Acquired Facilities and Newly Developed and Expanded Facilities (both as defined below). Accordingly, a significant portion of management's time is devoted to maximizing cash flows from our existing self-storage facility portfolio.

During 2023, revenues generated by our Same Store Facilities increased by 4.7% (\$154.0 million), as compared to 2022, while Same Store cost of operations increased by 4.7% (\$35.9 million). Demand and operating trends softened in the second half of 2022 continuing through 2023 as compared to what we experienced in 2020 and 2021, and we expect this to continue in 2024.

We have grown and plan to continue to grow through the acquisition and development of new facilities and expansion of our existing self-storage facilities. Since the beginning of 2021, we acquired a total of 470 facilities with 38.8 million net rentable square feet for \$8.5 billion. Additionally, within our non-same store portfolio, our developed and expanded facilities include a total of 145 self-storage facilities of 17.1 million net rentable square feet. For development and expansions completed by December 31, 2023, we incurred a total cost of \$1.6 billion. During 2023, combined net operating income generated by our Acquired Facilities and Newly Developed and Expanded Facilities increased 28.7% (\$109.4 million), as compared to 2022.

On September 13, 2023, we acquired BREIT Simply Storage LLC, a self-storage company that owns and operates 127 self-storage facilities (9.4 million square feet) and manages 25 self-storage facilities for third parties, for a purchase price of \$2.2 billion in cash (the "Simply Acquisition"). The 127 wholly-owned facilities are geographically diversified across 18 states and located in submarkets with strong demand drivers and other desirable characteristics.

In connection with the Simply Acquisition, on July 26, 2023, we completed a public offering of \$2.2 billion aggregate principal amount of unsecured senior notes in various tranches and maturities.

We have experienced recent inflationary impacts on our cost of operations including labor, utilities, and repairs and maintenance, and costs of development and expansion activities, and we may continue to experience such impacts in the future. We have implemented various initiatives to manage the adverse impacts, such as enhancements in operational processes and investments in technology to reduce payroll hours, achievement of economies of scale from recent acquisitions with supervisory payroll and centralized management costs allocated over a broader number of self-storage facilities, and investments in solar power and LED lights to lower utility usage.

In order to enhance the competitive position of certain of our facilities relative to local competitors (including newly developed facilities), we have embarked on our multi-year Property of Tomorrow program to (i) rebrand our properties with more pronounced, attractive, and clearly identifiable color schemes and signage, (ii) enhance the energy efficiency of our properties, and (iii) upgrade the configuration and layout of the offices and other customer zones to improve the customer experience. We expect to complete the program in 2024. We spent approximately \$160 million on the program in 2023 and expect to spend approximately \$150 million in 2024 on this effort. We have also embarked on a solar program under which we plan to install solar panels on over 1,000 of our self-storage facilities. We have completed the installations on 534 facilities through 2023. We spent approximately \$51 million on the program in 2023 and expect to spend \$100 million in 2024 on this effort.

Results of Operations

Operating Results for 2023 and 2022

In 2023, net income allocable to our common shareholders was \$1.9 billion or \$11.06 per diluted common share, compared to \$4.1 billion or \$23.50 per diluted common share in 2022, representing a decrease of \$2.2 billion or \$12.44 per diluted common share. The decrease is due primarily to (i) a \$2.1 billion gain on sale of our equity investment in PS Business Parks, Inc. (“PSB”) in July 2022, (ii) a \$149.5 million increase in foreign currency exchange losses primarily associated with our Euro denominated notes payable, (iii) a \$79.1 million decrease in equity in earnings of unconsolidated real estate entities due to our sale of PSB in July 2022, and (iv) a \$64.8 million increase in interest expense, partially offset by (v) a \$231.8 million increase in self-storage net operating income and (vi) a \$45.0 million increase in interest and other income.

The \$231.8 million increase in self-storage net operating income in 2023 as compared to 2022 is a result of a \$118.2 million increase attributable to our Same Store Facilities and a \$113.6 million increase attributable to our non-same store facilities. Revenues for the Same Store Facilities increased 4.7% or \$154.0 million in 2023 as compared to 2022, due primarily to higher realized annual rent per occupied square foot, partially offset by a decline in occupancy. Cost of operations for the Same Store Facilities increased by 4.7% or \$35.9 million in 2023 as compared to 2022, due primarily to increased property tax expense, marketing expense, and other direct property costs. The increase in net operating income of \$113.6 million for the non-same store facilities is due primarily to the impact of facilities acquired in 2021, 2022, and 2023 and the fill-up of recently developed and expanded facilities.

Operating Results for 2022 and 2021

In 2022, net income allocable to our common shareholders was \$4.1 billion or \$23.50 per diluted common share, compared to \$1.7 billion or \$9.87 per diluted common share in 2021, representing an increase of \$2.4 billion or \$13.63 per diluted common share. The increase is due primarily to (i) a \$2.1 billion gain on sale of our equity investment in PSB and (ii) a \$614.3 million increase in self-storage net operating income, partially offset by (iii) a \$174.7 million increase in depreciation and amortization expense, (iv) a \$125.1 million decrease in equity in earnings of unconsolidated real estate entities due to the sale of our equity investment in PSB, and (v) a \$45.5 million increase in interest expense.

The \$614.3 million increase in self-storage net operating income in 2022 as compared to 2021 is a result of a \$390.6 million increase in our Same Store Facilities and a \$223.7 million increase in our non-same store facilities. Revenues for the Same Store Facilities increased 15.2% or \$432.2 million in 2022 as compared to 2021, due primarily to higher realized annual rent per available square foot, partially offset by a decline in occupancy. Cost of operations for the Same Store Facilities increased by 5.7% or \$41.7 million in 2022 as compared to 2021, due primarily to increased property tax expense, marketing expense, other direct property costs, and centralized management costs. The increase in net operating income of \$223.7 million for the non-same store facilities is due primarily to the impact of facilities acquired in 2021 and the fill-up of recently developed and expanded facilities.

Funds from Operations and Core Funds from Operations

Funds from Operations (“FFO”) and FFO per share are non-GAAP measures defined by Nareit. We believe that FFO and FFO per share are useful to REIT investors and analysts in measuring our performance because Nareit’s definition of FFO excludes items included in net income that do not relate to or are not indicative of our operating and financial performance. FFO represents net income before real estate-related depreciation and amortization, which is excluded because it is based upon historical costs and assumes that building values diminish ratably over time, while we believe that real estate values fluctuate due to market conditions. FFO also excludes gains or losses on sale of real estate assets and real estate impairment charges, which are also based upon historical costs and are impacted by historical depreciation. FFO and FFO per share are not a substitute for net income or earnings per share. FFO is not a substitute for net cash flow in evaluating our liquidity or ability to pay dividends, because it excludes investing and financing activities presented on our consolidated statements of cash flows. In addition, other REITs may compute these measures differently, so comparisons among REITs may not be helpful.

For the year ended December 31, 2023, FFO was \$16.60 per diluted common share as compared to \$16.46 and \$13.36 per diluted common share for the years ended December 31, 2022 and 2021, respectively, representing an increase in 2023 of 0.9%, or \$0.14 per diluted common share, as compared to 2022.

We also present “Core FFO” and “Core FFO per share” non-GAAP measures that represent FFO and FFO per share excluding the impact of (i) foreign currency exchange gains and losses, (ii) charges related to the redemption of preferred securities, and (iii) certain other non-cash and/or nonrecurring income or expense items primarily representing, with respect to the periods presented below, the impact of loss contingency accruals and resolutions, casualties, due diligence costs incurred in pursuit of strategic transactions, unrealized gain on private equity investments, UPREIT reorganization costs, Simply integration costs, amortization of acquired non real estate-related intangibles from the Simply Acquisition and our equity share of deferred tax benefits of a change in tax status, merger transaction costs, severance of a senior executive, lease termination income, and casualties from our equity investees. We review Core FFO and Core FFO per share to evaluate our ongoing operating performance and we believe they are used by investors and REIT analysts in a similar manner. However, Core FFO and Core FFO per share are not substitutes for net income and net income per share. Because other REITs may not compute Core FFO or Core FFO per share in the same manner as we do, may not use the same terminology or may not present such measures, Core FFO and Core FFO per share may not be comparable among REITs.

The following table reconciles net income to FFO and Core FFO and reconciles diluted earnings per share to FFO per share and Core FFO per share:

	Year Ended December 31,								Year Ended December 31,							
	2023		2022		Percentage Change		2022		2021							
	(Amounts in thousands, except per share data)															
<u>Reconciliation of Net Income to FFO and Core FFO:</u>																
Net income allocable to common shareholders	\$	1,948,741		\$	4,142,288	(53.0)	%	\$	4,142,288		\$	1,732,444				
Eliminate items excluded from FFO:																
Real estate-related depreciation and amortization		962,703			881,569				881,569			709,349				
Real estate-related depreciation from unconsolidated real estate investments		36,769			54,822				54,822			73,729				
Real estate-related depreciation allocated to noncontrolling interests and restricted share unitholders		(6,635)			(6,622)				(6,622)			(4,415)				
Gains on sale of real estate investments, including our equity share from investments		(17,290)			(54,403)				(54,403)			(165,272)				
Gain on sale of equity investment in PS Business Parks, Inc.		—			(2,116,839)				(2,116,839)			—				
FFO allocable to common shares	\$	2,924,288		\$	2,900,815	0.8	%	\$	2,900,815		\$	2,345,835				
Eliminate the impact of items excluded from Core FFO, including our equity share from investments:																

Page 42 of 173

Analysis of Net Income — Self-Storage Operations

Our self-storage operations are analyzed in four groups: (i) the 2,339 facilities that we have owned and operated on a stabilized basis since January 1, 2021 (the “Same Store Facilities”), (ii) 470 facilities we acquired since January 1, 2021 (the “Acquired Facilities”), (iii) 145 facilities that have been newly developed or expanded, or that had commenced expansion by December 31, 2023 (the “Newly Developed and Expanded Facilities”), and (iv) 90 other facilities, which are otherwise not stabilized with respect to occupancies or rental rates since January 1, 2021 (the “Other Non-same Store Facilities”). See Note 14 to our December 31, 2023 consolidated financial statements “Segment Information,” for a reconciliation of the amounts in the tables below to our total net income.

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- (a) Net operating income or “NOI” is a non-GAAP financial measure that excludes the impact of depreciation and amortization expense, which is based upon historical real estate costs and assumes that building values diminish ratably over time, while we believe that real estate values fluctuate due to market conditions. We utilize NOI in determining current property values, evaluating property performance, and evaluating property operating trends. We believe that investors and analysts utilize NOI in a similar manner. NOI is not a substitute for net income, operating cash flow, or other related financial measures, in evaluating our operating results. See Note 14 to our December 31, 2023 consolidated financial statements for a reconciliation of NOI to our total net income for all periods presented.

Same Store Facilities

The Same Store Facilities consist of facilities we have owned and operated on a stabilized level of occupancy, revenues, and cost of operations since January 1, 2021. The composition of our Same Store Facilities allows us more effectively to evaluate the ongoing performance of our self-storage portfolio in 2021, 2022, and 2023 and exclude the impact of fill-up of unstabilized facilities, which can significantly affect operating trends. We believe investors and analysts use Same Store Facilities information in a similar manner. However, because other REITs may not compute Same Store Facilities in the same manner as we do, may not use the same terminology or may not present such a measure, Same Store Facilities may not be comparable among REITs.

The following table summarizes the historical operating results (for all periods presented) of these 2,339 facilities (154.9 million net rentable square feet) that represent approximately 71% of the aggregate net rentable square feet of our U.S. consolidated self-storage portfolio at December 31, 2023. It includes various measures and detail that we do not include in the analysis of the developed, acquired, and other non-same store facilities, due to the relative magnitude and importance of the Same Store Facilities relative to our other self-storage facilities.

Selected Operating Data for the Same Store Facilities (2,339 facilities)

	Year Ended December 31,							Year Ended December 31,					
	2023		2022		Percentage Change		2022		2021				
	(Dollar amounts in thousands, except for per square foot data)												
Revenues (a):													
Rental income	\$	3,312,597		\$	3,169,132	4.5%		\$	3,169,132		\$	2,756,752	
Late charges and administrative fees		115,270			104,691	10.1%			104,691			84,846	
Total revenues		3,427,867			3,273,823	4.7%			3,273,823			2,841,598	
Direct cost of operations (a):													
Property taxes		300,505			290,605	3.4%			290,605			279,142	
On-site property manager payroll		126,830			123,372	2.8%			123,372			118,085	
Repairs and maintenance		64,565			60,317	7.0%			60,317			54,359	
Utilities		44,775			45,578	(1.8)%			45,578			42,417	
Marketing		69,158			47,863	44.5%			47,863			41,446	
Other direct property costs		90,990			83,615	8.8%			83,615			75,959	
Total direct cost of operations		696,823			651,350	7.0%			651,350			611,408	
Direct net operating income (b)		2,731,044			2,622,473	4.1%			2,622,473			2,230,190	
Indirect cost of operations (a):													
Supervisory payroll		(33,846)			(36,327)	(6.8)%			(36,327)			(38,487)	
Centralized management costs		(60,861)			(64,053)	(5.0)%			(64,053)			(57,021)	
Share-based compensation		(10,739)			(14,675)	(26.8)%			(14,675)			(17,832)	
Net operating income		2,625,598			2,507,418	4.7%			2,507,418			2,116,850	
Depreciation and amortization expense		(528,121)			(501,139)	5.4%			(501,139)			(483,219)	
Net income	\$	2,097,477		\$	2,006,279	4.5%		\$	2,006,279		\$	1,633,631	
Gross margin (before indirect costs, depreciation													

Page 50 of 173

- (a) Revenues and cost of operations do not include tenant reinsurance and merchandise sale revenues and expenses generated at the facilities. See “Ancillary Operations” below for more information.
- (b) Direct net operating income (“Direct NOI”), a subtotal within NOI, is a non-GAAP financial measure that excludes the impact of supervisory payroll, centralized management costs, and share-based compensation in addition to depreciation and amortization expense. We utilize direct net operating income in evaluating property performance and in evaluating property operating trends as compared to our competitors.
- (c) Realized annual rent per occupied square foot is computed by dividing rental income, before late charges and administrative fees, by the weighted average occupied square feet for the period. Realized annual rent per available square foot (“REVPAF”) is computed by dividing rental income, before late charges and administrative fees, by the total available net rentable square feet for the period. These measures exclude late charges and administrative fees in order to provide a better measure of our ongoing level of revenue. Late charges are dependent upon the level of delinquency, and administrative fees are dependent upon the level of move-ins. In addition, the rates charged for late charges and administrative fees can vary independently from rental rates. These measures take into consideration promotional discounts, which reduce rental income.
- (d) Annual contract rent represents the agreed upon monthly rate that is paid by our tenants in place at the time of measurement. Contract rates are initially set in the lease agreement upon move-in, and we adjust them from time to time with notice. Contract rent excludes other fees that are charged on a per-item basis, such as late charges and administrative fees, does not reflect the impact of promotional discounts, and does not reflect the impact of rents that are written off as uncollectible.

Analysis of Same Store Revenue

We believe a balanced occupancy and rate strategy maximizes our revenues over time. We regularly adjust rental rates and promotional discounts offered (generally, “\$1.00 rent for the first month”), as well as our marketing efforts to maximize revenue from new tenants to replace tenants that vacate.

We typically increase rental rates to our long-term tenants (generally, those who have been with us for at least a year) every six to twelve months. As a result, the number of long-term tenants we have in our facilities is an important factor in our revenue growth. The level of rate increases to long-term tenants is based upon evaluating the additional revenue from the increase against the negative impact of incremental move-outs, by considering customers’ in-place rent and prevailing market rents, among other factors.

Revenues generated by our Same Store Facilities increased 4.7% and 15.2% in 2023 and 2022, respectively, in each case as compared to the previous year. The increase in 2023 is due primarily to (i) a 6.3% increase in realized annual rent per occupied square foot for 2023 as compared to 2022, partially offset by (ii) a 1.6% decrease in average occupancy for 2023 as compared to 2022. The increase in 2022 is due primarily to (i) a 16.7% increase in realized annual rent per occupied square foot for 2022 as compared to 2021, partially offset by (ii) a 1.5% decrease in average occupancy for 2022 as compared to 2021.

The increase in realized annual rent per occupied square foot in 2023 as compared to 2022 was due to cumulative rate increases to existing long-term tenants over the past twelve months, partially offset by a 13.9% decrease in average rates per square foot charged to new tenants moving in who replaced tenants moving out with higher rental rates. The growth rate in realized annual rent per occupied square foot has decelerated since the second half of 2022 from lower move-in rates and increased promotion discounts offered in order to replace tenants that vacate. At December 31, 2023, annual contract rent per occupied square foot was 0.7% higher as compared to December 31, 2022.

Occupancy levels have gradually declined since the second half of 2022 and are returning to 2019 levels as move-out activity increased and customer demand softened. The weighted average square foot occupancy for our Same Store Facilities was 93.3% for 2023, representing a decrease of 1.6%, as compared to 2022. During 2023, we lowered move-in rental rates and increased promotional activity and advertising spending to increase move-in activity at our facilities, which led to a year-over-year 8.8% increase in move-in volumes that more than offset the year-over-year 5.9% increase in move-out volumes. Move-in volumes net of move-out volumes were higher in 2023 as compared to 2022, which reduced the year-over-year decline in occupancy levels between December 31, 2022 and December 31, 2023.

Move-out activities from our tenants were higher in 2023 as compared to 2022, returning to 2019 levels, which were not impacted by the COVID-19 pandemic. Average length of stay of our tenants remained at similar high levels in 2023 as compared to 2022, which supported our revenue growth by contributing to the number of tenants eligible for rental rate increases.

Demand in the summer months of 2023 was impacted by the lower home-moving activities due to limited housing market transaction volumes leading to less seasonality than we typically experience. Typical seasonal demand patterns returned in the second half of 2023 with decreased demand during the fall and winter months. Demand fluctuates due to various local and regional factors, including the overall economy. Demand for our facilities is also impacted by new supply of self-storage space and alternatives to self-storage.

Industry-wide demand from new customers for storage space at the beginning of 2024 is below the level at the beginning of 2023. We will mitigate this lower demand by continuing to support new customer move-ins with increased marketing expense, lower rental rates to new customers, and increased promotional discounting. We expect industry-wide demand from new customers to stabilize during the year due to improving macroeconomic conditions. We also anticipate fewer completions of new self-storage facilities nationally, reducing the competitive impact of new supply on customer acquisition. As a result of stabilizing new customer demand during the year, stable existing customer behavior, and lower impact from new competitive supply, we anticipate same store revenues in 2024 will be similar to those earned in 2023.

Late Charges and Administrative Fees

Late charges and administrative fees increased 10.1% and 23.4% in 2023 and 2022, in each case as compared to the previous year. The increase in 2023 is due to (i) higher late charges collected on delinquent accounts driven by more delinquent accounts and to a lesser extent (ii) higher administrative fees resulting from higher move-in volumes. The increase in 2022 is due to (i) higher late charges collected on delinquent accounts driven by more delinquent accounts compared to 2021 and to a lesser extent (ii) higher administrative fees charged per move-in combined with higher move-in volumes. Delinquency levels at our Same Store Facilities remain below 2019 levels at December 31, 2023.

Selected Key Statistical Data

The following table sets forth average annual contract rent per square foot and total square footage for tenants moving in and moving out during the years ended December 31, 2023, 2022, and 2021. It also includes promotional discounts, which vary based upon the move-in contractual rates, move-in volume, and percentage of tenants moving in who receive the discount.

Year Ended December 31,										Year Ended December 31,									
2023										2022									
Change										2021									
(Amounts in thousands, except for per square foot amounts)																			
Tenants moving in during the period:																			
Average annual contract rent per square foot	\$	15.61		\$	18.12		(13.9)%		\$	18.12		\$	17.08						
Square footage	110,958			101,956			8.8%		101,956			97,487							
Contract rents gained from move-ins	\$	1,732,054		\$	1,847,443		(6.2)%		\$	1,847,443		\$	1,665,078						
Promotional discounts given	\$	57,778		\$	52,114		10.9%		\$	52,114		\$	43,433						
Tenants moving out during the period:																			
Average annual contract rent per square foot	\$	21.34		\$	20.63		3.4%		\$	20.63		\$	17.47						
Square footage	111,882			105,663			5.9%		105,663			96,234							
Contract rents lost from move-outs	\$	2,387,562		\$	2,179,828		9.5%		\$	2,179,828		\$	1,681,208						

Analysis of Same Store Cost of Operations

Cost of operations (excluding depreciation and amortization) increased 4.7% and 5.7% in 2023 and 2022, respectively, in each case as compared to the previous year. The increase in 2023 is due primarily to increased property tax expense, marketing expense, and other direct property costs, while the increase in 2022 is due primarily to increased property tax expense, marketing expense, other direct property costs, and centralized management costs.

Property tax expense increased 3.4% and 4.1% in 2023 and 2022, respectively, in each case as compared to the previous year, as a result of higher assessed values.

Marketing expense includes Internet advertising and the operating costs of our telephone reservation center. Internet advertising expense, comprising keyword search fees assessed on a “per click” basis, varies based upon demand for self-storage space, the quantity of people inquiring about self-storage through online search, occupancy levels, the number and aggressiveness of bidding competitors, and other factors. These factors are volatile; accordingly, Internet advertising can increase or decrease significantly in the short-term. We increased marketing expense by 44.5% and 15.5% in 2023 and 2022, respectively, in each case as compared to the previous year, by utilizing a higher volume of online paid search programs to attract new tenants. We plan to continue to use internet advertising and other advertising channels to support move-in volumes in 2024.

Other direct property costs include administrative expenses specific to each self-storage facility, such as property loss, telephone and data communication lines, business license costs, bank charges related to processing the facilities’ cash receipts, tenant mailings, credit card fees, eviction costs, and the cost of operating each property’s rental office. These costs increased 8.8% in 2023 as compared to 2022 and 10.1% in 2022 as compared to 2021. These increases were due primarily to an increase in credit card fees as a result of year-over-year increases in revenues, combined with a long-term trend of more customers paying with credit cards rather than cash, checks, or other methods of payment with lower transaction costs.

Centralized management costs represents administrative and cash compensation expenses for shared general corporate functions to the extent their efforts are devoted to self-storage operations. Such functions include information technology support, hardware, and software, as well as centralized administration of payroll, benefits, training, repairs and maintenance, customer service, pricing and marketing, operational accounting and finance, legal costs, and costs from field management executives. Centralized management costs decreased 5.0% in 2023 as compared to 2022 and increased 12.3% in 2022 as compared to 2021. The decrease in 2023 was primarily driven by achievement of economies of scale from recent acquisitions with centralized management costs allocated over a broader number of self-storage facilities including non-same store facilities. The increase in 2022 was due primarily to an increase in technology and data team costs that support property operations.

Analysis of Market Trends

The following tables set forth selected market trends in our Same Store Facilities:

Same Store Facilities Operating Trends by Market

	As of December 31, 2023				Year Ended December 31,													
	Number of Facilities	Square Feet (millions)	Realized Rent per Occupied Square Foot					Average Occupancy					Realized Rent per Available Square Foot					
			2023		2022		Change	2023		2022		Change	2023		2022		Change	
Los Angeles	214	15.5	\$ 35.92	\$ 32.40	10.9	%	95.4	%	96.9	%	(1.5)	%	\$ 34.28	\$ 31.38	9.2	%		
San Francisco	129	7.9	32.41	31.28	3.6	%	94.4	%	95.2	%	(0.8)	%	30.59	29.78	2.7	%		
New York	92	6.8	32.13	30.51	5.3	%	93.3	%	94.3	%	(1.1)	%	29.99	28.78	4.2	%		
Miami	86	6.2	30.10	28.09	7.2	%	93.6	%	95.6	%	(2.1)	%	28.16	26.86	4.8	%		
Seattle-Tacoma	89	6.0	26.05	25.06	4.0	%	92.6	%	94.1	%	(1.6)	%	24.11	23.57	2.3	%		
Washington DC	90	5.5	26.55	25.42	4.4	%	92.7	%	93.4	%	(0.7)	%	24.60	23.74	3.6	%		
Dallas-Ft. Worth	111	7.6	18.49	17.16	7.8	%	92.2	%	94.4	%	(2.3)	%	17.05	16.21	5.2	%		
Chicago	130	8.2	20.24	19.27	5.0	%	93.0	%	93.6	%	(0.6)	%	18.83	18.04	4.4	%		
Atlanta	102	6.7	18.01	17.26	4.3	%	90.9	%	93.7	%	(3.0)	%	16.37	16.18	1.2	%		
Houston	101	7.5	16.99	15.79	7.6	%	92.0	%	93.5	%	(1.6)	%	15.62	14.77	5.8	%		
Orlando-Daytona	69	4.4	19.65	17.96	9.4	%	93.3	%	95.9	%	(2.7)	%	18.34	17.22	6.5	%		
Philadelphia	56	3.5	21.48	20.92	2.7	%	93.0	%	94.4	%	(1.5)	%	19.99	19.75	1.2	%		
West Palm Beach	39	2.8	26.45	25.01	5.8	%	93.6	%	95.8	%	(2.3)	%	24.75	23.96	3.3	%		
Tampa	53	3.5	19.97	18.87	5.8	%	91.9	%	95.1	%	(3.4)	%	18.35	17.94	2.3	%		
Charlotte	52	3.9	16.13	14.99	7.6	%	93.0	%	95.0	%	(2.1)	%	15.00	14.24	5.3	%		
All other markets	926	58.9	18.68	17.77	5.1	%	93.3	%	94.7	%	(1.5)	%	17.43	16.83	3.6	%		
Totals	2,339	154.9	\$ 22.93	\$ 21.58	6.3	%	93.3	%	94.8	%	(1.6)	%	\$ 21.38	\$ 20.45	4.5	%		

Same Store Facilities Operating Trends by Market (Continued)

		Year Ended December 31,																	
		Revenues (\$000's)					Direct Expenses (\$000's)					Indirect Expenses (\$000's)					Net Income (\$000's)		
		2023		2022		Change	2023		2022		Change	2023		2022		Change	2023		
Los Angeles	\$	544,762		\$	498,061	9.4 %	\$	71,101	\$	64,052	11.0 %	\$	10,876	\$	11,814	(7.9) %	\$	462,7	
San Francisco		246,744			240,098	2.8 %		38,245		35,401	8.0 %		5,936		6,680	(11.1) %		202,5	
New York		208,547			199,749	4.4 %		50,183		47,189	6.3 %		4,771		5,566	(14.3) %		153,5	
Miami		179,868			170,961	5.2 %		34,243		30,384	12.7 %		4,023		4,211	(4.5) %		141,6	
Seattle-Tacoma		149,262			145,924	2.3 %		26,996		24,710	9.3 %		3,831		4,097	(6.5) %		118,4	
Washington DC		140,686			135,483	3.8 %		28,923		27,850	3.9 %		4,029		4,140	(2.7) %		107,7	
Dallas-Ft. Worth		135,451			128,468	5.4 %		29,189		28,771	1.5 %		4,563		4,844	(5.8) %		101,6	
Chicago		159,959			152,859	4.6 %		60,448		57,285	5.5 %		5,512		5,956	(7.5) %		93,9	
Atlanta		115,727			113,863	1.6 %		23,410		22,474	4.2 %		4,479		4,795	(6.6) %		87,8	
Houston		121,981			115,142	5.9 %		31,620		31,534	0.3 %		4,262		4,637	(8.1) %		86,0	
Orlando-Daytona		83,774			78,622	6.6 %		16,429		14,883	10.4 %		3,172		3,487	(9.0) %		64,1	
Philadelphia		73,611			72,597	1.4 %		15,874		15,685	1.2 %		2,489		2,717	(8.4) %		55,2	
West Palm Beach		71,441			69,122	3.4 %		15,551		13,847	12.3 %		1,982		2,022	(2.0) %		53,9	
Tampa		66,996			65,397	2.4 %		15,097		13,574	11.2 %		2,352		2,478	(5.1) %		49,5	
Charlotte		61,705			58,424	5.6 %		11,246		9,752	15.3 %		2,073		2,413	(14.1) %		48,3	
All other markets		1,067,353			1,029,053	3.7 %		228,268		213,959	6.7 %		41,096		45,198	(9.1) %		797,9	
Totals	\$	3,427,867		\$	3,273,823	4.7 %	\$	696,823		651,350	7.0 %	\$	105,446		115,055	(8.4) %	\$	2,625,5	

Same Store Facilities Operating Trends by Market (Continued)

	As of December 31, 2023			Year Ended December 31,											
	Number of Facilities	Square Feet (millions)	Realized Rent per Occupied Square Foot				Average Occupancy				Realized Rent per Available Square Foot				
			2022	2021	Change	2022	2021	Change	2022	2021	Change				
Los Angeles	214	15.5	\$ 32.40	\$ 27.17	19.2 %	96.9 %	98.1 %	(1.2) %	\$ 31.38	\$ 26.66	17.7 %				
San Francisco	129	7.9	31.28	27.93	12.0 %	95.2 %	97.2 %	(2.1) %	29.78	27.13	9.8 %				
New York	92	6.8	30.51	27.25	12.0 %	94.3 %	96.1 %	(1.9) %	28.78	26.20	9.8 %				
Miami	86	6.2	28.09	22.37	25.6 %	95.6 %	97.0 %	(1.4) %	26.86	21.70	23.8 %				
Seattle-Tacoma	89	6.0	25.06	21.84	14.7 %	94.1 %	95.2 %	(1.2) %	23.57	20.79	13.4 %				
Washington DC	90	5.5	25.42	22.65	12.2 %	93.4 %	95.3 %	(2.0) %	23.74	21.58	10.0 %				
Dallas-Ft. Worth	111	7.6	17.16	14.51	18.3 %	94.4 %	95.6 %	(1.3) %	16.21	13.86	17.0 %				
Chicago	130	8.2	19.27	16.61	16.0 %	93.6 %	95.7 %	(2.2) %	18.04	15.90	13.5 %				
Atlanta	102	6.7	17.26	14.35	20.3 %	93.7 %	96.0 %	(2.4) %	16.18	13.78	17.4 %				
Houston	101	7.5	15.79	13.38	18.0 %	93.5 %	94.2 %	(0.7) %	14.77	12.61	17.1 %				
Orlando-Daytona	69	4.4	17.96	14.87	20.8 %	95.9 %	95.7 %	0.2 %	17.22	14.23	21.0 %				
Philadelphia	56	3.5	20.92	18.55	12.8 %	94.4 %	97.1 %	(2.8) %	19.75	18.02	9.6 %				
West Palm Beach	39	2.8	25.01	20.80	20.2 %	95.8 %	96.9 %	(1.1) %	23.96	20.15	18.9 %				
Tampa	53	3.5	18.87	15.49	21.8 %	95.1 %	96.2 %	(1.1) %	17.94	14.90	20.4 %				
Charlotte	52	3.9	14.99	12.41	20.8 %	95.0 %	95.9 %	(0.9) %	14.24	11.90	19.7 %				
All other markets	926	58.9	17.77	15.34	15.8 %	94.7 %	96.1 %	(1.5) %	16.83	14.74	14.2 %				
Totals	2,339	154.9	\$ 21.58	\$ 18.49	16.7 %	94.8 %	96.2 %	(1.5) %	\$ 20.45	\$ 17.79	15.0 %				

Same Store Facilities Operating Trends by Market (Continued)

Year Ended December 31,																
	Revenues (\$000's)					Direct Expenses (\$000's)					Indirect Expenses (\$000's)					N
	2022	2021	Change			2022	2021	Change			2022	2021	Change			2022
Los Angeles	\$ 498,061	\$ 422,050	18.0	%	\$	64,052	\$ 59,751	7.2	%	\$	11,814	\$ 11,138	6.1	%	\$	422,1
San Francisco	240,098	218,105	10.1	%		35,401	34,184	3.6	%		6,680	6,847	(2.4)	%		198,0
New York	199,749	181,741	9.9	%		47,189	44,890	5.1	%		5,566	5,705	(2.4)	%		146,9
Miami	170,961	138,184	23.7	%		30,384	27,948	8.7	%		4,211	4,405	(4.4)	%		136,3
Seattle-Tacoma	145,924	128,517	13.5	%		24,710	23,684	4.3	%		4,097	4,271	(4.1)	%		117,1
Washington DC	135,483	122,902	10.2	%		27,850	26,531	5.0	%		4,140	4,079	1.5	%		103,4
Dallas-Ft. Worth	128,468	109,607	17.2	%		28,771	26,598	8.2	%		4,844	4,972	(2.6)	%		94,8
Chicago	152,859	134,392	13.7	%		57,285	52,415	9.3	%		5,956	5,834	2.1	%		89,6
Atlanta	113,863	96,698	17.8	%		22,474	19,236	16.8	%		4,795	4,923	(2.6)	%		86,5
Houston	115,142	97,868	17.7	%		31,534	30,179	4.5	%		4,637	4,770	(2.8)	%		78,9
Orlando-Daytona	78,622	64,982	21.0	%		14,883	13,543	9.9	%		3,487	3,284	6.2	%		60,2
Philadelphia	72,597	66,000	10.0	%		15,685	15,105	3.8	%		2,717	2,730	(0.5)	%		54,1
West Palm Beach	69,122	58,021	19.1	%		13,847	12,218	13.3	%		2,022	2,119	(4.6)	%		53,2
Tampa	65,397	54,289	20.5	%		13,574	12,259	10.7	%		2,478	2,495	(0.7)	%		49,3
Charlotte	58,424	48,735	19.9	%		9,752	9,460	3.1	%		2,413	2,289	5.4	%		46,2
All other markets	1,029,053	899,507	14.4	%		213,959	203,407	5.2	%		45,198	43,479	4.0	%		769,8
Totals	\$ 3,273,823	\$ 2,841,598	15.2	%	\$	651,350	\$ 611,408	6.5	%	\$	115,055	\$ 113,340	1.5	%	\$	2,507,4

Acquired Facilities

The Acquired Facilities represent 470 facilities that we acquired in 2021, 2022, and 2023. As a result of the stabilization process and timing of when these facilities were acquired, year-over-year changes can be significant. The following table summarizes operating data with respect to the Acquired Facilities:

ACQUIRED FACILITIES		Year Ended December 31,							Year Ended December 31,									
						Change (a)							Change (a)					
		2023		2022					2022		2021							
(\$ amounts in thousands, except for per square foot amounts)																		
Revenues (b):																		
2021 Acquisitions	\$	345,061		\$	312,300		\$	32,761		\$	312,300		\$	106,474		\$	205,826	
2022 Acquisitions		50,105			14,945			35,160			14,945			—			14,945	
2023 Acquisitions		55,487			—			55,487			—			—			—	
Total revenues		450,653			327,245			123,408			327,245			106,474			220,771	
Cost of operations (b):																		
2021 Acquisitions		104,665			101,859			2,806			101,859			32,705			69,154	
2022 Acquisitions		19,911			7,885			12,026			7,885			—			7,885	
2023 Acquisitions		19,922			—			19,922			—			—			—	
Total cost of operations		144,498			109,744			34,754			109,744			32,705			77,039	
Net operating income:																		
2021 Acquisitions		240,396			210,441			29,955			210,441			73,769			136,672	
2022 Acquisitions		30,194			7,060			23,134			7,060			—			7,060	
2023 Acquisitions		35,565			—			35,565			—			—			—	
Net operating income		306,155			217,501			88,654			217,501			73,769			143,732	
Depreciation and amortization expense		(323,796)			(280,871)			(42,925)			(280,871)			(131,998)			(148,873)	
Net (loss) income	\$	(17,641)		\$	(63,370)		\$	45,729		\$	(63,370)		\$	(58,229)		\$	(5,141)	
At December 31:																		
Square foot occupancy:																		
2021 Acquisitions		81.5%			83.1%			(1.9)%			83.1%			79.9%			4.0%	
2022 Acquisitions		82.2%			79.4%			3.5%			79.4%			—%				

ACQUIRED FACILITIES (Continued)

		As of December 31, 2023
Costs to acquire (in thousands):		
2021 Acquisitions (c)	\$	5,115,276
2022 Acquisitions		730,957
2023 Acquisitions (d)		2,674,840
	\$	8,521,073

- (a) Represents the percentage change with respect to square foot occupancy and annual contract rent per occupied square foot, and the absolute nominal change with respect to all other items.
- (b) Revenues and cost of operations do not include tenant reinsurance and merchandise sale revenues and expenses generated at the facilities. See “Ancillary Operations” below for more information.
- (c) We have completed the expansion projects on facilities acquired in 2021 for \$26.9 million, adding 179,000 net rentable square feet of storage space as of December 31, 2023.
- (d) The amount includes the costs allocated to land, buildings and intangible assets associated with the 127 self-storage facilities from the Simply Acquisition.

We have been active in acquiring facilities in recent years. Since the beginning of 2021, we acquired a total of 470 facilities with 38.8 million net rentable square feet for \$8.5 billion. During 2023, these facilities contributed net operating income of \$306.2 million, consistent with our original underwritten expectations.

During 2023, we acquired BREIT Simply Storage LLC, a self-storage company that owns and operates 127 self-storage facilities (9.4 million square feet) and manages 25 self-storage facilities (1.8 million square feet) for third parties, for a purchase price of \$2.2 billion in cash. Included in the 2023 Acquisition results in the table above are the Simply portfolio self-storage revenues of \$44.4 million, NOI of \$29.4 million (including Direct NOI of \$31.2 million), and average square footage occupancy of 87.7% for 2023 since the acquisition on September 13, 2023.

During 2021, we acquired the ezStorage portfolio, consisting of 48 properties (4.1 million net rentable square feet) for acquisition cost of \$1.8 billion. As of December 31, 2023, we have completed the expansion projects on four properties of this portfolio for \$26.5 million, adding 169,000 net rentable square feet of storage space. Included in the 2021 Acquisition results in the table above are ezStorage portfolio revenues of \$105.1 million, NOI of \$82.2 million (including Direct NOI of \$84.5 million), and average square footage occupancy of 86.3% for 2023.

During 2021, we acquired the All Storage portfolio, consisting of 56 properties (7.5 million net rentable square feet) for \$1.5 billion. Included in the 2021 Acquisition results in the table above are All Storage portfolio revenues of \$89.1 million, NOI of \$59.0 million (including Direct NOI of \$61.8 million), and average square footage occupancy of 77.9% for 2023.

We remain active in seeking to acquire additional self-storage facilities. Future acquisition volume is likely to be impacted by increasing cost of capital requirements and overall macro-economic uncertainties.

Developed and Expanded Facilities

The developed and expanded facilities include 57 facilities that were developed on new sites since January 1, 2018, and 88 facilities expanded to increase their net rentable square footage. Of these expansions, 61 were completed before 2022, 22 were completed in 2022 or 2023, and five are currently in process at December 31, 2023. The following table summarizes operating data with respect to the Developed and Expanded Facilities:

DEVELOPED AND EXPANDED FACILITIES												
Year Ended December 31,						Year Ended December 31,						
2023		2022		Change (a)		2022		2021		Change		
(\$ amounts in thousands, except for per square foot amounts)												
Revenues (b):												
Developed in 2018	\$	40,206	\$	36,789	\$	3,417	\$	36,789	\$	28,308	\$	8,481
Developed in 2019	18,081		16,444		1,637		16,444		11,921		4,523	
Developed in 2020	7,621		6,838		783		6,838		3,405		3,433	
Developed in 2021	11,134		8,333		2,801		8,333		1,602		6,731	
Developed in 2022	6,893		687		6,206		687		—		—	
Developed in 2023	1,032		—		1,032		—		—		—	
Expansions completed before 2022	138,629		127,290		11,339		127,290		88,168		39,121	
Expansions completed in 2022 or 2023	27,698		20,914		6,784		20,914		20,400		—	
Expansions in process	11,156		13,704		(2,548)		13,704		13,315		—	
Total revenues	262,450		230,999		31,451		230,999		167,119		63,880	
Cost of operations (b):												
Developed in 2018	11,662		10,742		920		10,742		9,983		—	
Developed in 2019	5,608		5,622		(14)		5,622		5,240		—	
Developed in 2020	1,884		1,702		182		1,702		1,679		—	
Developed in 2021	3,849		3,539		310		3,539		1,546		2,293	
Developed in 2022	3,563		738		2,825		738		—		—	
Developed in 2023	1,638		—		1,638		—		—		—	
Expansions completed before 2022	38,885		37,502		1,383		37,502		32,945		4,557	
Expansions completed in 2022 or 2023	9,644		5,805		3,839		5,805		5,370		—	

		As of December 31, 2023
Costs to develop (in thousands):		
Developed in 2018	\$	262,187
Developed in 2019		150,387
Developed in 2020		42,063
Developed in 2021		115,632
Developed in 2022		100,089
Developed in 2023		193,766
Expansions completed before 2022 (c)		506,594
Expansions completed in 2022 or 2023 (c)		268,449
	\$	1,639,167

- (a) Represents the percentage change with respect to square foot occupancy and annual contract rent per occupied square foot, and the absolute nominal change with respect to all other items.
- (b) Revenues and cost of operations do not include tenant reinsurance and merchandise sales generated at the facilities. See “Ancillary Operations” below for more information.
- (c) These amounts only include the direct cost incurred to expand and renovate these facilities, and do not include (i) the original cost to develop or acquire the facility or (ii) the lost revenue on space demolished during the construction and fill-up period.

Our Developed and Expanded Facilities includes a total of 145 self-storage facilities of 17.1 million net rentable square feet. For development and expansions completed by December 31, 2023, we incurred a total cost of \$1.6 billion. During 2023, Developed and Expanded Facilities contributed net operating income of \$183.9 million.

It typically takes at least three to four years for a newly developed or expanded self-storage facility to stabilize with respect to revenues. Physical occupancy can be achieved as early as two to three years following completion of the development or expansion through offering lower rental rates during fill-up. As a result, even after achieving high occupancy, there can still be a period of elevated revenue growth as the tenant base matures and higher rental rates are achieved.

We believe that our development and redevelopment activities generate favorable risk-adjusted returns over the long run. However, in the short run, our earnings are diluted during the construction and stabilization period due to the cost of capital to fund the development cost, the related construction and development overhead expenses included in general and administrative expense, and the net operating loss from newly developed facilities undergoing fill-up.

We typically underwrite new developments to stabilize at approximately an 8.0% NOI yield on cost. Our developed facilities have thus far leased up as expected and are at various stages of their revenue stabilization periods. The actual annualized yields that we may achieve on these facilities upon stabilization will depend on many factors, including local and current market conditions in the vicinity of each property and the level of new and existing supply.

The facilities under “expansions completed” represent those facilities where the expansions have been completed at December 31, 2023. We incurred a total of \$775.0 million in direct cost to expand these facilities, demolished a total of 1.3 million net rentable square feet of storage space, and built a total of 6.8 million net rentable square feet of new storage space.

At December 31, 2023, we had 23 additional facilities in development, which will have a total of 2.3 million net rentable square feet of storage space and have an aggregate development cost totaling approximately \$461.4 million. We expect these facilities to open over the next 18 to 24 months.

The facilities under “expansion in process” represent those facilities where construction is in process at December 31, 2023, and together with additional future expansion activities primarily related to our Same Store Facilities at December 31, 2023,

we expect to add a total of 1.3 million net rentable square feet of storage space by expanding existing self-storage facilities for an aggregate direct development cost of \$304.8 million.

Other Non-Same Store Facilities

The “Other Non-Same Store Facilities” represent facilities which, while not newly acquired, developed, or expanded, are not fully stabilized since January 1, 2021, including facilities undergoing fill-up as well as facilities damaged in casualty events such as hurricanes, floods, and fires.

The Other Non-Same Store Facilities have an aggregate of 7.3 million net rentable square feet, including 1.3 million in Texas, 0.5 million in Pennsylvania, 0.4 million in each of California, Florida, Illinois, Michigan, Minnesota, Ohio, and Washington, 0.3 million in each of Arizona, Georgia, and South Carolina, 0.2 million in each of Alabama, Colorado, Missouri, and Virginia, and 1.0 million in other states.

During 2023, 2022, and 2021, the average occupancy for these facilities totaled 88.1%, 90.2%, and 84.8%, respectively, and the realized rent per occupied square foot totaled \$18.51, \$17.10, and \$13.96, respectively.

Depreciation and amortization expense

Depreciation and amortization expense for Self-Storage Operations increased \$81.9 million in 2023 as compared to 2022 and increased \$174.7 million in 2022 as compared to 2021, due to elevated levels of capital expenditures and new facilities that are recently acquired and developed. We expect continued increases in depreciation expense in 2024 as a result of elevated levels of capital expenditures and new facilities that are acquired, developed or expanded in 2024.

The following discussion and analysis of the components of net income, including Ancillary Operations and certain items not allocated to segments, present a comparison for the year ended December 31, 2023 to the year ended December 31, 2022. The results of these components for the years ended December 31, 2022 compared to December 31, 2021 was included in our Annual Report on Form 10-K for the year ended December 31, 2022 on page 22, under Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” which was filed with the SEC on February 21, 2023.

Ancillary Operations

Ancillary revenues and expenses include amounts associated with the reinsurance of policies against losses to goods stored by tenants in our self-storage facilities, sale of merchandise at our self-storage facilities, and management of property owned by unrelated third parties. The following table sets forth our ancillary operations:

			Year Ended December 31,																						
			2023								2022								Change						
			(Amounts in thousands)																						
Revenues:																									
Tenant reinsurance premiums			\$	203,503								\$	188,201								\$	15,302			
Merchandise			27,511								28,303								(792)						
Third party property management			27,063								19,631								7,432						
Total revenues			258,077								236,135								21,942						
Cost of operations:																									
Tenant reinsurance			42,366								36,830								5,536						
Merchandise			17,137								17,113								24						
Third party property management			26,493								18,755								7,738						
Total cost of operations			85,996								72,698								13,298						
Net operating income:																									
Tenant reinsurance			161,137								151,371								9,766						
Merchandise			10,374								11,190								(816)						
Third party property management			570								876								(306)						
Total net operating income			\$	172,081								\$	163,437								\$	8,644			

Tenant reinsurance operations: Tenant reinsurance premium revenue increased \$15.3 million or 8.1% in 2023 over 2022, as a result of an increase in our tenant base with respect to acquired, newly developed, and expanded facilities and the third party properties we manage, as well as the increase of tenant insurance participation at our same store facilities. Tenant reinsurance premium revenue generated from tenants at our Same-Store Facilities were \$149.8 million and \$144.4 million in 2023 and 2022, respectively, representing a 3.7% year over year increase in 2023.

We expect future growth will come primarily from customers of newly acquired and developed facilities and the increase of tenant insurance participation at our same store facilities.

Cost of operations primarily includes claims paid as well as claims adjustment expenses. Claims expenses vary based upon the number of insured tenants and the volume of events that drive covered customer losses, such as burglary, as well as catastrophic weather events affecting multiple properties such as hurricanes and floods. Tenant reinsurance cost of operations increased \$5.5 million in 2023, as compared to 2022, primarily due to increased claim expenses related to burglary events.

Third-party property management: At December 31, 2023, in our third-party property management program, we managed 210 facilities for unrelated third parties, and were under contract to manage 114 additional facilities including 105 facilities that are currently under construction. During 2023, we added 152 facilities to the program (including 25 third-party facilities from the Simply Acquisition), acquired two facilities from the program, and had 18 properties exit the program. While we

expect this business to increase in scope and size, we do not expect any significant changes in overall profitability of this business in the near term as we seek new properties to manage and are in the earlier stages of fill-up for newly managed properties.

Analysis of items not allocated to segments

Equity in earnings of unconsolidated real estate entities

We account for the equity investments in Shurgard and PSB (prior to the sale of our investment in PSB) using the equity method and record our pro-rata share of the net income of these entities. The following table, and the discussion below, sets forth our equity in earnings of unconsolidated real estate entities:

Investment in Shurgard: For purposes of recording our equity in earnings from Shurgard, the Euro was translated at exchange rates of approximately 1.104 U.S. Dollars per Euro at December 31, 2023 (1.070 at December 31, 2022), and average exchange rates of 1.081 for 2023 and 1.054 for 2022.

Included in our equity earnings from Shurgard for the year ended December 31, 2022 is our equity share of gains on sale of real estate totaling \$3.5 million (none for 2023). Also included were \$36.8 million and \$33.4 million of our share of depreciation and amortization expense for 2023 and 2022, respectively.

Investment in PSB: On July 20, 2022, in connection with the closing of the merger of PSB with affiliates of Blackstone Real Estate, we completed the sale of our 41% common equity interest in PSB in its entirety. At the close of the merger transaction, we received a total of \$2.7 billion of cash proceeds and recognized a gain of \$2.1 billion during the third quarter of 2022.

Included in our equity earnings from PSB for 2022 is our equity share of gains on sale of real estate totaling \$49.1 million. Our equity share of earnings from PSB contributed \$57.7 million to Core FFO in 2022. Since the sale of PSB in July 2022, we no longer recognize equity in earnings from PSB.

Real estate acquisition and development expense: In 2023, 2022 and 2021, we incurred a total of \$26.5 million, \$28.7 million, and \$12.9 million, respectively, of internal and external expenses related to our acquisition and development of real estate facilities. These amounts are net of \$18.0 million, \$17.4 million and \$14.6 million in 2023, 2022 and 2021, respectively, in development costs that were capitalized to newly developed and redeveloped self-storage facilities. During 2023 and 2022, we wrote off \$11.7 million and \$7.0 million, respectively, of accumulated development costs for cancelled development and redevelopment projects. During 2023, 2022 and 2021, we recognized a total of \$1.2 million, \$11.2 million, and \$4.0 million, respectively, of share-based compensation expense related to real estate management personnel. The year-over-year changes in 2023 and 2022 were due primarily to the absence of comparable accelerated compensation expense recognized for awards granted to real estate management personnel who are eligible for immediate vesting of their outstanding awards upon retirement.

General and administrative expense: The following table sets forth our general and administrative expense:

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General and administrative expense increased \$9.0 million in 2023, as compared to 2022 due primarily to an increase in other costs driven by higher spending in IT applications and software development and costs incurred for our UPREIT reorganization and an increase in corporate management costs driven by higher payroll costs.

General and administrative expense decreased \$4.3 million in 2022, as compared to 2021 due primarily to a decrease in share-based compensation expense driven by lower accelerated compensation expense recognized for awards granted to corporate management personnel who are eligible for immediate vesting of their outstanding awards upon retirement, partially offset by an increase in corporate management cost driven by higher payroll cost.

Interest and other income: The following table sets forth our interest and other income:

	Year Ended December 31,		
	2023	2022	Change
	(Amounts in thousands)		
Interest earned on cash balances	\$ 64,819	\$ 20,824	\$ 43,995
Commercial operations	9,531	9,846	(315)
Unrealized gain on private equity investments	2,817	4,685	(1,868)
Other	8,423	5,212	3,211
Total	\$ 85,590	\$ 40,567	\$ 45,023

Interest earned on cash balances increased \$44.0 million in 2023 over 2022 due primarily to higher average cash balances resulting from temporary cash held from the issuance of \$2.2 billion unsecured senior notes on July 26, 2023 until the funding of the Simply Acquisition on September 13, 2023 and higher interest rates in the financial markets in 2023 as compared to 2022.

Interest expense: For 2023 and 2022, we incurred \$210.4 million and \$142.4 million, respectively, of interest on our outstanding notes payable. In determining interest expense, these amounts were offset by capitalized interest of \$9.3 million and \$6.0 million during 2023 and 2022, respectively, associated with our development activities. The increase of interest expense in 2023 as compared to 2022 is due to the issuance of \$2.2 billion of notes payable in July 2023 and the increase of Compounded SOFR on our \$700.0 million variable rate unsecured notes issued in April 2021, partially offset by the interest savings on the

\$500.0 million unsecured notes redeemed in August 2022. At December 31, 2023, we had \$9.1 billion of notes payable outstanding, with a weighted average interest rate of approximately 3.1%.

Foreign currency exchange (loss) gain: For 2023, we recorded foreign currency losses of \$51.2 million, representing primarily the changes in the U.S. Dollar equivalent of our Euro-denominated unsecured notes due to fluctuations in exchange rates (gains of \$98.3 million for 2022). The Euro was translated at exchange rates of approximately 1.104 U.S. Dollars per Euro at December 31, 2023 and 1.070 at December 31, 2022. Future gains and losses on foreign currency will be dependent upon changes in the relative value of the Euro to the U.S. Dollar and the level of Euro-denominated notes payable outstanding.

Gain on sale of real estate: During 2023, we completed a real estate transaction with a third-party, through which we sold an operating self-storage facility with a net book value of \$7.1 million for gross proceeds of \$40.0 million and acquired a nearby land parcel for \$13.5 million. At the close of the transaction, we entered into a leaseback of the self-storage facility until we complete development of the acquired land into a self-storage facility, no later than December 31, 2026. Of the \$40.0 million in gross proceeds, \$24.3 million was allocated to the sale of the property based on its estimated fair value, resulting a net gain on sale of real estate of \$17.1 million after direct transaction costs, and \$15.7 million was classified as a reduction of costs to develop the acquired land included in construction in process.

During 2023, we also sold a land parcel for \$0.1 million in cash and recorded a related gain on sale of real estate of \$0.1 million. In 2022, we recorded gains totaling \$1.5 million, in connection with the partial sale of real estate facilities pursuant to eminent domain proceedings.

Income tax expense: We operate as a REIT for U.S. federal income tax purposes. As a REIT, we are generally not subject to U.S. federal income taxes on our taxable income distributed to stockholders. In 2023, 2022, and 2021, we recorded income tax expense totaling \$10.8 million, \$14.3 million and \$12.4 million, respectively, related to our taxable REIT subsidiaries and in the state and local jurisdictions in which we operate. The year-over-year changes of income tax expense in 2023 and 2022 were primarily driven by changes in state income tax, due to fluctuations of taxable income in certain states where there are differences between federal and state tax laws.

Liquidity and Capital Resources

Overview and our Sources of Capital

While operating as a REIT allows us to minimize the payment of U.S. federal corporate income tax expense, we are required to distribute at least 90% of our taxable income to our shareholders. Notwithstanding this requirement, our annual operating retained cash flow increased from \$200 million to \$300 million per year in recent years to approximately \$700 million in 2021, \$1 billion in 2022 and \$480 million for 2023 after a 50% increase in annual dividend in 2023. Retained operating cash flow represents our expected cash flow provided by operating activities (including property operating costs and interest payments described below), less shareholder distributions and capital expenditures. We expect retained cash flow of approximately \$450 million for 2024.

Capital needs in excess of retained cash flow are met with: (i) medium and long-term debt, (ii) preferred equity, (iii) limited partnership interests, and (iv) common equity. We select among these sources of capital based upon relative cost, availability, the desire for leverage, and considering potential constraints caused by certain features of capital sources, such as debt covenants. We view our line of credit, as well as any short-term bank loans, as bridge financing.

Because raising capital is important to our growth, we endeavor to maintain a strong financial profile characterized by strong credit metrics, including low leverage relative to our total capitalization and operating cash flows. We are one of the highest rated REITs, as rated by major rating agencies Moody's and Standard & Poor's. Our senior notes payable have an "A" credit rating by Standard & Poor's and "A2" by Moody's. Our credit ratings on each of our series of preferred shares are "A3" by Moody's and "BBB+" by Standard & Poor's. Our credit profile enables us to effectively access both the public and private capital markets to raise capital.

On June 12, 2023, we amended our revolving line of credit, increasing the borrowing limit from \$500 million to \$1.5 billion. We increased the size of the revolving line of credit and its associated lender base given our increased levels of debt maturities in coming years and to serve as temporary "bridge" financing until we are able to raise longer term capital. As of December 31, 2023 and February 20, 2024, there were no borrowings outstanding on the revolving line of credit; however, we do have approximately \$14.6 million of outstanding letters of credit, which limits our borrowing capacity to \$1,485.4 million as of February 20, 2024. Our line of credit matures on June 12, 2027.

We believe that we have significant financial flexibility to adapt to changing conditions and opportunities, and we have significant access to sources of capital including debt and preferred equity. While the costs of financing have increased recently, based on our strong credit profile and our substantial current liquidity relative to our capital requirements noted below, we would not expect any potential capital market dislocations to have a material impact upon our expected capital and growth plans over the next 12 months. However, if capital market conditions deteriorate significantly for a long period of time, our access to or cost of debt and preferred equity capital could be negatively impacted and potentially affect future investment activities.

Our current and expected capital resources include: (i) \$370.0 million of cash as of December 31, 2023 and (ii) approximately \$450 million of expected retained operating cash flow over the next twelve months. Additionally, we have \$1,485.4 million available borrowing capacity on our revolving line of credit, which can be used as temporary "bridge" financing until we are able to raise longer term capital. We believe that our cash provided by our operating activities will continue to be sufficient to enable us to meet our ongoing cash requirements for interest payments on debt, maintenance capital expenditures, and distributions to our shareholders for the foreseeable future.

As described below, our current committed cash requirements consist of (i) \$420.7 million of remaining spending on our current development pipeline, which will be incurred primarily in the next 18 to 24 months and (ii) \$810 million in scheduled principal repayments on our unsecured notes in the next twelve months, which we plan to refinance as they come due in April 2024. Our cash requirements may increase over the next year as we add projects to our development pipeline and acquire additional properties. Additional potential cash requirements could result from various activities including the redemption of outstanding preferred securities, repurchases of common stock, or merger and acquisition activities, as and to the extent we determine to engage in such activities.

Over the long term, to the extent that our cash requirements exceed our capital resources, we believe we have a variety of possibilities to raise additional capital including issuing common or preferred securities, debt, and limited partnership interests, or entering into joint venture arrangements to acquire or develop facilities.

Cash Requirements

The following summarizes our expected material cash requirements, which comprise (i) contractually obligated expenditures, including payments of principal and interest, (ii) other essential expenditures, including property operating expenses, maintenance capital expenditures and dividends paid in accordance with REIT distribution requirements, and (iii) opportunistic expenditures, including acquisitions and developments and repurchases of our securities. We expect to satisfy these cash requirements through operating cash flow and opportunistic debt and equity financings.

Required Debt Repayments: As of December 31, 2023, the principal outstanding on our debt totaled approximately \$9.2 billion, consisting of \$7.5 billion of U.S. Dollar denominated unsecured notes payable, \$1.7 billion of Euro-denominated unsecured notes payable, and \$1.8 million of mortgage notes payable. Approximate principal maturities and interest payments (including \$62.8 million in estimated interest on our \$1.1 billion variable rate unsecured notes based on rates in effect at December 31, 2023) are as follows (amounts in thousands):

	Principal		Interest		Total	
2024	\$	810,496	\$	250,656	\$	1,061,152
2025		667,247		222,674		889,921
2026		1,150,138		196,588		1,346,726
2027		500,146		184,643		684,789
2028		1,200,129		163,152		1,363,281
Thereafter		4,825,634		1,103,883		5,929,517
	\$	<u>9,153,790</u>	\$	<u>2,121,596</u>	\$	<u>11,275,386</u>

We have \$700 million of our U.S. Dollar denominated unsecured notes that mature on April 23, 2024 and €100 million of our Euro denominated unsecured notes that mature on April 12, 2024. We plan to refinance these unsecured notes as they come due in April 2024.

Capital Expenditure Requirements: Capital expenditures include general maintenance, major repairs, or replacements to elements of our facilities to keep our facilities in good operating condition and maintain their visual appeal. Capital expenditures do not include costs relating to the development of new facilities or redevelopment of existing facilities to increase their available rentable square footage.

We spent \$237 million of capital expenditures to maintain real estate facilities in 2023 and expect to spend approximately \$180 million in 2024. In addition to standard capital repairs of building elements reaching the end of their useful lives, our capital expenditures in recent years have included incremental expenditures to enhance the competitive position of certain of our facilities relative to local competitors pursuant to a multi-year program. Such investments include development of more pronounced, attractive, and clearly identifiable color schemes and signage and upgrades to the configuration and layout of the offices and other customer zones to improve the customer experience. We spent approximately \$160 million in 2023 and expect to spend \$150 million in 2024 on this effort. In addition, we have spent \$65 million in LED lighting and the installation of solar panels in 2023 and we expect to spend \$120 million in 2024.

We believe that these incremental investments improve customer satisfaction, the attractiveness and competitiveness of our facilities to new and existing customers and, in the case of LED lighting and solar panels, reduce operating costs.

Requirement to Pay Distributions: For all periods presented herein, we have elected to be treated as a REIT, as defined in the Internal Revenue Code. For each taxable year in which we qualify for taxation as a REIT, we will not be subject to U.S. federal corporate income tax on our "REIT taxable income" (generally, taxable income subject to specified adjustments, including a deduction for dividends paid and excluding our net capital gain) that is distributed to our shareholders. We believe we have met these requirements in all periods presented herein, and we expect to continue to qualify as a REIT.

Our consistent, long-term dividend policy has been to distribute our taxable income. Future quarterly distributions with respect to the common shares will continue to be determined based upon our REIT distribution requirements after taking into consideration distributions to the preferred shareholders and will be funded with cash flows from operating activities.

The annual distribution requirement with respect to our preferred shares outstanding at December 31, 2023 is approximately \$194.7 million per year.

Real Estate Investment Activities: We continue to seek to acquire additional self-storage facilities from third parties. However, future acquisition volume will depend upon whether additional owners will be motivated to market their facilities, which will in turn depend upon factors such as economic conditions and the level of seller confidence.

As of December 31, 2023, we had development and expansion projects at a total cost of approximately \$766.2 million. Costs incurred through December 31, 2023 were \$345.5 million, with the remaining cost to complete of \$420.7 million expected to be incurred primarily in the next 18 to 24 months. Some of these projects are subject to contingencies such as entitlement approval. We expect to continue to seek to add projects to maintain and increase our robust pipeline. Our ability to do so continues to be challenged by various constraints such as difficulty in finding projects that meet our risk-adjusted yield expectations and challenges in obtaining building permits for self-storage facilities in certain municipalities.

Property Operating Expenses: The direct and indirect cost of our operations impose significant cash requirements. Direct operating costs include property taxes, on-site property manager payroll, repairs and maintenance, utilities, and marketing. Indirect operating costs include supervisory payroll and centralized management costs. The cash requirements from these operating costs will vary year to year based on, among other things, changes in the size of our portfolio and changes in property tax rates and assessed values, wage rates, and marketing costs in our markets.

Redemption of Preferred Securities: Historically, we have taken advantage of refinancing higher coupon preferred securities with lower coupon preferred securities. In the future, we may also elect to finance the redemption of preferred securities with proceeds from the issuance of debt. As of February 20, 2024, we have three series of preferred securities that are eligible for redemption, at our option and with 30 days' notice: our 5.150% Series F Preferred Shares (\$280.0 million), 5.050% Series G Preferred Shares (\$300.0 million), and 5.600% Series H Preferred Shares (\$285.0 million). See Note 10 to our December 31, 2023 consolidated financial statements for the redemption dates of all of our series of preferred shares. Redemption of such preferred shares will depend upon many factors, including the rate at which we could issue replacement preferred securities. None of our preferred securities are redeemable at the option of the holders.

Repurchases of Common Shares: Our Board has authorized management to repurchase up to 35,000,000 of our common shares on the open market or in privately negotiated transactions. During 2023, we did not repurchase any of our common shares. From the inception of the repurchase program through February 20, 2024, we have repurchased a total of 23,721,916 common shares at an aggregate cost of approximately \$679.1 million. We have no current plans to repurchase shares; however future levels of common share repurchases will be dependent upon our available capital, investment alternatives and the trading price of our common shares.

ITEM 7A. Quantitative and Qualitative Disclosures about Market Risk

To limit our exposure to market risk, we are capitalized primarily with preferred and common equity. Our preferred shares are redeemable at our option generally five years after issuance, but the holder has no redemption option. Our debt, which totals approximately \$9.1 billion at December 31, 2023, is the only market-risk sensitive portion of our capital structure.

The fair value of our debt at December 31, 2023 is approximately \$8.6 billion. The table below summarizes the annual maturities of our debt, which had a weighted average effective rate of 3.1% at December 31, 2023. See Note 8 to our December 31, 2023 consolidated financial statements for further information regarding our debt (amounts in thousands).

	2024	2025	2026	2027	2028	Thereafter
Debt	\$ 810,496	\$ 667,247	\$ 1,150,138	\$ 500,146	\$ 1,200,129	\$ 4,825,634

We have foreign currency exposure at December 31, 2023 related to (i) our investment in Shurgard, with a book value of \$390.2 million, and a fair value of \$1.7 billion based upon the closing price of Shurgard's stock on December 31, 2023, and (ii) €1.5 billion (\$1.7 billion) of Euro-denominated unsecured notes payable, providing a natural hedge against the fair value of our investment in Shurgard.

ITEM 8. Financial Statements and Supplementary Data

The financial statements and supplementary data appearing on pages F-3 to F-35 are incorporated herein by reference.

ITEM 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

Not applicable.

ITEM 9A. Controls and Procedures**Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures**

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in reports we file and submit under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized, and reported within the time periods specified in accordance with SEC guidelines, and that such information is communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure based on the definition "of disclosure controls and procedures" in Rules 13a-15(e) and 15d-15(e) of the Exchange Act. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures in reaching that level of reasonable assurance. We also have investments in certain unconsolidated real estate entities, and, because we do not control these entities, our disclosure controls and procedures with respect to such entities are substantially more limited than those we maintain with respect to our consolidated subsidiaries.

As of December 31, 2023, we carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act). Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2023, at a reasonable assurance level.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act. Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control-Integrated Framework* issued by the Committee on Sponsoring Organizations of the Treadway Commission (2013 Framework). Based on our evaluation under the framework in *Internal Control-Integrated Framework*, our management concluded that our internal control over financial reporting was effective as of December 31, 2023.

The effectiveness of internal control over financial reporting as of December 31, 2023, has been audited by Ernst & Young LLP, an independent registered public accounting firm. Ernst & Young LLP's report on our internal control over financial reporting appears below.

Changes in Internal Control Over Financial Reporting

There have not been any changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fourth quarter of 2023 to which this report relates that have materially affected, or are reasonable likely to materially affect, our internal control over financial reporting.

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Trustees of Public Storage

Opinion on Internal Control Over Financial Reporting

We have audited Public Storage's internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Public Storage (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2023 and 2022, the related consolidated statements of income, comprehensive income, equity and redeemable noncontrolling interests and cash flows for each of the three years in the period ended December 31, 2023 and the related notes and financial statement schedule listed in the Index at Item 15(a) and our report dated February 20, 2024 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Los Angeles, California

February 20, 2024

ITEM 9B. Other Information

During the three months ended December 31, 2023, no trustee or officer of the Company, nor the Company itself, adopted or terminated a “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement,” as each term is defined in Item 408(a) of Regulation S-K.

ITEM 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

ITEM 10. Trustees, Executive Officers and Corporate Governance

The following is a biographical summary of the current executive officers of the Company:

Joseph D. Russell, Jr., age 64, has served as Chief Executive Officer since January 1, 2019, and as President since July 2016. Prior to joining Public Storage, Mr. Russell was President and Chief Executive Officer of PS Business Parks, Inc. from August 2002 to July 2016. Mr. Russell has also served as a trustee of Public Storage since January 1, 2019.

H. Thomas Boyle, age 40, has served as Chief Financial Officer since January 1, 2019 and Chief Investment Officer since January 1, 2023. Previously, Mr. Boyle was Vice President and Chief Financial Officer, Operations, from November 2016, when he joined the Company, until January 2019. Prior to joining Public Storage, Mr. Boyle served in roles of increasing responsibilities with Morgan Stanley since 2005, from analyst to his last role as Executive Director, Equity and Debt Capital Markets. Mr. Boyle has served as a director of Shurgard since May 2023.

Natalia N. Johnson, age 46, has served as Chief Administrative Officer since August 4, 2020. Previously, Ms. Johnson was Senior Vice President, Chief Human Resources Officer from April 2018 until August 2020, and prior to that was Senior Vice President of Human Resources, a position she held since joining the Company in July 2016. Prior to joining Public Storage, Ms. Johnson held a variety of senior management positions at Bank of America, including Chief Operating Officer for Mortgage Technology and Human Resources Executive for the Mortgage Business, and worked for Coca-Cola Andina and San Cristóbal Insurance. Ms. Johnson has served as a director of WillScot Mobile Mini Holdings Corp. since August 2023 and is a member of the Audit and Compensation committees.

Nathaniel A. Vitán, age 50, has served as Senior Vice President, Chief Legal Officer and Corporate Secretary since April 20, 2019, and was previously Vice President and Chief Counsel—Litigation and Operations since joining the Company in June 2016 until April 2019. Prior to joining Public Storage, Mr. Vitán was Assistant General Counsel for Altria Client Services LLC from 2008 to 2016, and before then was a Trial and Appellate Practice attorney at Latham & Watkins LLP.

Other information required by this item is hereby incorporated by reference to the material appearing in the Company's Notice and Proxy Statement for its 2024 Annual Meeting of Shareholders, to be filed pursuant to Regulation 14A under the Exchange Act.

ITEM 11. Executive Compensation

The information required by this item is hereby incorporated by reference to the material appearing in the Company's Notice and Proxy Statement for its 2024 Annual Meeting of Shareholders, to be filed pursuant to Regulation 14A under the Exchange Act.

ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters

The following table sets forth information, as of December 31, 2023 on the Company's equity compensation plans:

Equity Compensation Plan Information					
Plan Category		Number of securities to be issued upon exercise of outstanding options, warrants, and rights		Weighted-average exercise price of outstanding options, warrants, and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (A))
		(A)		(B)	(C)
Equity compensation plans approved by security holders (a)		3,724,762 (b)		\$ 220.18 (c)	1,364,578
Equity compensation plans not approved by security holders (d)		—		—	—
Total		3,724,762 (b)		\$ 220.18 (c)	1,364,578

- a) The Company's equity compensation plans are described more fully in Note 12 to the December 31, 2023 financial statements. All plans have been approved by the Company's shareholders.
- b) Includes (i) stock options to purchase 3,244,606 common shares, including performance-based stock options as to which the performance period had not ended or the Compensation Committee had not certified performance as of December 31, 2023, which stock options are reflected in the table above assuming a maximum payout, (ii) 469,387 restricted share units, including performance-based restricted share units as to which the performance period had not ended as of December 31, 2023, which restricted share units are reflected in the table above assuming a maximum payout, and (iii) 10,769 fully vested deferred share units. All restricted share units, if and when vested, and all deferred share units will be settled in common shares on a one-for-one basis.
- c) Represents the weighted average exercise price of stock options to purchase 2,857,836 common shares, excluding the performance-based stock options described in footnote (b), above. The 469,387 restricted share units would vest for no consideration.
- d) There were no securities outstanding or available for future issuance under equity compensation plans not approved by the Company's shareholders.

Other information required by this item is hereby incorporated by reference to the material appearing in the Company's Notice and Proxy Statement for its 2024 Annual Meeting of Shareholders, to be filed pursuant to Regulation 14A under the Exchange Act.

ITEM 13. Certain Relationships and Related Transactions and Trustee Independence

The information required by this item is hereby incorporated by reference to the material appearing in the Company's Notice and Proxy Statement for its 2024 Annual Meeting of Shareholders, to be filed pursuant to Regulation 14A under the Exchange Act.

ITEM 14. Principal Accountant Fees and Services

The information required by this item is hereby incorporated by reference to the material appearing in the Company's Notice and Proxy Statement for its 2024 Annual Meeting of Shareholders, to be filed pursuant to Regulation 14A under the Exchange Act of 1934.

PART IV

ITEM 15. Exhibits and Financial Statement Schedules

a. 1. Financial Statements

The financial statements listed in the accompanying Index to Consolidated Financial Statements and Schedules hereof are filed as part of this report.

2. Financial Statement Schedules

The financial statements schedules listed in the accompanying Index to Consolidated Financial Statements and Schedules are filed as part of this report.

3. Exhibits

See Index to Exhibits contained herein.

b. Exhibits:

See Index to Exhibits contained herein.

c. Financial Statement Schedules

Not applicable.

PUBLIC STORAGE
INDEX TO EXHIBITS (1)
(Items 15(a)(3) and 15(c))

2.1	<u>Agreement and Plan of Merger, dated August 2, 2023, by and among Old PSA, New PSA and Merger Sub. Filed as Exhibit 2.1 to the Company's Current Report on For 8-K dated August 2, 2023 and incorporated herein by reference.</u>
3.1	<u>Amended and Restated Declaration of Trust of Public Storage, a Maryland real estate investment trust, dated August 14, 2023. Filed as Exhibit 3.1 to the Company's Current Report on Form 8-K dated August 14, 2023 and incorporated herein by reference.</u>
3.2	<u>Amended and Restated Bylaws of Public Storage. Filed as Exhibit 3.1 to the Company's Current Report on Form 8-K dated November 13, 2023 and incorporated herein by reference.</u>
3.3	<u>Articles of Merger. Filed as Exhibit 3.3 to the Company's Current Report on Form 8-K dated August 14, 2023 and incorporated herein by reference.</u>
3.4	<u>Articles Supplementary of Public Storage, dated August 2, 2023. Filed as Exhibit 3.1 to the Company's Current Report on Form 8-K dated August 2, 2023 and incorporated herein by reference.</u>
4.1	<u>Description of the Company's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934. Filed herewith.</u>
4.2	<u>Master Deposit Agreement, dated as of May 31, 2007. Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated June 6, 2007 and incorporated herein by reference.</u>
4.3	<u>Amended and Restated Indenture, dated as of August 14, 2023, among Public Storage, Public Storage Operating Company and Computershare Trust Company, N.A. (as successor to Wells Fargo Bank, National Association), as trustee. Filed as Exhibit A to Exhibit 4.1 to the Company's Current Report on Form 8-K dated August 14, 2023 and incorporated herein by reference.</u>
4.4	<u>First Supplemental Indenture, dated as of September 18, 2017, between Public Storage and Wells Fargo Bank, National Association, as trustee, including the form of Global Note representing the 2022 Notes and the form of Global Note representing the 2027 Notes. Filed as Exhibit 4.2 to the Company's Current Report on Form 8-K dated September 18, 2017 and incorporated herein by reference.</u>
4.5	<u>Second Supplemental Indenture, dated as of April 12, 2019, between Public Storage and Wells Fargo Bank, National Association, as trustee, including the form of Global Note representing the 2029 Notes. Filed as Exhibit 4.2 to the Company's Current Report on Form 8-K dated April 12, 2019 and incorporated herein by reference.</u>
4.6	<u>Third Supplemental Indenture, dated as of January 24, 2020, between Public Storage and Wells Fargo Bank, National Association, as trustee, including the form of Global Note representing the 2032 Notes. Filed as Exhibit 4.2 to the Company's Current Report on Form 8-K dated January 24, 2020 and incorporated herein by reference.</u>
4.7	<u>Fourth Supplemental Indenture, dated as of January 19, 2021, between Public Storage and Wells Fargo Bank, National Association, as trustee, including the form of Global Note representing the 2026 Notes. Filed as Exhibit 4.2 to the Company's Current Report on Form 8-K dated January 14, 2021 and incorporated herein by reference.</u>
4.8	<u>Fifth Supplemental Indenture, dated as of April 23, 2021, between Public Storage and Wells Fargo Bank, National Association, as trustee, including the form of Global Note representing the Floating Rate Notes. Filed as Exhibit 4.2 to the Company's Current Report on Form 8-K dated April 23, 2021 and incorporated herein by reference.</u>
4.9	<u>Sixth Supplemental Indenture, dated as of April 23, 2021, between Public Storage and Wells Fargo Bank, National Association, as trustee, including the form of Global Note representing the 2028 Notes. Filed as Exhibit 4.3 to the Company's Current Report on Form 8-K dated April 23, 2021 and incorporated herein by reference.</u>

4.10					Seventh Supplemental Indenture, dated as of April 23, 2021, between Public Storage and Wells Fargo Bank, National Association, as trustee, including the form of Global Note representing the 2031 Notes. Filed as Exhibit 4.4 to the Company's Current Report on Form 8-K dated April 23, 2021 and incorporated herein by reference.
4.11					Eighth Supplemental Indenture, dated as of September 9, 2021, between Public Storage and Wells Fargo Bank, National Association, as trustee, including the form of Global Note representing the 2030 Notes. Filed as Exhibit 4.2 to the Company's Current Report on Form 8-K dated September 9, 2021 and incorporated herein by reference.
4.12					Ninth Supplemental Indenture, dated as of November 9, 2021, between Public Storage and Computershare Trust Company, N.A. (as successor to Wells Fargo Bank, National Association), as trustee, including the form of Global Note representing the 2026 Notes. Filed as Exhibit 4.2 to the Company's Current Report on Form 8-K dated November 9, 2021 and incorporated herein by reference.
4.13					Tenth Supplemental Indenture, dated as of November 9, 2021, between Public Storage and Computershare Trust Company, N.A. (as successor to Wells Fargo Bank, National Association), as trustee, including the form of Global Note representing the 2028 Notes. Filed as Exhibit 4.3 to the Company's Current Report on Form 8-K dated November 9, 2021 and incorporated herein by reference.
4.14					Eleventh Supplemental Indenture, dated as of November 9, 2021, between Public Storage and Computershare Trust Company, N.A. (as successor to Wells Fargo Bank, National Association), as trustee, including the form of Global Note representing the 2031 Notes. Filed as Exhibit 4.4 to the Company's Current Report on Form 8-K dated November 9, 2021 and incorporated herein by reference.
4.15					Twelfth Supplemental Indenture, dated as of July 26, 2023, between Public Storage and Computershare Trust Company, N.A. (as successor to Wells Fargo Bank, National Association), as trustee, including the form of Global Note representing the 2033 Notes. Filed as Exhibit 4.2 to the Company's Current Report on Form 8-K dated July 26, 2023 and incorporated herein by reference.
4.16					Thirteenth Supplemental Indenture, dated as of July 26, 2023, between Public Storage and Computershare Trust Company, N.A. (as successor to Wells Fargo Bank, National Association), as trustee, including the form of Global Note representing the 2029 Notes. Filed as Exhibit 4.3 to the Company's Current Report on Form 8-K dated July 26, 2023 and incorporated herein by reference.
4.17					Fourteenth Supplemental Indenture, dated as of July 26, 2023, between Public Storage and Computershare Trust Company, N.A. (as successor to Wells Fargo Bank, National Association), as trustee, including the form of Global Note representing the 2033 Notes. Filed as Exhibit 4.4 to the Company's Current Report on Form 8-K dated July 26, 2023 and incorporated herein by reference.
4.18					Fifteenth Supplemental Indenture, dated as of July 26, 2023, between Public Storage and Computershare Trust Company, N.A. (as successor to Wells Fargo Bank, National Association), as trustee, including the form of Global Note representing the 2053 Notes. Filed as Exhibit 4.5 to the Company's Current Report on Form 8-K dated July 26, 2023 and incorporated herein by reference.
4.19					Sixteenth Supplemental Indenture, dated August 14, 2023, by and among Public Storage Operating Company, Public Storage and Computershare Trust Company, N.A. Filed as Exhibit 4.1 to the Company's Current Report on Form 8-K dated August 14, 2023 and incorporated herein by reference.
10.1					Note Purchase Agreement, dated as of November 3, 2015, by and among Public Storage and the signatories thereto. Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated November 3, 2015 and incorporated herein by reference.
10.2					Note Purchase Agreement, dated as of April 12, 2016, by and among Public Storage and the signatories thereto. Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated April 12, 2016 and incorporated herein by reference.
10.3					Amendment No. 1 to 2015 Note Purchase Agreement, dated as of July 28, 2023, by and among Public Storage and the signatories thereto. Filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference.
10.4					Amendment No. 1 to 2016 Note Purchase Agreement, dated as of July 28, 2023, by and among Public Storage and the signatories thereto. Filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference.

10.5					<u>Third Amended and Restated Credit Agreement, dated as of June 12, 2023, by and among the Company, the financial institutions party thereto, Wells Fargo Securities, LLC, BofA Securities, Inc. and JPMorgan Chase Bank, N.A., as Joint Bookrunners, Wells Fargo Securities, LLC, BofA Securities, Inc., JPMorgan Chase Bank, N.A., The Bank of Nova Scotia, BNP Paribas and Sumitomo Mitsui Banking Corporation, as Joint Lead Arrangers, Wells Fargo Bank, National Association, as Agent, Bank of America, N.A. and JPMorgan Chase Bank, N.A., as Co-Syndication Agents, and PNC Bank, National Association, TD Bank, N.A., The Bank of Nova Scotia, BNP Paribas and Sumitomo Mitsui Banking Corporation, as Documentation Agents. Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated June 12, 2023 and incorporated herein by reference.</u>
10.6					<u>Parent Guarantee, dated as of August 14, 2023, by Public Storage. Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated August 14, 2023 and incorporated herein by reference.</u>
10.7					<u>Form of Trustee and Officer Indemnification Agreement. Filed as Exhibit 10.19 to the Company's Annual Report on Form 10-K for the year ended December 31, 2016 and incorporated herein by reference.</u>
10.8*					<u>Public Storage 2007 Equity and Performance-Based Incentive Compensation Plan, as Amended (2007 Plan). Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated May 1, 2014 and incorporated herein by reference.</u>
10.9*					<u>Public Storage 2016 Equity and Performance-Based Incentive Compensation Plan (2016 Plan). Filed as Exhibit 10.6 to the Company's Annual Report on Form 10-K for the year ended December 31, 2022 and incorporated herein by reference.</u>
10.10*					<u>Public Storage 2021 Equity and Performance-Based Incentive Compensation Plan (2021 Plan). Filed as Exhibit 10.7 to the Company's Annual Report on Form 10-K for the year ended December 31, 2022 and incorporated herein by reference.</u>
10.11*					<u>Form of 2007 Plan Restricted Stock Unit Agreement. Filed as Exhibit 10.11 to the Company's Annual Report on Form 10-K for the year ended December 31, 2015 and incorporated herein by reference.</u>
10.12*					<u>Form of 2007 Plan Restricted Stock Unit Agreement (deferral of receipt of shares). Filed as Exhibit 10.12 to the Company's Annual Report on Form 10-K for the year ended December 31, 2015 and incorporated herein by reference.</u>
10.13*					<u>Form of 2007 Plan Stock Option Agreement. Filed as Exhibit 10.13 to the Company's Annual Report on Form 10-K for the year ended December 31, 2015 and incorporated herein by reference.</u>
10.14*					<u>Form of 2007 Plan Trustee Stock Option Agreement. Filed as Exhibit 10.14 to the Company's Annual Report on Form 10-K for the year ended December 31, 2015 and incorporated herein by reference.</u>
10.15*					<u>Form of 2016 Plan Restricted Stock Unit Agreement (deferral of receipt of shares). Filed as Exhibit 10.16 to the Company's Annual Report on Form 10-K for the year ended December 31, 2016 and incorporated herein by reference.</u>
10.16*					<u>Form of 2016 Plan Trustee Non-Qualified Stock Option Agreement. Filed as Exhibit 10.18 to the Company's Annual Report on Form 10-K for the year ended December 31, 2016 and incorporated herein by reference.</u>
10.17*					<u>Form of 2016 Plan Restricted Stock Unit Agreement (deferral of receipt of shares) (2018). Filed as Exhibit 10.26 to the Company's Annual Report on Form 10-K for the year ended December 31, 2018 and incorporated herein by reference.</u>
10.18*					<u>Form of 2016 Plan Trustee Deferred Stock Unit Agreement (2018). Filed as Exhibit 10.29 to the Company's Annual Report on Form 10-K for the year ended December 31, 2018 and incorporated herein by reference.</u>
10.19*					<u>Form of 2016 Plan Executive Restricted Stock Unit Agreement (2018). Filed as Exhibit 10.30 to the Company's Annual Report on Form 10-K for the year ended December 31, 2018 and incorporated herein by reference.</u>
10.20*					<u>Form of 2016 Employee Stock Unit Agreement (2020). Filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2020 and incorporated herein by reference.</u>
10.21*					<u>Form of 2016 Plan Employee Non-Qualified Stock Option Agreement (2020). Filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2020 and incorporated herein by reference.</u>

10.22*					Form of 2016 Plan Performance-Based Non-Qualified Stock Option Agreement (2020). Filed as Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2020 and incorporated herein by reference.
10.23*					Form of 2021 Plan Employee Stock Unit Agreement (2021). Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2021 and incorporated herein by reference.
10.24*					Form of 2021 Plan Employee Stock Unit Agreement (2022). Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2022 and incorporated herein by reference.
10.25*					Form of 2021 Plan Trustee Non-Qualified Stock Option Agreement. Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2022 and incorporated herein by reference.
10.26*					Form of 2021 Plan Performance-Based Non-Qualified Stock Option Agreement (2022). Filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2022 and incorporated herein by reference.
10.27*					Form of 2021 Plan Performance-Based Stock Unit Agreement (2022). Filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2022 and incorporated herein by reference.
21					Listing of Subsidiaries. Filed herewith.
23.1					Consent of Ernst & Young LLP. Filed herewith.
31.1					Rule 13a – 14(a) Certification. Filed herewith.
31.2					Rule 13a – 14(a) Certification. Filed herewith.
32					Section 1350 Certifications. Filed herewith.
97.1					Policy Relating to Recovery of Erroneously Awarded Compensation. Filed herewith.
101 .INS					Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)
101 .SCH					Inline XBRL Taxonomy Extension Schema. Filed herewith.
101 .CAL					Inline XBRL Taxonomy Extension Calculation Linkbase. Filed herewith.
101 .DEF					Inline XBRL Taxonomy Extension Definition Linkbase. Filed herewith.
101 .LAB					Inline XBRL Taxonomy Extension Label Linkbase. Filed herewith.
101 .PRE					Inline XBRL Taxonomy Extension Presentation Link. Filed herewith.
104					Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)
_ (1)					SEC File No. 001-33519 unless otherwise indicated.
*					Denotes management compensatory plan agreement or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

					PUBLIC STORAGE				
Date: February 20, 2024					By:	/s/ Joseph D. Russell, Jr.			
						Joseph D. Russell, Jr., Chief Executive Officer, President and Trustee			

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Joseph D. Russell, Jr.	Chief Executive Officer, President and Trustee (principal executive officer)	February 20, 2024
Joseph D. Russell, Jr.		
/s/ H. Thomas Boyle	Chief Financial and Investment Officer (principal financial officer)	February 20, 2024
H. Thomas Boyle		
/s/ Ronald L. Havner, Jr.	Chairman of the Board	February 20, 2024
Ronald L. Havner, Jr.		
/s/ Tamara Hughes Gustavson	Trustee	February 20, 2024
Tamara Hughes Gustavson		
/s/ Leslie Stone Heisz	Trustee	February 20, 2024
Leslie Stone Heisz		
/s/ Shankh S. Mitra	Trustee	February 20, 2024
Shankh S. Mitra		
/s/ David J. Neithercut	Trustee	February 20, 2024
David J. Neithercut		
/s/ Rebecca Owen	Trustee	February 20, 2024
Rebecca Owen		
/s/ Kristy M. Pipes	Trustee	February 20, 2024
Kristy M. Pipes		
/s/ Avedick B. Poladian	Trustee	February 20, 2024
Avedick B. Poladian		
/s/ John Reyes	Trustee	February 20, 2024
John Reyes		

Signature			Title			Date			
/s/ Tariq M. Shaukat			Trustee			February 20, 2024			
Tariq M. Shaukat									
/s/ Ronald P. Spogli			Trustee			February 20, 2024			
Ronald P. Spogli									
/s/ Paul S. Williams			Trustee			February 20, 2024			
Paul S. Williams									

PUBLIC STORAGE
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS
AND SCHEDULES

(Item 15 (a))

	Page References
Report of Independent Registered Public Accounting Firm Auditor name: Ernst & Young LLP; Firm ID: (42); Auditor location: Los Angeles, California	F-1
Consolidated Balance Sheets as of December 31, 2023 and 2022	F-3
For the years ended December 31, 2023, 2022, and 2021:	
Consolidated Statements of Income	F-4
Consolidated Statements of Comprehensive Income	F-5
Consolidated Statements of Equity and Redeemable Noncontrolling Interests	F-6
Consolidated Statements of Cash Flows	F-8
Notes to Consolidated Financial Statements	F-10
Schedule:	
III – Real Estate and Accumulated Depreciation	F-33

All other schedules have been omitted since the required information is not present or not present in amounts sufficient to require submission of the schedule, or because the information required is included in the consolidated financial statements or notes thereto.

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Trustees of Public Storage

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Public Storage (the Company) as of December 31, 2023 and 2022, the related consolidated statements of income, comprehensive income, equity and redeemable noncontrolling interests and cash flows for each of the three years in the period ended December 31, 2023, and the related notes and financial statement schedule listed in the Index at Item 15(a) (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company at December 31, 2023 and 2022, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2023, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company’s internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 20, 2024 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

We have served as the Company's auditor since 1980.

Los Angeles, California

February 20, 2024

F-2

PUBLIC STORAGE
CONSOLIDATED BALANCE SHEETS
(Amounts in thousands, except share data)

PUBLIC STORAGE
CONSOLIDATED STATEMENTS OF INCOME
(Amounts in thousands, except per share amounts)

[illegible]

See accompanying notes.
F-4

PUBLIC STORAGE
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Amounts in thousands)

[illegible]

See accompanying notes.

F-5

PUBLIC STORAGE
CONSOLIDATED STATEMENTS OF EQUITY AND REDEEMABLE NONCONTROLLING INTERESTS
(Amounts in thousands, except share and per share amounts)

	Cumulative Preferred Shares	Common Shares	Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss
Balances at December 31, 2020	\$ 3,792,500	\$ 17,458	\$ 5,707,101	\$ (914,791)	\$ (43,401)
Issuance of 47,300 preferred shares (Note 10)	1,182,500	—	(35,045)	—	—
Redemption of 35,000 preferred shares (Note 10)	(875,000)	—	—	—	—
Issuance of common shares in connection with share-based compensation (552,713 shares) (Note 12)	—	55	95,805	—	—
Share-based compensation expense, net of cash paid in lieu of common shares (Note 12)	—	—	54,492	—	—
Acquisition of noncontrolling interests	—	—	(686)	—	—
Contributions by noncontrolling interests	—	—	—	—	—
Net income	—	—	—	1,959,639	—
Net income allocated to noncontrolling interests	—	—	—	(6,376)	—
Distributions to:					
Preferred shareholders (Note 10)	—	—	—	(186,579)	—
Noncontrolling interests	—	—	—	—	—
Common shareholders and restricted share unitholders					

Page 116 of 173

See accompanying notes.

F-6

	Cumulative Preferred Shares	Common Shares	Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss
Net income allocated to noncontrolling interests	—	—	—	(17,127)	—
Distributions to:					
Preferred shareholders (Note 10)	—	—	—	(194,390)	—
Noncontrolling interests	—	—	—	—	—
Common shareholders and restricted share unitholders (\$21.15 per share)	—	—	—	(3,714,572)	—
Other comprehensive loss	—	—	—	—	(26,730)
Balances at December 31, 2022	\$ 4,350,000	\$ 17,527	\$ 5,896,423	\$ (110,231)	\$ (80,317)
Issuance of common shares in connection with share-based compensation (405,059 shares) (Note 12)	—	40	53,346	—	—
Taxes paid upon net share settlement of restricted share units	—	—	(13,950)	—	—
Share-based compensation cost (Note 12)	—	—	44,941	—	—
Contributions by noncontrolling interests	—	—	—	—	—
Net income	—	—	—	2,160,120	—
Net income allocated to noncontrolling interests	—	—	—	(11,793)	—
Distributions to:					

See accompanying notes.
F-7

PUBLIC STORAGE
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in thousands)

See accompanying notes.

F-8

PUBLIC STORAGE
FINANCIAL STATEMENTS OF CASH FLOWS
(Amounts in thousands)

			For the Years Ended December 31,																	
			2023						2022						2021					
Cash and equivalents, including restricted cash at beginning of the period:																				
Cash and equivalents			\$	775,253					\$	734,599					\$	257,560				
Restricted cash included in other assets			29,904						26,691						25,040					
			\$	805,157					\$	761,290					\$	282,600				
Cash and equivalents, including restricted cash at end of the period:																				
Cash and equivalents			\$	370,002					\$	775,253					\$	734,599				
Restricted cash included in other assets			30,373						29,904						26,691					
			\$	400,375					\$	805,157					\$	761,290				
Supplemental schedule of non-cash investing and financing activities:																				
Costs incurred during the period remaining unpaid at period end for:																				
Capital expenditures to maintain real estate facilities			\$	(10,798)					\$	(9,903)					\$	(10,879)				
Capital expenditures for property enhancements			(3,046)						(4,502)						(11,726)					
Capital expenditures for energy efficiencies (LED lighting, solar)			(386)						(855)						(775)					
Construction or expansion of real estate facilities			(68,099)						(65,650)						(50,051)					
Real estate acquired in exchange for noncontrolling interests			—						(19,865)						(68,170)					
Supplemental cash flow information:																				
Cash paid for interest, net of amounts capitalized			\$	146,213					\$	127,711					\$	74,192				
Cash paid for income taxes, net of refunds			11,056						11,293						12,696					

See accompanying notes.
F-9

PUBLIC STORAGE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2023

1. Description of the Business

Public Storage (referred to herein as “the Company,” “we,” “us,” or “our”) is a Maryland real estate investment trust (“REIT”) engaged in the ownership and operation of self-storage facilities that offer storage spaces for lease, generally on a month-to-month basis, for personal and business use, ancillary activities such as tenant reinsurance, merchandise sales, and third party management, as well as the acquisition and development of additional self-storage space.

On August 14, 2023, the Company completed a reorganization in which its interest in its facilities is now held through an operating partnership, Public Storage OP, L.P. (“PSA OP”) and its subsidiaries including Public Storage Operating Company (“PSOC”), formerly known as Public Storage. This structure is commonly referred to as an umbrella partnership REIT, or UPREIT. The reorganization was accounted for as a transaction between entities under common control and there was no change in the Company’s total assets, liabilities or results of operations. Subsequent to the reorganization, the primary assets of the parent entity, Public Storage, are general partner and limited partner interests in PSA OP, which holds all of the Company’s assets through its ownership of all of the membership interests in PSOC. As of December 31, 2023, the Company owned all of the limited partnership interests of PSA OP.

At December 31, 2023, we owned equity interests in 3,044 self-storage facilities (with approximately 218.1 million net rentable square feet) located in 40 states in the United States (“U.S.”) operating under the Public Storage® name, and 1.2 million net rentable square feet of commercial and retail space. In addition, we managed 210 facilities for third parties at December 31, 2023.

At December 31, 2023, we owned a 35% common equity interest in Shurgard Self Storage Limited (“Shurgard”), a public company traded on the Euronext Brussels under the “SHUR” symbol, which owned 275 self-storage facilities (with approximately 15 million net rentable square feet) located in seven Western European countries, all operating under the Shurgard® name.

2. Basis of Presentation and Summary of Significant Accounting Policies

Basis of Presentation

We have prepared the accompanying consolidated financial statements in accordance with U.S. generally accepted accounting principles (“GAAP”) as set forth in the Accounting Standards Codification of the Financial Accounting Standards Board, and in conformity with the rules and regulations of the Securities and Exchange Commission (“SEC”).

We revised our prior period financial statements to correct the presentation of income tax expense in the Consolidated Statements of Income. Income tax expense in the amounts of \$14.3 million and \$12.4 million for 2022 and 2021, respectively, previously included in general and administrative expense, has been reclassified and presented separately in the Consolidated Statements of Income to conform to the 2023 presentation. This immaterial correction had no impact on our net income. The correction also had no impact on our balance sheet, statements of comprehensive income, statements of equity, or cash flows as of and for the years ended December 31, 2022 and 2021.

Certain amounts previously reported in our 2022 and 2021 Consolidated Statements of Income have been reclassified to conform to the 2023 presentation, with respect to the separate presentation of real estate acquisition and development expense in the amounts of \$28.7 million and \$12.9 million for 2022 and 2021, respectively, previously included in general and administrative expense. The reclassifications had no impact on our net income.

Certain amounts previously reported in our 2022 and 2021 Statements of Cash Flows have been reclassified to conform to the 2023 presentation, with respect to the separate presentation of changes in operating assets and liabilities in the cash flows from operating activities section and major types of capital expenditures in the cash flows from investing activities section. The reclassifications did not affect the subtotals for cash flows from operating, investing or financing activities.

PUBLIC STORAGE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2023

Disclosures of the number and square footage of facilities, as well as the number and coverage of tenant reinsurance policies (Note 15) are unaudited and outside the scope of our independent registered public accounting firm's audit of our financial statements in accordance with the standards of the Public Company Accounting Oversight Board (U.S.).

Summary of Significant Accounting Policies

Consolidation and Equity Method of Accounting

We consider entities to be Variable Interest Entities ("VIEs") when they have insufficient equity to finance their activities without additional subordinated financial support provided by other parties, or the equity holders as a group do not have a controlling financial interest. In addition, we have general partner interests in limited partnerships along with third-party investors to develop, construct or operate self-storage facilities. As the general partner, we consider the limited partnerships to be VIEs if the limited partners lack both substantive participating rights and substantive kick-out rights. We consolidate VIEs when we have (i) the power to direct the activities most significantly impacting economic performance, and (ii) either the obligation to absorb losses or the right to receive benefits from the VIE. PSA OP met the definition of a VIE and is consolidated by the Company as the primary beneficiary of PSA OP. All of the assets and liabilities of the Company are held by PSA OP. The total assets, primarily real estate assets, and the total liabilities of our other consolidated VIEs are not material as of December 31, 2023. We consolidate all other entities when we control them through voting shares or contractual rights. We refer to the entities we consolidate, for the period in which the reference applies, collectively as the "Subsidiaries," and we eliminate intercompany transactions and balances.

We account for our investments in entities that we do not consolidate but over which we have significant influence using the equity method of accounting. We refer to these entities, for the periods in which the reference applies, collectively as the "Unconsolidated Real Estate Entities," and we eliminate intra-entity profits and losses and amortize any differences between the cost of our investment and the underlying equity in net assets against equity in earnings as if the Unconsolidated Real Estate Entity were a consolidated subsidiary.

Equity in earnings of unconsolidated real estate entities presented on our income statements represents our pro-rata share of the earnings of the Unconsolidated Real Estate Entities. The dividends we receive from the Unconsolidated Real Estate Entities are reflected on our consolidated statements of cash flows as "distributions from cumulative equity in earnings of unconsolidated real estate entities" to the extent of our cumulative equity in earnings, with any excess classified as "distributions in excess of cumulative equity in earnings from unconsolidated real estate entities."

Use of Estimates

The preparation of consolidated financial statements and accompanying notes in conformity with GAAP requires us to make estimates and assumptions that affect the amounts reported. Actual results could differ from those estimates and assumptions.

Cash Equivalents and Restricted Cash

Cash equivalents represent highly liquid financial instruments that mature within three months of acquisition such as money market funds with a rating of at least AAA by Standard & Poor's, commercial paper that is rated A1 by Standard & Poor's or deposits with highly rated commercial banks. Restricted cash, which represent amounts used to collateralize our insurance obligations and are restricted from general corporate use, are included in other assets.

Fair Value

As used herein, the term "fair value" is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. In the absence of active markets for identical assets or liabilities, such measurements involve developing assumptions based on market observable data and, in the absence of such data, internal information that is consistent with what market participants would use in a hypothetical transaction that occurs at the balance sheet date.

PUBLIC STORAGE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2023

Assets and liabilities recorded at fair value are measured and classified in accordance with a three-tier fair value hierarchy based on the observability of the inputs available in the market used to measure fair value:

Level 1 Quoted prices in active markets for identical assets or liabilities at the measurement date.

Level 2 Significant observable inputs other than Level 1, that are observable for the asset or liability, either directly or indirectly through corroboration with observable market data.

Level 3 Unobservable inputs that are supported by little or no market data for the related assets or liabilities.

The categorization of a financial instrument within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

Our financial instruments consist of cash and cash equivalents, restricted cash, other assets, other liabilities, and notes payable. Cash equivalents, restricted cash, other assets and other liabilities are stated at book value, which approximates fair value as of the balance sheet date due to the short time period to maturity.

We estimate and disclose the fair value of our notes payable using Level 2 inputs by discounting the related future cash flows at a rate based upon quoted interest rates for securities that have similar characteristics such as credit quality and time to maturity.

We use significant judgment to estimate fair values of real estate facilities, goodwill, and other intangible assets for the purposes of purchase price allocation or impairment analysis. In estimating their values, we consider Level 3 inputs such as market prices of land, market capitalization rates, expected returns, earnings multiples, projected levels of earnings, costs of construction, and functional depreciation.

Real Estate Facilities

We record real estate facilities at cost. We capitalize all costs incurred to acquire, develop, construct, renovate and improve facilities as part of major repair and maintenance programs, including interest and property taxes incurred during the construction period. We expense the costs of demolition of existing facilities associated with a renovation as incurred. We allocate the net acquisition cost of acquired real estate facilities to the underlying land, buildings, and identified intangible assets based upon their respective individual estimated fair values.

We expense costs associated with dispositions of real estate, as well as routine repairs and maintenance costs, as incurred. We depreciate buildings and improvements on a straight-line basis over estimated useful lives ranging generally between 5 to 25 years.

When we sell a full or partial interest in a real estate facility without retaining a controlling interest following sale, we recognize a gain or loss on sale as if 100% of the property was sold at fair value. If we retain a controlling interest following the sale, we record a noncontrolling interest for the book value of the partial interest sold, and recognize additional paid-in capital for the difference between the consideration received and the partial interest at book value.

Goodwill and Other Intangible Assets

Intangible assets consist of goodwill, the Shurgard® trade name, which Shurgard uses pursuant to a fee-based licensing agreement, and finite-lived assets. Goodwill and the Shurgard® trade name have indefinite lives and are not amortized. Our finite-lived assets consist primarily of (i) acquired customers in place amortized relative to the benefit of the customers in place, with such amortization reflected as depreciation and amortization expense on our income statement, (ii) property tax abatements acquired and amortized relative to the reduction in property tax paid, with such amortization reflected as self-storage cost of operations on our income statement and (iii) acquired non real estate-related contracts, with such amortization reflected as depreciation and amortization expense on our income statement.

PUBLIC STORAGE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2023

Evaluation of Asset Impairment

We evaluate our real estate and finite-lived intangible assets for impairment each quarter. If there are indicators of impairment and we determine that the asset is not recoverable from future undiscounted cash flows to be received through the asset's remaining life (or, if earlier, the expected disposal date), we record an impairment charge to the extent the carrying amount exceeds the asset's estimated fair value or net proceeds from expected disposal.

We evaluate our investments in unconsolidated real estate entities for impairment quarterly. We record an impairment charge to the extent the carrying amount exceeds estimated fair value, when we believe any such shortfall is other than temporary.

We evaluate goodwill for impairment annually and whenever relevant events, circumstances, and other related factors indicate that it is more likely than not that the fair value of the related reporting unit is less than the carrying amount. When we conclude that it is not more likely than not that the fair value of the reporting unit is less than the aggregate carrying amount, no impairment charge is recorded and no further analysis is performed. Otherwise, we record an impairment charge to the extent the carrying amount of the goodwill exceeds the amount that would be allocated to goodwill if the reporting unit were acquired for estimated fair value.

We evaluate other indefinite-lived intangible assets, such as the Shurgard® trade name for impairment at least annually and whenever relevant events, circumstances and other related factors indicate that it is more likely than not that the asset is impaired. When we conclude that it is not more likely than not that the asset is impaired, we do not record an impairment charge and no further analysis is performed. Otherwise, we record an impairment charge to the extent the carrying amount exceeds the asset's estimated fair value.

No impairments were recorded in any of our evaluations for any period presented herein.

Revenue and Expense Recognition

We recognize revenues from self-storage facilities, which primarily comprise rental income earned pursuant to month-to-month leases, as well as associated late charges and administrative fees, as earned. Promotional discounts reduce rental income over the promotional period, which is generally one month. We recognize ancillary revenues when earned.

We accrue for property tax expense based upon actual amounts billed and, in some circumstances, estimates when bills or assessments have not been received from the taxing authorities. If these estimates are incorrect, the timing and amount of expense recognition could be incorrect. We expense cost of operations (including advertising expenditures), general and administrative expense, and interest expense as incurred.

Foreign Currency Exchange Translation

The local currency (primarily the Euro) is the functional currency for our interests in foreign operations. The related balance sheet amounts are translated into U.S. Dollars at the exchange rates at the respective financial statement date, while amounts on our consolidated statements of income are translated at the average exchange rates during the respective period. Cumulative translation adjustments, are included in equity as a component of accumulated other comprehensive income (loss).

When financial instruments denominated in a currency other than the U.S. Dollar are expected to be settled in cash in the foreseeable future, the impact of changes in the U.S. Dollar equivalent are reflected in current earnings.

At December 31, 2023, due primarily to our investment in Shurgard (Note 5) and our notes payable denominated in Euros (Note 8), our operating results and financial position are affected by fluctuations in currency exchange rates between the Euro, and to a lesser extent, other European currencies, against the U.S. Dollar. The Euro was translated at exchange rates of approximately 1.104 U.S. Dollars per Euro at December 31, 2023 (1.070 at December 31, 2022), and average exchange rates of 1.081, 1.054 and 1.183 for the years ended December 31, 2023, 2022, and 2021, respectively.

PUBLIC STORAGE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2023

Income Taxes

We and a subsidiary of PSOC have elected to be treated as a REIT, as defined in the Internal Revenue Code of 1986, as amended (the “Code”). For each taxable year in which we qualify for taxation as a REIT, we will not be subject to U.S. federal corporate income tax on our “REIT taxable income” (generally, taxable income subject to specified adjustments, including a deduction for dividends paid and excluding our net capital gain) that is distributed to our shareholders. We believe we have met these REIT requirements for all periods presented herein. Accordingly, we have recorded no U.S. federal corporate income tax expense related to our REIT taxable income.

We have elected taxable REIT subsidiary (“TRS”) status for some of our consolidated subsidiaries. Our tenant reinsurance, merchandise, and third party management operations are conducted under these TRSs and are subject to federal corporate income tax. For these entities, deferred tax assets and liabilities for temporary differences are recognized based on the future tax consequences attributable to differences that exist between the financial statement carrying amounts of assets and liabilities and their respective tax bases, as well as tax attributes such as operating loss, capital loss and tax credits carryforwards on a taxing jurisdiction basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Valuation allowances are established when necessary to reduce deferred tax assets to the amounts that are expected more likely than not to be realized in the future.

We recognize tax benefits of uncertain income tax positions only if we believe it is more likely than not that the position would ultimately be sustained assuming the relevant taxing authorities had full knowledge of the relevant facts and circumstances of our positions. As of December 31, 2023, we had no tax benefits that were not recognized.

We also incur income taxes in certain state and local jurisdictions, which are included in income tax expense in the Consolidated Statements of Income.

Share-Based Compensation

We generally estimate the fair value of share-based payment awards on the date of grant. We determine the fair value of restricted share units (“RSUs”) with no market conditions based on the closing market price of the Company’s common shares on the date of grant. We value stock options with no market conditions at the grant date using the Black-Scholes option-pricing model. We value stock options and RSUs with market conditions at the grant date using a Monte-Carlo valuation simulation. Our determination of the fair value of share-based payment awards on the date of grant using an option-pricing model or Monte-Carlo valuation simulation is affected by our stock price as well as assumptions regarding a number of subjective and complex variables. These variables include, but are not limited to, our expected stock price volatility over the expected term of the awards. For stock options, variables also include actual and projected stock option exercise behaviors. For restricted share units and stock options with performance conditions, we adjust compensation cost each quarter as needed for any changes in the assessment of the probability that the specified performance criteria will be achieved.

We amortize the grant-date fair value of awards as compensation expense over the service period, which begins on the grant date and ends on the expected vesting date. For awards that are earned solely upon the passage of time and continued service, the entire cost of the award is amortized on a straight-line basis over the service period. For awards with market and/or performance conditions, the individual cost of each vesting is amortized separately over each individual service period (the “accelerated attribution” method). For awards with performance conditions, the estimated number of stock awards that will ultimately vest requires judgment, and to the extent actual results or updated estimates differ from our current estimates, such amounts will be recorded as a cumulative adjustment in the period estimates are revised. In amortizing share-based compensation expense, we do not estimate future forfeitures. Instead, we reverse previously amortized share-based compensation expense with respect to grants that are forfeited in the period the employee terminates employment.

PUBLIC STORAGE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2023

Our share-based compensation plans allow immediate vesting of outstanding unvested awards upon retirement (“Retirement Acceleration”) for employees who meet certain conditions. We accelerate amortization of compensation expense for each grant by changing the end of the service period from the original vesting date to the date an employee is expected to be eligible for Retirement Acceleration, if earlier.

Recent Accounting Pronouncements Not Yet Adopted

In November 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosure*, to require a public entity to disclose significant segment expenses and other segment items on an annual and interim basis and to provide in interim periods all disclosures about a reportable segment’s profit or loss and assets that are currently required annually. Public entities with a single reportable segment are required to provide the new disclosures and all the disclosures required under ASC 280. The guidance is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, on a retrospective basis. Early adoption is permitted. We are currently evaluating the impact of this ASU on our Consolidated Financial Statements and related disclosures.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, to enhance the transparency and decision-usefulness of income tax disclosures, particularly in the rate reconciliation table and disclosures about income taxes paid. The ASU’s amendments are effective for annual periods beginning after December 15, 2024 on a prospective basis. Early adoption is permitted. We are currently evaluating the impact of this ASU on our Consolidated Financial Statements and related disclosures.

3. Simply Acquisition

On September 13, 2023, we acquired all the membership interests of BREIT Simply Storage LLC, a self-storage company that owns and operates 127 self-storage facilities (9.4 million net rentable square feet) and manages 25 self-storage facilities for third parties, for a purchase price of \$2.2 billion in cash, including cash acquired of \$6.0 million and direct transaction costs of \$9.6 million (the “Simply Acquisition”).

We accounted for the Simply Acquisition as an asset acquisition because substantially all the fair value of the gross assets acquired is concentrated in the real estate assets and intangible assets associated with the self-storage facilities, which are determined to be similar in nature. As a result, the direct transaction costs of \$9.6 million were capitalized to the basis of the acquired properties.

The total purchase price was allocated to the individual assets acquired and liabilities assumed based on their relative fair values. The total purchase price, including direct transaction costs, was allocated as follows (in thousands):

Cash	\$	6,032	
Real estate facilities:			
Land		229,396	
Buildings		1,762,752	
Construction in process		2,922	
Intangible assets:			
Acquired customers in place		209,516	
Non real estate-related contracts		4,750	
Other assets		12,046	
Accrued and other liabilities		(43,231)	
Total purchase price, including direct transaction costs	\$	2,184,183	

PUBLIC STORAGE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2023

4. Real Estate Facilities

Activity in real estate facilities during 2023, 2022, and 2021 is as follows:

			For the Years Ended December 31,																			
			2023								2022								2021			
			(Amounts in thousands)																			
Operating facilities, at cost:																						
Beginning balance			\$	24,219,126							\$	22,807,833							\$	17,372,627		
Capital expenditures to maintain real estate facilities			232,048								205,169								137,428			
Capital expenditures for property enhancements			163,380								194,931								116,478			
Capital expenditures for energy efficiencies (LED lighting, solar)			65,026								52,216								30,294			
Acquisitions			2,442,118								733,442								4,940,413			
Dispositions and other			(19,322)								(1,704)								(7,408)			
Developed or expanded facilities opened for operation			362,862								227,239								218,001			
Ending balance			27,465,238								24,219,126								22,807,833			
Accumulated depreciation:																						
Beginning balance			(8,554,155)								(7,773,308)								(7,152,135)			
Depreciation expense			(881,255)								(781,931)								(625,968)			
Dispositions and other			11,436								1,084								4,795			
Ending balance			(9,423,974)								(8,554,155)								(7,773,308)			
Construction in process:																						
Beginning balance			372,992								272,471								188,079			
Costs incurred to develop and expand real estate facilities			356,788								336,948								302,393			
Acquisitions			2,922								—								—			
Write-off of cancelled projects and transfer to other assets			(24,387)								(9,188)								—			
Developed or expanded facilities opened for operation			(362,862)								(227,239)								(218,001)			
Ending balance			345,453								372,992								272,471			
Total real estate facilities at December 31,			\$	18,386,717							\$	16,037,963							\$	15,306,996		

During 2023, in addition to the Simply Acquisition, we acquired 37 self-storage facilities (2.7 million net rentable square feet of storage space), for a total cost of \$473.2 million in cash. Approximately \$23.2 million of the total cost was allocated to intangible assets. We completed development and redevelopment activities costing \$362.9 million during 2023, adding 1.7 million net rentable square feet of self-storage space. Construction in process at December 31, 2023 consisted of projects to develop new self-storage facilities and expand existing self-storage facilities. During 2023, we wrote off \$11.7 million of accumulated development costs for cancelled development and redevelopment projects in construction in

process as real estate acquisition and development expense. We also transferred \$12.7 million of land cost related to cancelled development projects to other assets at December 31, 2023.

During 2023, we completed a real estate transaction with a third-party, through which we sold an operating self-storage facility with a net book value of \$7.1 million for gross proceeds of \$40.0 million and acquired a nearby land parcel for \$13.5 million. At the close of the transaction, we entered into a leaseback of the self-storage facility until we complete development of the acquired land into a self-storage facility, no later than December 31, 2026. Of the \$40.0 million in gross proceeds, \$24.3 million was allocated to the sale of the property based on its estimated fair value, resulting a net gain on sale of real estate of \$17.1 million after direct transaction costs, and \$15.7 million was classified as a reduction of costs to develop the acquired land included in construction in process.

During 2023, we also sold a land parcel for \$0.1 million in cash and recorded a related gain on sale of real estate of \$0.1 million.

PUBLIC STORAGE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2023

During 2022, we acquired 74 self-storage facilities (4.7 million net rentable square feet of storage space), for a total cost of \$730.5 million, consisting of \$710.6 million in cash and \$19.9 million in partnership units in one of our subsidiaries. Approximately \$24.1 million of the total cost was allocated to intangible assets. We completed development and redevelopment activities costing \$227.2 million during 2022, adding 1.4 million net rentable square feet of self-storage space. Construction in process at December 31, 2022 consisted of projects to develop new self-storage facilities and expand existing self-storage facilities. During 2022, we wrote off \$7.0 million of accumulated development costs for cancelled development and redevelopment projects in construction in process as real estate acquisition and development expense. We also transferred \$2.2 million of land cost related to a cancelled development project to other assets at December 31, 2022.

Additionally, on July 8, 2022, we acquired from PS Business Parks, Inc. ("PSB") the commercial interests in five properties at three sites jointly occupied with certain of our self-storage facilities located in Maryland and Virginia, for \$47.3 million. We recognized \$27.0 million of real estate assets and \$0.7 million of intangibles for the properties acquired, representing the cost of these commercial properties that we did not have interest in through our equity investment in PSB. We recognized the remaining \$19.6 million as an increase to our basis in our equity investment in PSB, which represents the elimination of our portion of the gain recorded by PSB.

During 2022, we sold portions of real estate facilities in connection with eminent domain proceedings for \$1.5 million in cash proceeds and recorded a related gain on sale of real estate of approximately \$1.5 million.

During 2021, we acquired 232 self-storage facilities (21.8 million net rentable square feet of storage space), for a total cost of \$5.1 billion, consisting of \$5.0 billion in cash and \$68.2 million in partnership units in one of our subsidiaries. Approximately \$174.9 million of the total cost was allocated to intangible assets. We completed development and redevelopment activities costing \$218.0 million during 2021, adding 1.6 million net rentable square feet of self-storage space. During 2021, we sold portions of real estate facilities in connection with eminent domain proceedings for \$16.3 million in cash proceeds and recorded a related gain on sale of real estate of approximately \$13.7 million.

At December 31, 2023, the adjusted basis of real estate facilities for U.S. federal tax purposes was approximately \$18.3 billion (unaudited).

5. Investments in Unconsolidated Real Estate Entities

		Equity in Earnings of Unconsolidated Real Estate Entities for the															
		Year Ended December 31,															
		2023			2022			2021									
Shurgard		\$	27,897		\$	26,385		\$	24,371								
PSB		—			80,596			207,722									
Total		\$	27,897		\$	106,981		\$	232,093								

As of December 31, 2023, 2022, and 2021, we translated the book value of our investment in Shurgard from Euro to U.S. Dollars and recorded \$13.1 million other comprehensive gain, \$26.7 million other comprehensive loss, and \$10.2 million other comprehensive loss, respectively.

PUBLIC STORAGE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2023

Investment in PSB

On July 20, 2022, in connection with the closing of the merger of PS Business Parks, Inc. (“PSB”) with affiliates of Blackstone Real Estate (“Blackstone”), we completed the sale of our 41% common equity interest in PSB in its entirety. At the close of the merger transaction, we received a total of \$2.7 billion of cash proceeds and recognized a gain of \$2.1 billion during the third quarter of 2022.

During 2022 and 2021, we received cash distributions from PSB totaling \$109.5 million and \$127.3 million, respectively, which were classified within cash flows from operating activities in the Consolidated Statements of Cash flows. Since the sale of PSB in July 2022, we no longer recognize equity in earnings or receive cash distributions from PSB.

Summarized financial information of PSB

The following table represents summarized financial information for PSB derived from its reported financial statements prepared under US GAAP before our basis difference adjustments for the years ended December 31, 2022 and 2021 (amounts in thousands). Due to the complete sale of our equity investment in PSB in July 2022, the summarized financial information for 2022 includes PSB's financial activities through June 30, 2022, which represents the most practical date of such reported information prior to the transaction. Summarized financial information for Shurgard is excluded in the table below.

	Year Ended December 31,			
	2022		2021	
Revenues	\$	223,750	\$	438,703
Costs of operations		66,701		130,896
Operating income		88,702		195,264
Gain on sale of real estate		118,801		359,875
Net Income		208,665		553,029

6. Goodwill and Other Intangible Assets

Goodwill and other intangible assets consisted of the following (amounts in thousands):

PUBLIC STORAGE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2023

The remaining amortization expense will be recognized over a weighted average life of approximately 1.2 years. The estimated future amortization expense for our finite-lived intangible assets at December 31, 2023 is as follows (amounts in thousands):

Year	Amount
2024	\$ 116,338
2025	60,467
2026	19,129
2027	2,797
2028	377
Thereafter	3,492
Total	\$ 202,600

7. Credit Facility

On June 12, 2023, PSOC entered into an amended revolving credit agreement (the “Credit Facility”), which increased our borrowing limit from \$500 million to \$1.5 billion and extended the maturity date from April 19, 2024 to June 12, 2027. We have the option to further extend the maturity date by up to one additional year with additional extension fees up to 0.125% of the extended commitment amount. Amounts drawn on the Credit Facility bear annual interest at rates ranging from SOFR plus 0.65% to SOFR plus 1.40% depending upon our credit rating (SOFR plus 0.70% at December 31, 2023). We are also required to pay a quarterly facility fee ranging from 0.10% per annum to 0.30% per annum depending upon our credit rating (0.10% per annum at December 31, 2023). At December 31, 2023 and February 20, 2024, we had no outstanding borrowings under this Credit Facility. We had undrawn standby letters of credit, which reduce our borrowing capacity, totaling \$14.6 million at December 31, 2023 (\$18.6 million at December 31, 2022 under the previous credit facility). The Credit Facility has various customary restrictive covenants with which we were in compliance at December 31, 2023. We incurred a total of \$8.4 million of issuance costs associated with the amended Credit Facility, which is classified as Other Assets on the Consolidated Balance Sheets and will be amortized as Interest Expense on the Consolidated Statement of Income through June 12, 2027.

Public Storage has provided a full and unconditional guarantee of PSOC’s obligations under the Credit Facility.

PUBLIC STORAGE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2023

8. Notes Payable

Our notes payable (all of which were issued by PSOC), are reflected net of issuance costs (including original issue discounts), which are amortized as interest expense on the effective interest method over the term of each respective note. Our notes payable at December 31, 2023 and December 31, 2022 are set forth in the tables below:

[illegible]

Public Storage has provided a full and unconditional guarantee of PSOC's obligations under each series of unsecured notes.

U.S. Dollar Denominated Unsecured Notes

On July 26, 2023, we completed a public offering of \$400 million, \$500 million, \$700 million, and \$600 million aggregate principal amount of unsecured senior notes bearing interest at an annual rate of Compounded SOFR + 0.60% (reset quarterly), 5.125%, 5.100%, and 5.350%, respectively, and maturing on July 25, 2025, January 15, 2029, August 1, 2033, and August 1, 2053, respectively. Interest on the 2025 notes is payable quarterly, commencing on October 25, 2023. Interest on the 2029 notes is payable semi-annually, commencing on January 15, 2024. Interest on the 2033 notes and 2053 notes is payable semi-annually, commencing on February 1, 2024. In connection with the offering, we incurred a total of \$18.7 million in costs.

PUBLIC STORAGE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2023

On August 15, 2022, the Company redeemed its 2.370% Senior Notes due September 15, 2022, with an aggregate principal amount of \$500.0 million.

On January 19, 2021, we completed a public offering of \$500 million aggregate principal amount of senior notes bearing interest at an annual rate of 0.875% and maturing on February 15, 2026. Interest on the senior notes is payable semi-annually, commencing on August 15, 2021. In connection with the offering, we incurred \$3.8 million in costs.

On April 23, 2021, we completed a public offering of \$700 million, \$650 million, and \$650 million aggregate principal amount of senior notes bearing interest at an annual rate of the Compounded SOFR plus 0.47% (reset quarterly and at 4.36% as of December 31, 2022), 1.850%, and 2.300%, respectively, and maturing on April 23, 2024, May 1, 2028, and May 1, 2031, respectively. Interest on the 2024 notes is payable quarterly, commencing on July 23, 2021. Interest on the 2028 notes and 2031 notes is payable semi-annually, commencing on November 1, 2021. In connection with the offering, we incurred a total of \$13.7 million in costs.

On November 9, 2021, we completed a public offering of \$650 million, \$550 million, and \$550 million aggregate principal amount of senior notes bearing interest at an annual rate of 1.500%, 1.950%, and 2.250%, respectively, and maturing on November 9, 2026, November 9, 2028, and November 9, 2031, respectively. Interest on the senior notes is payable semi-annually, commencing on May 9, 2022. In connection with the offering, we incurred a total of \$11.3 million in costs.

The U.S. Dollar denominated unsecured notes (the “U.S. Dollar Denominated Unsecured Notes”) have various financial covenants with which we were in compliance at December 31, 2023. Included in these covenants are (a) a maximum Debt to Total Assets of 65% (approximately 16% at December 31, 2023) and (b) a minimum ratio of Adjusted EBITDA to Interest Expense of 1.5x (approximately 17x for the twelve months ended December 31, 2023) as well as covenants limiting the amount we can encumber our properties with mortgage debt.

Euro Denominated Unsecured Notes

Our Euro denominated unsecured notes (the “Euro Notes”) consist of four tranches: (i) €242.0 million issued to institutional investors on November 3, 2015, (ii) €100.0 million issued to institutional investors on April 12, 2016, (iii) €500.0 million issued in a public offering on January 24, 2020, and (iv) €700.0 million issued in a public offering on September 9, 2021. Interest is payable semi-annually on the notes issued November 3, 2015 and April 12, 2016, and annually on the notes issued January 24, 2020 and September 9, 2021. The Euro Notes have financial covenants similar to those of the U.S. Dollar Denominated Unsecured Notes.

We reflect changes in the U.S. Dollar equivalent of the amount payable including the associated interest, as a result of changes in foreign exchange rates as “Foreign currency exchange (loss) gain” on our income statement (losses of \$51.6 million for 2023, as compared to gains of \$99.2 million for 2022 and \$111.8 million for 2021).

Mortgage Notes

We assumed our non-recourse mortgage debt in connection with property acquisitions, and we recorded such debt at fair value with any premium or discount to the stated note balance amortized using the effective interest method.

At December 31, 2023, the related contractual interest rates of our mortgage notes are fixed, ranging between 3.9% and 7.1%, and mature between September 1, 2028 and July 1, 2030.

At December 31, 2023, approximate principal maturities of our Notes Payable are as follows (amounts in thousands):

PUBLIC STORAGE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2023

	Unsecured Debt		Mortgage Debt		Total	
2024	\$	810,372	\$	124	\$	810,496
2025		667,116		131		667,247
2026		1,150,000		138		1,150,138
2027		500,000		146		500,146
2028		1,200,000		129		1,200,129
Thereafter		4,824,469		1,165		4,825,634
	\$	9,151,957	\$	1,833	\$	9,153,790
Weighted average effective rate		3.1%		4.4%		3.1%

Cash paid for interest totaled \$155.5 million, \$133.8 million, and \$77.7 million for 2023, 2022, and 2021, respectively. Interest capitalized as real estate totaled \$9.3 million, \$6.0 million, and \$3.5 million for 2023, 2022, and 2021, respectively.

9. Noncontrolling Interests

There are noncontrolling interests related to several subsidiaries we consolidate of which we do not own 100% of the equity. At December 31, 2023, certain of these subsidiaries have issued 499,966 partnership units to third-parties that are convertible on a one-for-one basis (subject to certain limitations) into common shares of the Company at the request of the unitholder.

10. Shareholders' Equity

Preferred Shares

At December 31, 2023 and December 31, 2022, we had the following series of Cumulative Preferred Shares ("Preferred Shares") outstanding:

At December 31, 2023										At December 31, 2024			
Series	Earliest Redemption Date	Dividend Rate	Shares Outstanding	Liquidation Preference	Shares Outstanding								
(Dollar amounts in thousands)													
Series F	6/2/2022	5.150 %	11,200	\$ 280,000	11,200 \$								
Series G	8/9/2022	5.050 %	12,000	300,000	12,000								
Series H	3/11/2024	5.600 %	11,400	285,000	11,400								
Series I	9/12/2024	4.875 %	12,650	316,250	12,650								
Series J	11/15/2024	4.700 %	10,350	258,750	10,350								
Series K	12/20/2024	4.750 %	9,200	230,000	9,200								
Series L	6/17/2025	4.625 %	22,600	565,000	22,600								
Series M	8/14/2025	4.125 %	9,200	230,000	9,200								
Series N	10/6/2025	3.875 %	11,300	282,500	11,300								
Series O	11/17/2025	3.900 %	6,800	170,000	6,800								
Series P	6/16/2026	4.000 %	24,150	603,750	24,150								
Series Q	8/17/2026	3.950 %	5,750	143,750	5,750								
Series R	11/19/2026	4.000 %	17,400	435,000	17,400								
Series S	1/13/2027	4.100 %	10,000	250,000	10,000								
Total Preferred Shares			174,000	\$ 4,350,000	174,000 \$								

PUBLIC STORAGE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2023

The holders of our Preferred Shares have general preference rights with respect to liquidation, quarterly distributions, and any accumulated unpaid distributions. Except as noted below, holders of the Preferred Shares do not have voting rights. In the event of a cumulative arrearage equal to six quarterly dividends, holders of all outstanding series of preferred shares (voting as a single class without regard to series) will have the right to elect two additional members to serve on our Board of Trustees (our “Board”) until the arrearage has been cured. At December 31, 2023, there were no dividends in arrears. The affirmative vote of at least 66.67% of the outstanding shares of a series of Preferred Shares is required for any material and adverse amendment to the terms of such series. The affirmative vote of at least 66.67% of the outstanding shares of all of our Preferred Shares, voting as a single class, is required to issue shares ranking senior to our Preferred Shares.

Except under certain conditions relating to the Company’s qualification as a REIT, the Preferred Shares are not redeemable prior to the dates indicated on the table above. On or after the respective dates, each of the series of Preferred Shares is redeemable at our option, in whole or in part, at \$25.00 per depository share, plus accrued and unpaid dividends. Holders of the Preferred Shares cannot require us to redeem such shares.

Upon issuance of our Preferred Shares, we classify the liquidation value as preferred equity on our consolidated balance sheet with any issuance costs recorded as a reduction to Paid-in capital.

During 2022 and 2021, we issued the following series of Preferred Shares at an issuance price of \$25.00 per depository share with each depository share representing 0.001 of a share of Preferred Share (none in 2023) (amounts in thousands):

Year	Series	Shares	Gross Proceeds	Issuance Costs
2022	S	10,000	\$ 250,000	\$ 7,168
2021	P, Q and R	47,300	1,182,500	35,045

During 2021, we redeemed the following series of Preferred Shares at par (none in 2023 and 2022) (amounts in thousands):

Year	Series	Aggregate Redemption Amount	Allocation of Income to Preferred Shares Holders in Connection with Redemption
2021	C, D and E	\$ 875,000	\$ 28,914

Common Shares

During 2023, 2022, and 2021, activity with respect to the issuance of our common shares was as follows (dollar amounts in thousands):

	2023					2022					2021			
	Shares		Amount			Shares		Amount			Shares		Amount	
Employee stock-based compensation and exercise of stock options (Note 12)	405,059		\$ 53,386			283,190		\$ 35,405			552,713		\$ 95,860	

Our Board previously authorized the repurchase from time to time of up to 35.0 million of our common shares on the open market or in privately negotiated transactions. Through December 31, 2023, we repurchased approximately 23.7 million shares pursuant to this authorization; none of which were repurchased during the three years ended December 31, 2023.

PUBLIC STORAGE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2023

On February 4, 2023, our Board declared a 50% increase in our regular common quarterly dividend from \$2.00 to \$3.00 per share. The distribution equates to an annualized increase to the Company's regular common dividend from \$8.00 to \$12.00 per share. Common share dividends paid, including amounts paid to our restricted share unitholders and deferred share unitholders, totaled \$2.111 billion (\$12.00 per share), \$3.714 billion (\$21.15 per share), and \$1.402 billion (\$8.00 per share) for the years ended December 31, 2023, 2022, and 2021, respectively. Included in common share dividends paid during 2022 is \$2.3 billion of a special cash dividend ("Special Dividend") of \$13.15 per common share paid on August 4, 2022 in connection with the sale of our equity investment in PSB on July 20, 2022. Preferred share dividends totaled \$194.7 million, \$194.4 million and \$186.6 million for the years ended December 31, 2023, 2022, and 2021, respectively.

The unaudited characterization of dividends for U.S. federal corporate income tax purposes is made based upon earnings and profits of the Company, as defined by the Code. For the tax year ended December 31, 2023, distributions for the common shares and all the various series of preferred shares were classified as follows:

	2023 (unaudited)							
	1st Quarter		2nd Quarter		3rd Quarter		4th Quarter	
Ordinary Dividends	100.00	%	100.00	%	100.00	%	100.00	%
Capital Gain Distributions	0.00	%	0.00	%	0.00	%	0.00	%
Total	100.00	%	100.00	%	100.00	%	100.00	%

The ordinary income dividends distributed for the tax year ended December 31, 2023 are not qualified dividends under the Internal Revenue Code; however, they are subject to the 20% deduction under IRS Section 199A.

11. Related Party Transactions

At December 31, 2023, Tamara Hughes Gustavson, a current member of our Board, held less than a 0.1% equity interest in, and is a manager of, a limited liability company that owns 65 self-storage facilities in Canada. Two of Ms. Gustavson's adult children owned the remaining equity interest in the limited liability company. These facilities operate under the Public Storage® tradename, which we license to the owners of these facilities for use in Canada on a royalty-free, non-exclusive basis. We have no ownership interest in these facilities and we do not own or operate any facilities in Canada. If we chose to acquire or develop our own facilities in Canada, we would have to share the use of the Public Storage® name in Canada. We have a right of first refusal, subject to limitations, to acquire the stock or assets of the corporation engaged in the operation of these facilities if their owners agree to sell them. Our subsidiaries reinsure risks relating to loss of goods stored by customers in these facilities, and have received premium payments of approximately \$2.1 million, \$2.2 million and \$2.1 million for 2023, 2022, and 2021, respectively.

12. Share-Based Compensation

Under various share-based compensation plans and under terms established or modified by our Board or a committee thereof, we grant equity awards to trustees, officers, and key employees, including non-qualified options to purchase the Company's common shares, restricted share units ("RSUs"), deferred share units ("DSUs"), and unrestricted common shares issued in lieu of trustee compensation.

On April 26, 2021, the Company's Shareholders approved the 2021 Equity and Performance-Based Incentive Compensation Plan ("2021 Plan"), which authorized an additional three million shares available for future issuance of equity-based awards. As of December 31, 2023, there were a total of 1,364,578 shares reserved for granting of future options and stock awards under the 2021 Plan.

We recorded share-based compensation expense associated with our equity awards in the various expense categories in the Consolidated Statements of Income as set forth in the following table. In addition, \$2.4 million, \$4.1 million, and \$3.9 million share-based compensation cost was capitalized as real estate facilities for the year ended December 31, 2023, 2022, and 2021, respectively.

F-25

PUBLIC STORAGE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2023

	For Years Ended December 31,																		
	2023				2022				2021										
	(Amounts in thousands)																		
Self-storage cost of operations	\$	13,636				\$	17,950				\$	20,544							
Ancillary cost of operations		1,289					888					1,561							
Real estate acquisition and development expense		1,242					11,204					4,031							
General and administrative		25,399					26,661					33,729							
Total	\$	41,566				\$	56,703				\$	59,865							

Included in share-based compensation is \$3.2 million, \$14.9 million and \$15.9 million for the years ended December 31, 2023, 2022, and 2021, respectively, of Retirement Acceleration as discussed in Note 2.

Stock Options

We have service-based and performance-based stock options outstanding. Performance-based stock options outstanding vest upon meeting certain performance conditions or market conditions. Stock options generally vest over 3 to 5 years, expire 10 years after the grant date, and have an exercise price equal to the closing trading price of our common shares on the grant date. New shares are issued for options exercised. Employees cannot require the Company to settle their awards in cash.

For the years ended December 31, 2023, 2022, and 2021, we incurred share-based compensation cost for outstanding stock options of \$14.9 million, \$19.9 million and \$25.1 million, respectively.

During 2023, we granted 60,000 stock options in connection with non-management trustee compensation. 117,168 stock options were awarded during 2023 where vesting is dependent upon meeting certain market conditions over the three-year period from March 15, 2023 through March 14, 2026, with continued service-based vesting through the first quarter of 2028. These stock options require relative achievement of the Company's total shareholder return as compared to the weighted average total shareholder return of specified peer groups and can result in grantees earning up to 200% of the target options originally granted.

During 2022, 77,683 stock options were awarded where vesting is dependent upon meeting certain market conditions over the three-year period from January 1, 2022 through December 31, 2024, with continued service-based vesting through the first quarter of 2027. These stock options require relative achievement of the Company's total shareholder return as compared to the weighted average total shareholder return of specified peer groups and can result in grantees earning up to 200% of the target options originally granted.

During 2021, 245,000 stock options were awarded where vesting is dependent upon meeting certain performance targets over the three-year period from January 1, 2021 through December 31, 2023, which are considered performance conditions, with continued service-based vesting through the first quarter of 2026. These awards contain a relative Total Shareholder Return modifier that will adjust the payout based on relative performance as compared to the market. These performance targets were met at 125% achievement at December 31, 2023. With the relative Total Shareholder Return modifier measured through December 31, 2023, the total payout was at 150% of the target options originally granted.

The stock options outstanding at December 31, 2023 have an aggregate intrinsic value (the excess, if any, of each option's market value over the exercise price) of approximately \$249.3 million and remaining average contractual lives of approximately five years. Total compensation cost related to nonvested stock options that has not yet been recognized is \$14.7 million and is expected to be recognized as compensation cost over approximately two years on average. Exercisable stock options have an aggregate intrinsic value of approximately \$183.1 million at December 31, 2023 and remaining average contractual lives of approximately four years.

PUBLIC STORAGE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2023

Additional information with respect to stock options during 2023, 2022, and 2021 is as follows:

	Service-Based				Performance-Based				Total		
	Number of Options		Weighted Average Exercise Price per Share		Number of Options		Weighted Average Exercise Price per Share		Number of Options		Weighted Average Exercise Price per Share
Options outstanding January 1, 2021	2,231,167		\$ 204.60		730,000		\$ 228.94		2,961,167		\$ 210.59
Granted (a)	140,000		248.54		420,000		229.53		560,000		234.29
Exercised	(471,216)		(203.30)		—		—		(471,216)		(203.30)
Cancelled	—		—		(10,000)		(228.94)		(10,000)		(228.94)
Options outstanding December 31, 2021	1,899,951		\$ 208.16		1,140,000		\$ 229.16		3,039,951		\$ 216.04
Granted (b)	65,000		398.97		138,933		299.88		203,933		331.46
Special dividend adjustment (c)	62,512		N/A		41,836		N/A		104,348		N/A
Exercised	(173,422)		(189.95)		(10,327)		(221.68)		(183,749)		(191.74)
Cancelled	—		—		—		—		—		—
Options outstanding December 31, 2022 (d)	1,854,041		\$ 209.53		1,310,442		\$ 229.39		3,164,483		\$ 217.75
Granted (e)	60,000		286.81		180,423		265.46		240,425		270.79
Exercised	(272,250)		(167.15)		(34,401)		(221.68)		(306,651)		(173.26)
Cancelled	(12,049)		(293.81)		(34,987)		(229.34)		(47,036)		(245.86)
Options outstanding December 31, 2023	1,629,742		\$ 218.83		1,421,477		\$ 234.16		3,051,221		\$ 225.97
Options exercisable at December 31, 2023	1,475,764		\$ 210.75		507,766		\$ 221.68		1,983,530		\$ 213.55

PUBLIC STORAGE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2023

(c) On August 4, 2022, we paid a Special Dividend of \$13.15 per common share to shareholders of record as of August 1, 2022. Stock options that were outstanding at the time of the Special Dividend were adjusted pursuant to the anti-dilution provisions of the Company's applicable equity and performance-based incentive compensation plans that provide for equitable adjustments in the event of an extraordinary cash dividend. The anti-dilution adjustments proportionately increased the number of outstanding stock options and reduced the exercise prices of outstanding stock options by a conversion rate of 1.03275, resulting in an increase of 104,348 stock options outstanding. The adjustments did not result in incremental share-based compensation expense.

(d) The weighted average exercise price of options outstanding at December 31, 2022 reflect the adjusted exercise price post the anti-dilution adjustment on August 3, 2022.

(e) Amount granted for performance-based stock options includes 63,257 options for payout adjustments based on Total Shareholder Return modifier for options granted in 2021.

Restricted Share Units

We have service-based and performance-based RSUs outstanding, which generally vest over 5 to 8 years from the grant date. Performance-based RSUs outstanding vest upon meeting certain performance conditions or market conditions. The grantee receives dividends for each outstanding RSU equal to the per-share dividends received by our common shareholders. We expense any dividends previously paid upon forfeiture of the related RSU. Upon vesting, the grantee receives new common shares equal to the number of vested RSUs, less common shares withheld to satisfy the grantee's statutory tax liabilities arising from the vesting.

The fair value of our RSUs is determined based upon the applicable closing trading price of our common shares.

For the years ended December 31, 2023, 2022, and 2021, we incurred share-based compensation cost for RSUs of \$28.2 million, \$39.9 million, and \$37.6 million, respectively.

Among the 115,185 RSUs granted during 2023, 37,211 RSUs were awarded where vesting is dependent upon meeting certain market conditions over a three-year period from March 15, 2023 through March 14, 2026, with continued service-based vesting through the first quarter of 2028. These RSUs require relative achievement of the Company's total shareholder return as compared to the weighted average total shareholder return of specified peer groups and can result in grantees earning up to 200% of the target RSUs originally granted.

During 2022, 21,985 RSUs were awarded where vesting is dependent upon meeting certain market conditions over a three-year period from January 1, 2022 through December 31, 2024, with continued service-based vesting through the first quarter of 2027. The amount of these RSUs that are earned and vested, if any, will be based, in addition to continued employment requirements, on the Company's relative total shareholder return over the three-year period as compared to the weighted average total shareholder return of the specified peer groups and can result in grantees earning up to 200% of the target RSUs originally granted.

During 2021, 37,000 RSUs were awarded where vesting is dependent upon meeting certain performance targets for 2021, which are considered performance conditions, with continued service-based vesting through the first quarter of 2026. As of December 31, 2023, these targets were met at 125% achievement.

Remaining compensation cost related to RSUs outstanding at December 31, 2023 totals approximately \$72.5 million and is expected to be recognized over the next three years on average. The following tables set forth relevant information with respect to restricted shares (dollar amounts in thousands):

PUBLIC STORAGE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2023

	Service-Based						Performance-Based						Total				
	Number of Restricted Share Units		Weighted- Average Grant-Date Fair Value				Number of Restricted Share Units		Weighted- Average Grant-Date Fair Value				Number of Restricted Share Units		Weighted- Average Grant-Date Fair Value		
Restricted share units outstanding January 1, 2021	552,788		\$ 218.11				—		\$ —				552,788		\$ 218.11		
Granted (a)	143,068		336.06				46,250		275.12				189,318		321.17		
Vested	(138,420)		(216.63)				—		—				(138,420)		(216.63)		
Forfeited	(32,864)		(221.32)				—		—				(32,864)		(221.32)		
Restricted share units outstanding December 31, 2021	524,572		\$ 249.90				46,250		\$ 275.12				570,822		\$ 251.95		
Granted	51,575		293.43				21,985		465.11				73,560		344.74		
Vested	(146,138)		(240.71)				—		—				(146,138)		(240.71)		
Forfeited	(22,197)		(256.50)				—		—				(22,197)		(256.50)		
Restricted share units outstanding December 31, 2022	407,812		\$ 258.34				68,235		\$ 336.33				476,047		\$ 269.52		
Granted	77,974		296.19				37,211		295.61				115,185		296.01		
Vested	(132,909)		(245.19)				(9,250)		(275.12)				(142,159)		(247.13)		
Forfeited	(30,229)		(266.60)				(2,183)		(300.86)				(32,412)		(268.91)		
Restricted share units outstanding December 31, 2023	322,648		\$ 272.14				94,013		\$ 327.06				416,661		\$ 284.53		

	2023		2022		2021	
Amounts for the year (in 000's, except number of shares):						
Fair value of vested shares on vesting date	\$	41,999	\$	47,244	\$	37,430
Cash paid for taxes upon vesting in lieu of issuing common shares	\$	13,950	\$	16,827	\$	13,069
Common shares issued upon vesting		96,657		99,009		81,325
Average assumptions used in valuing restricted share units with market conditions with the Monte-Carlo simulation method:						
Time from the valuation date to the end of the performance period		3		3		
Risk-free interest rate		3.8%		1.6%		
Expected volatility, based upon historical volatility		28.2%		26.5%		
Expected dividend yield		4.1%		2.3%		

(a) Amount granted for performance-based RSUs includes 9,250 RSUs for performance adjustments above target for RSUs granted in 2021.

Trustee Deferral Program

Non-management trustees may elect to receive all or a portion of their cash retainers in cash, unrestricted common shares, or fully-vested DSUs to be settled at a specified future date. Unrestricted common shares and/or DSUs will be granted to the non-management trustee on the last day of each calendar quarter based on the cash retainer earned for that quarter and converted into a number of shares or units based on the applicable closing price of our common shares on such date. During 2023, we granted 2,085 DSUs and 884 unrestricted common shares. During 2022, 867 previously granted DSUs were settled in common shares. A total of 10,769 DSUs were outstanding at December 31, 2023 (9,551 at December 31, 2022).

PUBLIC STORAGE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2023

13. Net Income per Common Share

We allocate net income to (i) noncontrolling interests based upon their contractual rights in the respective subsidiaries or for participating noncontrolling interests based upon their participation in both distributed and undistributed earnings of the Company, (ii) preferred shareholders, for distributions paid or payable, (iii) preferred shareholders, to the extent redemption cost exceeds the related original net issuance proceeds (a “preferred share redemption charge”), and (iv) RSUs, for non-forfeitable dividends paid and adjusted for participation rights in undistributed earnings of the Company.

We calculate basic and diluted net income per common share based upon net income allocable to common shareholders, divided by (i) weighted average common shares for basic net income per common share, and (ii) weighted average common shares adjusted for the impact of dilutive stock options outstanding for diluted net income per common share. Stock options representing 375,577 common shares were excluded from the computation of diluted earnings per share for 2023, as compared to 147,344 common shares for 2022, because their effect would have been antidilutive.

The following table reconciles the numerators and denominators of the basic and diluted net income per common shares computation for the year ended December 31, 2023, 2022, and 2021, respectively (in thousands, except per share amounts):

	For the Years Ended December 31,					
	2023		2022		2021	
Numerator for basic and dilutive net income per common share – net income allocable to common shareholders	\$	1,948,741	\$	4,142,288	\$	1,732,444
Denominator for basic net income per share - weighted average common shares outstanding		175,472		175,257		174,858
Net effect of dilutive stock options - based on treasury stock method		671		1,023		710
Denominator for dilutive net income per share - weighted average common shares outstanding		176,143		176,280		175,568
Net income per common share:						
Basic	\$	11.11	\$	23.64	\$	9.91
Dilutive	\$	11.06	\$	23.50	\$	9.87

PUBLIC STORAGE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2023

14. Segment Information

Our operating segments reflect the significant components of our operations where discrete financial information is evaluated separately by our chief operating decision maker.

Self-Storage Operations

The Self-Storage Operations reportable segment reflects the aggregated rental operations from the self-storage facilities we own through the following operating segments: (i) Same Store Facilities, (ii) Acquired Facilities, (iii) Developed and Expanded Facilities, and (iv) Other Non-Same Store Facilities. The presentation in the table below sets forth the Net Operating Income (“NOI”) of this reportable segment, as well as the related depreciation expense. For all periods presented, substantially all of our real estate facilities, goodwill and other intangible assets, other assets, and accrued and other liabilities are associated with the Self-Storage Operations reportable segment.

Ancillary Operations

The Ancillary Operations reflects the combined operations of our tenant reinsurance, merchandise sales, and third party property management operating segments.

Presentation of Segment Information

The following table reconciles NOI and net income attributable to our reportable segment to our consolidated net income:

PUBLIC STORAGE
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2023

15. Commitments and Contingencies

Contingent Losses

We are a party to various legal proceedings and subject to various claims and complaints; however, we believe that the likelihood of these contingencies resulting in a material loss to the Company, either individually or in the aggregate, is remote.

Insurance and Loss Exposure

We carry property, earthquake, general liability, employee medical insurance, and workers compensation coverage through internationally recognized insurance carriers, subject to deductibles. Our deductible for general liability is \$2.0 million per occurrence. Our annual deductible for property loss is \$25.0 million per occurrence. This deductible decreases to \$5.0 million once we reach \$35.0 million in aggregate losses for occurrences that exceed \$5.0 million. Insurance carriers' aggregate limits on these policies of \$75.0 million for property losses and \$102.0 million for general liability losses are higher than estimates of maximum probable losses that could occur from individual catastrophic events determined in recent engineering and actuarial studies; however, in case of multiple catastrophic events, these limits could be exceeded.

We reinsure a program that provides insurance to our customers from an independent third-party insurer. This program covers customer claims for losses to goods stored at our facilities as a result of specific named perils (earthquakes are not covered by this program), up to a maximum limit of \$5,000 per storage unit. We reinsure all risks in this program, but purchase insurance to cover this exposure for a limit of \$15.0 million for losses in excess of \$5.0 million per occurrence. We are subject to licensing requirements and regulations in all states. Customers participate in the program at their option. At December 31, 2023, there were approximately 1.3 million certificates held by our self-storage customers, representing aggregate coverage of approximately \$6.2 billion.

Commitments

We have construction commitments representing future expected payments for construction under contract totaling \$164.8 million at December 31, 2023. We expect to pay approximately \$149.3 million in 2024 and \$15.5 million in 2025 for these construction commitments.

We have future contractual payments on land, equipment and office space under various lease commitments totaling \$65.4 million at December 31, 2023. We expect to pay approximately \$4.0 million in each of 2024, 2025, and 2026, \$2.6 million in 2027, \$2.5 million in 2028, and \$48.3 million thereafter for these commitments.

PUBLIC STORAGE
SCHEDULE III - REAL ESTATE
AND ACCUMULATED DEPRECIATION
(Amounts in thousands, except number of properties)

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PUBLIC STORAGE
SCHEDULE III - REAL ESTATE
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PUBLIC STORAGE
SCHEDULE III - REAL ESTATE
AND ACCUMULATED DEPRECIATION
(Amounts in thousands, except number of properties)

Description	No. of Facilities	Net Rentable Square Feet	2023 Encum- brances	Initial Cost		Costs Subsequent to Acquisition
				Land	Buildings & Improvements	
Rochester	3	155	—	2,142	10,787	3,799
Shreveport	2	150	—	817	3,030	3,476
Springfield/ Holyoke	2	144	—	1,428	3,380	2,599
Santa Barbara	2	98	—	5,733	9,106	1,183
Topeka	2	94	—	225	1,419	2,167
Joplin	1	56	—	264	904	1,067
Syracuse	1	55	—	545	1,279	1,413
Modesto/ Fresno/ Stockton	1	33	—	44	206	1,399
Commercial and non- operating real estate			—	13,194	26,143	136,325
	3,044	218,071	\$ 1,833	\$ 5,542,781	\$ 17,177,947	\$ 4,744,510

Note: Buildings and improvements are depreciated on a straight-line basis over estimated useful lives ranging generally between 5 to 25 years. In addition, disclosures of the number and square footage of our facilities are unaudited.