

## SECTION 16 COMPLIANCE POLICY

This Section 16 Compliance Policy (this “**Policy**”) applies only to the directors and officers of WillScot Corporation (the “**Company**”) who are designated by the Board as the Company’s Section 16 officers in accordance with Section 16 of the Securities Exchange Act of 1934 and the rules and regulations thereunder as amended from time to time (the “Exchange Act”). We refer to covered individuals as “**Insiders**.”

Pursuant to federal securities laws, compliance with the ownership, reporting and short-swing trading provisions of Section 16 of the Exchange Act is the responsibility of an Insider. However, in view of the complexity of the rules in this area and in order to reduce the likelihood of unintentional reporting or trading violations, we have established the guidelines in this Policy to assist Insiders in meeting their Section 16(a) reporting responsibilities and to help avoid liability for Section 16(b) short-swing trading. These guidelines have been implemented by the Company for several reasons:

- to provide a mechanism for reminding Insiders of the risks of their reporting obligations and the risks of short-swing profit liability;
- to assist Insiders in complying on a timely basis with the often complex Section 16(a) reporting requirements; and
- to minimize Section 16(a) reporting violations that must be disclosed in the Company’s proxy statement and Annual Report on Form 10-K.

To assure clarity, the Company’s Board of Directors (“**Board**”) will, in connection with its approval of the Company’s Annual Report on Form 10-K and proxy statement, confirm the officers deemed to be Insiders.

As an Insider, you must continue to comply with other federal securities laws in addition to Section 16 that apply to transactions in Company Securities (as defined in the Company’s Securities Trading Policy). As an Insider, you may be considered an “affiliate” of the Company. If you have any questions or need advice regarding the propriety, timing or other aspects of securities transactions, you should contact our General Counsel.

### **Compliance Support**

Our General Counsel can assist you in the preparation and filing of your Section 16(a) reports, as well as to assist you with Section 16(b) issues. As previously noted, compliance with the Section 16 rules is your personal responsibility, and accordingly, you may prepare and file all required reports yourself. However, because most transactions you effect in Company Securities will require a filing of Form 4 within two business days after the transaction occurs, the Company has implemented the procedures below to assist you.

Remember that, under SEC rules, if you file reporting forms late or fail to file at all, the Company is required by law to disclose your name as a late filer in the Company’s Form 10-K and annual proxy statement. Other significant penalties may also apply.

To further assist you, attached hereto as Exhibit A is a pre-clearance checklist for you to consider before requesting pre-clearance.

## **Filing of Reports; Power of Attorney**

You should carefully consider whether you may be aware of any material non-public information about the Company before requesting pre-clearance, and if you are aware of any such information, you should make the General Counsel fully aware of those circumstances when requesting pre-clearance. An Insider should also (i) indicate to our General Counsel whether or not you have effected any non-exempt “opposite-way” transactions within the past six months; (ii) be prepared to report the proposed transaction on an appropriate Form 4 or Form 5; and (iii) be prepared to comply with SEC Rule 144 and, if appropriate, file Form 144 at the time of any sale.

If our General Counsel approves a transaction for which you have requested pre-clearance, our General Counsel will have a Form 4 prepared and filed with the SEC on your behalf for the transaction. **Our General Counsel will not file a Form 4 unless and until you confirm to our General Counsel that the trade has been placed.** To make this confirmation, you are encouraged to complete and return to our General Counsel a form of the Transaction Report attached hereto as Exhibit B. Please keep in mind that your SEC filing obligation commences on the date you place (execute) an order, not the date on which your transaction settles.

If you would like to review the Form 4 in advance of its filing, please advise our General Counsel and a procedure will be arranged to fax or e-mail a draft to you for your immediate review. Remember that the Form 4 must be filed with the SEC within two business days of the reportable transaction (i.e., electronically received by the SEC by 10:00 p.m. Eastern time on the second business day after the trade date). Therefore, if you would like to review the Form 4 in advance of its filing, you will need to review it promptly and notify our General Counsel immediately of any changes that should be made to the form. **If you do not contact our General Counsel in a timely fashion, we will assume that you have approved the content of the Form 4; if you do not return to our General Counsel a completed Transaction Report (or otherwise notify our General Counsel in writing) promptly after placing your order for the pre-cleared transactions, we will assume that you did not execute the proposed transaction in the permitted trading window.**

At the end of each fiscal year, our General Counsel will also send you a Form 5 filing reminder. If a Form 5 filing is required, then you should promptly complete, sign and return the reminder to our General Counsel. Our General Counsel will then prepare a Form 5 on your behalf and will fax or email the Form 5 to you for review and for subsequent filing by the Company in accordance with the above procedures.

In order to enable us to prepare and file Forms 4 and 5 on a timely basis, it is imperative that you sign and return immediately (to the extent that you have not done so already) the Power of Attorney attached hereto as Exhibit C. While these guidelines and procedures are designed to assist Insiders to comply with Section 16, the Company is aiding in the filing of Section 16 forms as a courtesy and you should recognize that it will remain your obligation to see that your filings are made timely and correctly and that you do not engage in unlawful short swing transactions. **You are responsible for Section 16 filings and will be liable for any delinquencies; the Company cannot and does not assume any legal responsibility in this regard.**

## **EDGAR Filing Codes**

In order to meet the short filing deadline and comply with the requirement that all Form 4's must be filed electronically, you will need to procure an EDGAR filing number if you do not already have one. If you do not already have personal EDGAR filing codes, please advise our General Counsel and EDGAR codes will be requested on your behalf. If you already have filing codes, please provide our General Counsel with your EDGAR CIK and CCC codes and passphrase.

### **Website Posting of Section 16 Filings**

We will provide access to Insiders' Form 3, 4 and 5 reports on our corporate website within one business day after they are filed with the SEC.

### **Periodic Preventive Email Alerts/Reminders**

Because the risk of inadvertent Form 4 filing violations is so high and public scrutiny has been heightened, we may send Insiders periodic preventive reminders and alerts during the course of the year.

Adopted by the Board on November 29, 2017;  
Last amended by the Board on November 14, 2019

## Exhibit A

### **Pre-Clearance Checklist**

- o Trading Window. Confirm that the trade will be made during the Company's permitted "trading window."
- o Section 16 Compliance. Confirm that the proposed trade will not give rise to potential liability under Section 16 as a result of matched past (or intended future) transactions. Also, ensure that a Form 4 has been or will be completed and will be timely filed. Remember to provide a confirmation to our General Counsel if you want him or her to file a Form 4 on your behalf.
- o Prohibited Trades. Confirm that the proposed transaction is not a "short sale," put, call or other transaction prohibited or strongly discouraged under the Company's Securities Trading Policy.
- o Rule 144 Compliance. To the extent applicable, confirm that:
  - o current public information requirement has been met;
  - o shares are not restricted or, if restricted, the applicable holding period has been met;
  - o volume limitations are not exceeded (confirm that the individual is not part of an aggregated group);
  - o the manner of sale requirements have been met; and
  - o the Notice of Form 144 Sale has been completed and filed.
- o Rule 10b-5 Concerns. Understand that (i) trading is prohibited when in possession of any material information regarding the Company that has not been adequately disclosed to the public, and (ii) you must disclose to the General Counsel any information known to you or that the General Counsel might consider to be material, so that the General Counsel can make an informed judgment as to your knowledge of inside information when reviewing a pre-clearance request.

**Exhibit B**

**Transaction Report**

Director or Section 16 Officer: \_\_\_\_\_

I. Transaction(s)

- No transaction(s).                       The transaction(s) described below.

Owner of Record	Transaction Date(1)	Transaction Code(2)	Security (Common, Warrant, etc.)	Number of Securities Acquired	Number of Securities Disposed of	Purchase/Sale Unit Price

- |  |  |
|--|--|
| (1) (a) Brokerage transactions – trade date                  | (d) Acquisitions under stock bonus plan –date of grant |
| (b) Other purchases and sales – date firm commitment is made | (e) Conversion – date of convertible security          |
| (c) Option and SAR exercises – date of exercise              | (f) Gifts – date on which gift is made                 |
| (2) Transaction Codes  | (Q) Transfer pursuant to marital settlement            |
| (P) Pre-established Purchase or Sale                         | (U) Tender of shares                                   |
| (N) Purchase or Sale (not “Pre-established”)                 | (W) Acquisition or disposition of will                 |
| (G) Gift   | (J) Other acquisition or disposition (specify)         |
| (M) Option exercise (in-the-money option)                    |  |

II. SECURITIES OWNERSHIP FOLLOWING TRANSACTION

A. Company Securities Directly or Indirectly Owned (other than stock options noted below):

Title of Security (e.g., Common or Warrant)	Number of shares/units	Record Holder (if not Reporting Person)	Relationship to Reporting Person

B. Stock Option Ownership

Date of Grant	Number of Shares	Exercise Price	Vesting Date	Expiration Date	Exercises to Date (Date, Number of Shares)

## Exhibit C

### **Form of Power of Attorney**

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Hezron Timothy Lopez, Timothy D. Boswell, Allen & Overy LLP and Foley & Lardner LLP, each acting individually, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described, to:

1. prepare, execute, deliver and file for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of WillScot Corporation (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder as amended from time to time (the "Exchange Act");
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4, or 5, including any electronic filing thereof, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority;
3. seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the responsibility to file the Forms 3, 4 and 5 are the responsibility of the undersigned, and the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. The undersigned further acknowledges and agrees that the attorneys-in-fact and the Company are relying on written and oral information provided by the undersigned to complete such forms and the undersigned is responsible for reviewing the completed forms prior to their filing. The attorneys-in-fact and the Company are not responsible for any errors or omissions in such filings. The attorneys-in-fact and the Company are not responsible for determining whether or not the transactions reported could be matched with any other transactions for the purpose of determining liability for short-swing profits under Section 16(b).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in

securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this  
\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

Signature:

Print Name: