

**WILLSCOT ■ MOBILE MINI**  
HOLDINGS CORP



**COMPENSATION COMMITTEE CHARTER**

**PURPOSE**

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of WillScot Mobile Mini Holdings Corp. (the “**Company**”) is to discharge the Board’s responsibilities relating to the compensation and benefits of the Company’s Chief Executive Officer (“**CEO**”) and other officers who are “executive officers” for purposes of Item 401(b) of Regulation S-K (collectively, the “**Executive Officers**”). In this role, the Committee has overall responsibility for approving and evaluating all compensation plans, policies and programs of the Company as they affect the Executive Officers. The Committee also has certain responsibilities related to director compensation and benefits.

The Board has adopted this charter to establish the governing principles of the Committee (the “**Charter**”).

**COMPOSITION**

The Committee shall be comprised of at least three directors. Each such director shall: (i) be determined by the Board to be “independent” in accordance with Section 10C-1 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and any rules and regulations promulgated thereunder by the SEC; (ii) be determined by the Board to meet the independence requirements of the Nasdaq Stock Market (“**NASDAQ**”), including pursuant to NASDAQ Rule 5605(a)(2); and (iii) satisfy the additional composition requirements of NASDAQ Rule 5605(d)(2); *provided, however*, that pursuant to NASDAQ Rule 5605(d)(2)(B), one director, who does not meet the requirements of paragraph 5605(d)(2)(A) and is not currently an Executive Officer or employee or a family member of an Executive Officer, may be appointed to the Committee if the board, under exceptional and limited circumstances, determines that such individual’s membership on the Committee is required by the best interests of the Company and its stockholders; and *provided, further*, that at all times the Committee shall maintain compliance with the applicable NASDAQ rules.

All members of the Committee also shall qualify as “non-employee” directors within the meaning of Rule 16b-3 promulgated under the Exchange Act.

In considering whether a member of the Board is qualified to serve on the Committee, the Board shall consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to: (i) the source of compensation of such director, including any consulting, advisory, or other compensatory fee paid by the Company to such director; and (ii) whether such director is affiliated with the Company, a subsidiary of the Company, or an affiliate of a subsidiary of the Company (affiliate as defined within the meaning of Rule 405 promulgated under the Securities Exchange Act of 1934).

Appointments to the Committee (including the aforementioned Board determinations and

designation of the Chair of the Committee) shall be made by the Board on an annual basis taking into consideration the recommendations of the Nominating and Corporate Governance Committee of the Board. Each member shall be subject to annual reconfirmation and may be removed by the Board at any time, with or without cause.

A member of the Board shall not serve on the Committee if any Executive Officer serves on the board of directors of an entity that employs such Board member as an executive officer. No Committee member shall accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any subsidiary; *provided* that such compensatory fees shall not include: (i) fees received as a member of the Committee, the Board, or any other committee of the Board; or (ii) the receipt of fixed amounts of compensation under a retirement plan, including deferred compensation, for prior service with the Company; *provided* that such compensation is not contingent in any way on continued service.

## **OUTSIDE ADVISORS**

The Committee shall have the authority, in its sole discretion, to engage or obtain advice or assistance from compensation consultants or legal, accounting or other professional advisors as the Committee considers necessary or appropriate to perform its duties hereunder. The Committee shall be responsible for the appointment, compensation, and oversight of any consultants or professional advisors retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to the consultants and advisors engaged by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its responsibilities.

In retaining or seeking advice from compensation consultants and other advisors (other than the Company's in-house counsel), the Committee must take into consideration the factors specified in NASDAQ Rule 5605(d)(3)(D). The Committee may retain, or receive advice from, any such consultants or advisors, including ones that are not considered to be independent, after considering the specified factors. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to: (i) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of Executive Officers or directors and that is generally available to all salaried employees; or (ii) providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Committee shall not be required to implement or act consistently with the advice or recommendations of any compensation consultant or other advisor retained by the Committee, and the authority granted to the Committee herein shall not affect the ability or obligation of the Committee to exercise its own judgment in the fulfillment of its duties.

## **RESPONSIBILITIES**

The Committee shall:

1. Review management proposals regarding compensation philosophy and compensation plans and guidelines for the members of the Board and Executive Officers and report conclusions to the Board. Such review includes plans and administration of plans related to base salary, short-term incentives, and long-term incentives.
2. At least annually, review and approve the annual base salaries and annual incentive

opportunities of the CEO and, with the CEO's assistance, the other Executive Officers. The CEO shall not be present during any Committee deliberations or voting with respect to his or her compensation. When a stockholder advisory vote on executive compensation ("**Say on Pay Vote**") is required for the Company under the SEC's rules and regulations, including Section 14A of the Exchange Act, the Committee, in evaluating and determining compensation for the Executive Officers, shall consider the results of the most recent Say on Pay Vote.

3. Periodically, and as and when appropriate, review and approve the following as they affect the Executive Officers: (a) all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (b) any employment agreements and severance arrangements; (c) any change in control agreements and severance protection plans and change in control provisions affecting any elements of compensation and benefits, including equity-based awards; and (d) any special or supplemental compensation and benefits for the Executive Officers and individuals who formerly served as Executive Officers. In doing so, the Committee shall consider the results of the most recent Say on Pay Vote.
4. Review and make recommendations to the Board with respect to the adoption, amendment, or termination of the Company's compensation plans, as well as any equity compensation plans or other compensation arrangements, to the extent that such plans and arrangements affect the Executive Officers. In doing so, the Committee shall consider the results of the most recent Say on Pay Vote.
5. Establish and administer annual and long-term incentive compensation for the CEO and, with the CEO's assistance, the other Executive Officers, including: (a) establishing performance objectives and certifying or otherwise determining performance achievement; and (b) reviewing and approving all equity-based compensation plans of the Company and making all grants of equity-based awards thereunder.
6. Oversee the Company's regulatory compliance with respect to compensation matters (including, without limitation, compliance with the requirements of the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers) and, as and when required, establishing performance goals and certifying that performance goals have been obtained.
7. Evaluate whether any compensation consultant retained or to be retained by the Committee has any conflict of interest in accordance with Item 407(e)(3) of Regulation S-K and, if applicable, consider how to address the conflict and make necessary disclosures in the Company's proxy statement.
8. To the extent required for the Company under the SEC's rules and regulations, review and discuss with management the Compensation Discussion and Analysis ("**CD&A**") and other executive compensation information required to be included in the Company's annual proxy statement or annual report on Form 10-K, as applicable, and, based on that review and discussion, determine whether or not to recommend to the Board that such CD&A and other executive compensation information be so included.
9. Produce the compensation committee report required for inclusion in the Company's annual proxy statement in compliance with the SEC's rules and regulations.
10. When required for the Company under the SEC's rules and regulations, review and

recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.

11. Oversee engagement with stockholders and proxy advisory firms with respect to executive compensation matters and consider feedback on an on-going basis from stockholders and other sources regarding such matters.
12. Review periodically compensation programs and total compensation levels for Executive Officers, including: (a) reviewing whether compensation program elements are properly coordinated and are appropriate to achieve intended objectives; (b) reviewing comparative analyses of total compensation paid or payable to Company executives and that is paid or payable to executives at comparable companies; (c) quantifying maximum payouts to Company executives under performance-based incentive plans and total payments under various termination scenarios, including upon a change in control of the Company, and (d) reviewing the impact and potential impact of tax and accounting rule changes.
13. Review, at least annually, the Company's compensation policies and practices, including any incentive plans, to determine whether they encourage excess risk-taking or are reasonably likely to have a material adverse effect on the Company and evaluate policies and practices that could mitigate any such risks.
14. Establish stock ownership guidelines for the members of the Board and Executive Officers, review such guidelines at least annually, and monitor compliance with such guidelines.
15. As needed and at least annually, review and participate in short-term and long-term succession planning with members of management and with the Board, with respect to Executive Officers and senior management members, as applicable, including evaluating and developing processes regarding any unexpected resignations, retirements, emergencies or other events that may occur.
16. Review and reassess, at least annually, the adequacy of this charter and recommend to the Nominating and Corporate Governance Committee of the Board any changes to this charter that the Committee considers necessary or appropriate for approval.
17. Under the oversight of the Nominating and Corporate Governance Committee of the Board, evaluate, at least annually, the effectiveness of the Committee and its members, including an evaluation of the Committee's compliance with this charter, and present the results to the Board.
18. Administer the Company's Compensation Recoupment Policy or any similar compensation recoupment or clawback policy.
19. Review periodically, but at least annually, the form and amount of compensation and benefits of the Company's directors and make recommendations to the Board with respect thereto, taking into consideration the directors' responsibilities and the fees paid by other companies comparable to the Company.
20. Report regularly to the Board on significant matters covered by the Committee and, if

appropriate, make recommendations to the Board concerning those matters.

21. From time to time as the Committee determines it to be necessary or appropriate, and at least on an annual basis, review the goals and objectives of the Company relating to the Company's workforce, including with regard to such matters as diversity and inclusion and human capital management (**HCM**), and recommend to the Board or management, as appropriate, such measures and actions that the Committee believes may be appropriate related to these matters. Furthermore, the Committee shall receive on a biennial basis (every other year) from the CHRO an evaluation of the process for ensuring pay equity in the workforce. Additionally, the CHRO shall also present the result of the pay equity analysis on a biennial basis.
22. Perform any other functions required to be performed by the Committee under applicable law, the Company's charters and governance policies, and resolutions or other directives of the Board.

## **MEETINGS**

The Committee shall meet as often as it determines necessary or appropriate to carry out its responsibilities under this Charter, but it is expected that the Committee will meet at least three times each year. The Committee shall meet periodically in separate executive sessions with management and have such other direct and independent interaction with management or other persons from time to time as the members of the Committee deem appropriate. The Committee may request any director, officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. Written minutes of Committee meetings shall be maintained.

Meetings of the Committee may be called by any member of the Committee. The Chairman of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter. Committee members shall be given notice of a meeting at least 24 hours in advance by telephone, facsimile or electronic transmission. Any such notice need not be given to any Committee member who attends such meeting without protesting the lack of notice to him or her prior to or at the commencement of such meeting, or to any member who submits a signed waiver of notice, whether before or after such meeting.

## **DELEGATION OF AUTHORITY**

The Committee may form subcommittees composed of one or more of its independent members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. The Committee may also delegate to one or more officers of the Company the authority to make grants and awards of cash or options or other equity securities to any non-Section 16 officers of the Company under the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plan provided, that such delegation is in compliance with the plans and applicable law.

**Effective November 1, 2023**