

## CORPORATE GOVERNANCE GUIDELINES

The Corporate Governance Guidelines (the “**Guidelines**”) set forth herein have been adopted by the Board of Directors (the “**Board**”) of WillScot Corporation (the “**Company**”) to assist the Board in discharging its responsibilities. These Guidelines reflect the Board’s commitment to monitoring the effectiveness of policy and decision-making both at the Board and management levels, with a view to enhancing shareholder value over the long term. These Guidelines are intended to serve as a flexible framework through which the Board may conduct its business and not as a set of legally binding obligations. They are not intended to supplement or interpret any federal or state law or regulation or the Company’s charter or bylaws. The Board may, upon recommendation of the Nominating and Corporate Governance Committee of the Board (the “**Corporate Governance Committee**”), amend these Guidelines from time to time.

### THE ROLE OF THE BOARD

- Direct the Affairs of the Company. The business and affairs of the Company shall be managed under the direction of the Board, subject to applicable law.
- Oversee Risk Management. The Board is responsible for the oversight of major risk management while evaluating and directing implementation of corporate controls and procedures. It fosters and encourages an environment of strong disclosure controls and procedures, including internal controls, fiscal accountability, high ethical standards, and compliance with applicable policies, laws, and regulations. Among other areas of risk management, the Board will consider risks affecting the Company financially, operationally, and virtually (e.g., with regard to cyber-security and data-protection risks), with the assistance and oversight of the Audit Committee of the Board (the “**Audit Committee**”).
- Oversee Development of Long-Term Strategy. The Board will discuss long-term strategic issues as a matter of course at regular Board meetings as well as at an annual strategy meeting.
- Review Operating Goals and Performance. The Board reviews management’s annual operating plan and specific goals. The Board also believes it is important to establish and evaluate long-term objectives and not to overemphasize short-term performance.
- Review Company’s Compliance With its Code of Conduct. The Board believes that the Company’s long-term success will depend on the maintenance of an ethical business environment that focuses on adherence to both the letter and the spirit of regulatory and legal mandates. Board and committee agendas and materials are established with legal and regulatory requirements in mind, and a Code of Business Conduct and Ethics (“**Code of Conduct**”) has been adopted by the Company. The Board requires the Company’s management to conduct business in accordance with the Code of Conduct and to maintain an effective compliance program.
- Evaluate CEO Performance and Review Management Succession Planning. The Board will evaluate on a regular and timely basis the performance and compensation of the CEO and other senior management and will review and evaluate, at least annually, the Company’s succession planning with input from the Compensation Committee of the Board (the “**Compensation Committee**”).



## BOARD COMPOSITION

- Director Independence. The Board will have a majority of independent directors as required by NASDAQ. The Board will determine each director's independence, on an annual basis, in accordance with the requirements of the NASDAQ Stock Market governance rules and standards established by the Board from time to time. The Corporate Governance Committee will conduct annual reviews of each director's independence and make recommendations to the Board based on its findings, for the Board's determination. The Corporate Governance Committee will also assess each year the Board's composition regarding the age, skills and experience of the directors in the context of the needs of the Board.
- Size of the Board. The Board will assess its size from time to time. In accordance with the Company's charter and bylaws, the Board believes that it should generally have at least six directors and no more than nine directors. The number of directors may be changed from time to time based on the Board's needs and the availability of qualified candidates. It is the Company's policy that the number of directors not exceed a number that can function efficiently as a body.
- Selection and Qualifications of Directors. The Corporate Governance Committee will make recommendations to the Board for nominees to stand for election as directors by the stockholders taking into account, as applicable, any contractual arrangements entered into by the Company or to which the Company is otherwise subject, with the approval of the Board, relating to or granting director nomination rights to any third party. The Board will be responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders. Candidates for nomination may also be considered upon the recommendation of a stockholder by submission of appropriate information to the Corporate Governance Committee. The Board will select nominees based on, among other things, their independence, character, ability to exercise sound judgment, diversity, age, demonstrated leadership, qualifications, skills, including financial literacy, and experience in the context of the needs of the Board, taking into account, as applicable, any contractual arrangements entered into by the Company or to which the Company is otherwise subject, with the approval of the Board, relating to or granting director nomination rights to any third party and further taking into account and drawing from a wide and deep pool of candidates, identified by the Corporate Governance Committee, to include all eligible and well-qualified nominees, including women and minority candidates. Candidates will be screened to ensure that each has qualifications which complement the competencies of the Board. The Company's CEO should be the only member of senior management to serve as a director.
- Stockholder Recommendations. Any stockholder may recommend to the Corporate Governance Committee an individual as a nominee for election to the Board. Such recommendation shall be made by written notice to the chair of the Corporate Governance Committee and to the Secretary, which notice should contain or be accompanied by the information and documents with respect to such recommended nominee and stockholder that such stockholder believes to be relevant or helpful to the Corporate Governance Committee's deliberations. In considering such recommendation, the Corporate Governance Committee may request additional information concerning the recommended nominee or the stockholder(s) making the recommendation. The Corporate Governance Committee will consider any such recommendation in its discretion. Any stockholder seeking to make a nomination of an individual for election to the Board at an annual meeting of stockholders must make such nomination in accordance with the other provisions of the Company's bylaws.



- Director Term Limits. There will be no specific term limits for directors, given our normal process of annually electing one class (of three staggered classes) of directors by the stockholders. Directors who have served on the Board for an extended period of time are in a position to provide valuable insight into the Company's operation and future based on their experience with and understanding of the Company's history, policies, operations, and objectives. The Board believes that it can ensure that the Board continues to evolve and adopt new viewpoints through the evaluation and selection process described herein. The Company does not have a mandatory retirement age for directors.
- Directors Who Change Their Job Responsibility or Add a Board Membership. Directors who change the principal position they have held while serving on the Board should contact the Corporate Governance Committee Chair when accepting such a change to discuss the change and whether it will affect the director's ability to perform and execute his or her responsibilities. The Corporate Governance Committee Chair will decide whether such a change, in his or her judgment, is of such a significant nature that it should be considered by the full Board. The Chair of the Corporate Governance Committee shall discuss the result of such decisions at the next Corporate Governance Committee meeting and reflect it in the minutes. In the event the matter is referred to the full Board and the full Board determines that such director should be required to leave, then the Board will request that the director resign, and the director will promptly submit his or her resignation. Directors who are considering joining an additional board of any for-profit enterprise must first contact the Corporate Governance Committee Chair when considering such an addition to discuss the addition and whether it will affect the director's ability to perform and execute his or her responsibilities. The Corporate Governance Committee Chair specifically must provide his or her prior written consent before a director may accept an offer to join another board.
- Director Compensation; Stock Ownership; Policy on Equity Compensation. The form and amount of director compensation will be recommended by the Compensation Committee and set by the Board. In making its recommendation, the Compensation Committee will be guided by three goals: compensation should fairly pay directors for work required in a company of the Company's size and industry; compensation should align directors' interests with the long-term interests of stockholders by encouraging stock ownership; and the structure of the compensation should be simple, transparent and easy for stockholders to understand. Stockholder approval of limits on director compensation will be sought to the extent deemed advisable by the Board. All stock option or other equity compensation plans shall be submitted to stockholders for approval, to the extent required by NASDAQ's listing standards, or to the extent deemed advisable by the Board. The Company maintains policies relevant to, or related to, the foregoing matters, including a Securities Trading Policy, a Section 16 Compliance Policy, and Stock Ownership Guidelines for Non-Employee Directors.
- Chair of the Board. The Board will periodically appoint a Chair of the Board from among the directors who qualify as independent. The Board selects the Company's Chair of the Board in the manner that it determines to be in the best interests of the Company. Among other duties, the Chair of the Board will assist with or manage the following tasks, as appropriate: (i) acting as the principal liaison between the Company's independent directors and the CEO; (ii) overseeing and providing guidance with regard to agendas for meetings of the Board; (iii) leading meetings of the Board, including separate sessions with only independent directors; and (iv) addressing any other responsibilities set forth in these Guidelines or as the Board may designate, from time to time.



## DIRECTOR RESPONSIBILITIES

- Business Judgment. Directors should endeavor to exercise their business judgment to act in what they reasonably believe in good faith to be in the best interests of the Company and its stockholders. In so acting, directors should be entitled to rely on the honesty and integrity of senior executives and the Company's outside advisors and auditors.
- Director Time Commitments. Directors are expected to ensure that other existing and planned future commitments do not materially interfere with their service as a director of the Company.
- Board Meetings. Directors are expected to attend all Board meetings, meetings of committees on which they serve, and the Company's annual meeting of stockholders, except where unusual circumstances arise. Directors should also spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Meeting agendas, as well as information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting, should generally be distributed in writing by the Chair of the Board, working with the General Counsel, to the directors at least several days in advance of the meeting for review by the directors. Directors are expected to review such materials prior to the meeting and should request any additional materials or resources they require to make informed decisions. For example, legal counsel, outside accountants, compensation experts, and others may assist the Board in its consideration of matters. Sensitive subject matters may be discussed at Board meetings without written materials being distributed in advance or at the meeting. The Chair of the Board and the CEO are responsible for setting and circulating in advance an agenda for each Board meeting. Any director may suggest items for inclusion on the agenda. The Board expects that meeting agendas will include, on a regular basis, an overview of the Company's performance and a review of current business strategies and practices. Directors are encouraged to be proactive. In addition, any director is free to raise at any Board meeting subjects that are not on the agenda for that meeting.
- Executive Sessions. It is contemplated that the Company's independent directors will meet at least twice each year, and perhaps more frequently, in conjunction with regularly scheduled Board meetings. Meetings in executive session shall be called to order by the Chair of the Board or such other director as the Board shall designate to act as chair of the executive session.
- Director Orientation and Continuing Education. New directors shall meet and confer with senior management to familiarize themselves with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Conduct, its principal officers, and its internal and independent auditors. The Board encourages its members to participate in continuing education programs sponsored by universities, stock exchanges or other organizations or consultants specializing in director education.
- Communications with Third Parties. The Board believes that management generally should speak for the Company, consistent with all regulations governing such communications and with common sense. Unless otherwise agreed to or requested by the Chair of the Board, each director shall refer all inquiries from investors and the media pertaining to the Company to designated members of senior management. Unless directed by the Board, individual directors (other than directors who also serve as officers of the Company and, in such capacity, are specifically authorized to do so) shall not discuss any matters pertaining to the Company with shareholders, securities analysts, or the press, unless specifically authorized to do so in a particular situation by the Chair of the Board or the CEO.



## **BOARD COMMITTEES**

- Committees and Charters. The Board will have three standing committees: an Audit Committee, a Compensation Committee, and the Corporate Governance Committee. Each standing committee will have a Charter that establishes its purposes, goals and responsibilities as well as the qualifications for committee membership, and the Charters will be posted on the Company's website. The Board may establish or maintain additional committees from time to time.
- Independence of Committee Members. All members of the Audit Committee and the Corporate Governance Committee, and a majority of the Compensation Committee, will be independent in accordance with SEC rules, NASDAQ listing requirements and the standards established by the Board from time to time.

## **ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS**

Directors will have full access to the Company's executive officers. Each director is expected to use his or her judgment to ensure that any such contact is not disruptive to the business operations of the Company. As necessary and appropriate, directors may retain and consult with independent legal, financial, accounting and other advisors to assist them in their duties. The Company has a Whistleblower Policy to provide a means for employees to raise concerns about unethical business practices and other matters in confidence.

## **ANNUAL PERFORMANCE EVALUATION**

The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively, and the Board has delegated oversight of this process to the Corporate Governance Committee. The Board may retain outside advisors to conduct, or to otherwise assist with, the annual self-evaluation. A report will be presented by the Chair of the Corporate Governance Committee annually to the Board with an assessment of the Board's performance.

## **POLICY ON LOANS TO DIRECTORS AND EXECUTIVE OFFICERS**

The Company shall not make any personal loans to directors, executive officers or their immediate family members.

## **STOCKHOLDER COMMUNICATIONS**

Stockholders may communicate directly with the Board by sending such communications to the Corporate Secretary to be forwarded to the Chair of the Board. The Corporate Secretary may respond directly or redirect any such communication to another department of the Company for an appropriate response if, in the discretion of the Corporate Secretary, such a direct response is more appropriate. The Corporate Secretary may also ignore any such communication that he or she determines to be of a commercial or frivolous nature or otherwise inappropriate for Board consideration.

Adopted by the Board on November 14, 2019