WillScot Mobile Mini to Acquire McGrath

January 29, 2024

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HOLDINGS CORP



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Forward Looking Statements

This presentation contains forward-looking statements (including the guidance/outlook contained herein) within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 and Section 21E of the Securities Exchange Act of 1934, as amended. The words "estimates," "expects," "anticipates," "forecasts," "plains," "intends," "may," "will," "should," "shall," "outlook," "guidance" and variations of these words and similar expressions identify forward-looking statements, which are generally not historical in nature, "may," "will," "should," "shall," "outlook," "guidance" and variations of these words and similar expressions identify forward-looking statements, which are generally not historical in nature for and acquisitions pipeline, acceleration of our run rate, acceleration toward and the timing of our achievement of our three to five year milestones, growth and acceleration of cash flowing statements are subject to a number of risks, uncertainties, assumptions and other important factors, many of which are outside our control, which could cause actual results or outcomes to differ materially from hose discussed in the forward-looking statements. Although the Company believes that these forward-looking statements are based on reasonable assumptions, they are predictions and we can give no assurance that any such forward-looking statement will materialize. Important factors that may affect actual results or outcomes include, among others, our ability to acquire and integrate new assets and operations; our ability to judge the demand outlook; our ability to acquire and integrate new assets and operations; our ability to acquire and integrate new assets and operations; our ability to acquire and integrate new assets and operations; our ability to acquire and integrate new assets and operations; our ability to acquire and integrate new assets and operations; our ability to acquire and integrate new assets and operations; our ability to acquire and integrate new assets and operations; our ability to acquire

Non-GAAP Financial Measures

This presentation includes non-GAAP financial measures, including Adjusted EBITDA, Adjusted EBITDA, Adjusted EBITDA is defined as net income (loss) plus net interest (income) expense, income tax expense (benefit), depreciation and amortization adjusted to exclude certain non-cash items and the effect of what we consider transactions or events not related to our core business operations, including net currency gains and losses, goodwill and other impairment charges, restructuring costs, costs to integrate acquired companies, costs incurred related to transactions, non-cash charges for stock compensation plans, gains and losses resulting from changes in fair value and extinguishment of common stock warrant liabilities, and other discrete expenses. Adjusted EBITDA Margin is defined as Adjusted EBITDA divided by revenue. Free Cash Flow is defined as net cash provided by operating activities, less purchases of, and proceeds from, rental equipment and property, plant and equipment, which are all included in cash flows from investing activities. Adjusted earnings before interest and amortization is the sum of income (loss) before income tax expense, net interest (income) expense, amortization adjusted for non-cash items considered non-core to business operations including net currency (gains) losses, goodwill and other impairment charges, restructuring costs, costs to integrate acquired companies, non-cash charges for stock compensation plans, gains and losses resulting from changes in fair value and extinguishment of common stock warrant liabilities, and other discrete expenses, reduced by our estimated statutory tax rate. Given we are not a significant US taxpayer due to our current tax attributes, we include estimated taxes at our current statutory tax rate of approximately 26%. Net assets is total assets less goodwill and intangible assets, net and all non-interest bearing liabilities and is calculated as a five quarter average. Pro Forma Revenue is defined the same as revenue, but includes pre-acquisition results from Mobile Mini for all periods presented. Net CAPEX is defined as purchases of rental equipment and refurbishments and purchases of property, plant and equipment (collectively, "Total Proceeds"), which are all included in cash flows from investing activities. The Company believes that Adjusted EBITDA and Adjusted EBITDA margin are useful to investors because they (i) allow investors to compare performance over various reporting periods on a consistent basis by removing from operating results the impact of items that do not reflect core operating performance: (ii) are used by our board of directors and management to assess our performance; (iii) may, subject to the limitations described below, enable investors to compare the performance of the Company to its competitors; (iv) provide additional tools for investors to use in evaluating ongoing operating results and trends; and (v) align with definitions in our credit agreement. The Company believes that Free Cash Flow is useful to investors because it allows investors to compare cash generation performance over various reporting periods and against peers. The Company believes that Return on Invested Capital provides information about the long-term health and profitability of the business relative to the Company's cost of capital. The Company believes that Pro Forma Revenue is useful to investors because they allow investors to compare performance of the combined Company over various reporting periods on a consistent basis due to the addition of significant acquisitions during the reported periods. This information is also used by management to measure the performance of our ongoing operations and analyze our business performance and trends. This information is used by investors for the purposes of development of future projections and earnings growth prospects. The Company believes that the presentation of Net CAPEX provides useful information to investors regarding the net capital invested into our rental fleet and plant, property and equipment each year to assist in analyzing the performance of our business. Adjusted EBITDA is not a measure of financial performance or liquidity under GAAP and, accordingly, should not be considered as an alternative to net income or cash flow from operating activities as an indicator of operating performance or liquidity. These non-GAAP measures should not be considered in isolation from, or as an alternative to, financial measures determined in accordance with GAAP. Other companies may calculate Adjusted EBITDA and other non-GAAP financial measures differently, and therefore the Company's non-GAAP financial measures may not be directly comparable to similarly-titled measures of other companies. For reconciliation of the non-GAAP measures used in this presentation (except as explained below), see "Reconciliation of Non-GAAP Financial Measures" included in this presentation.

Information reconciling forward-looking Adjusted EBITDA to GAAP financial measures because certain items required for such reconciliations are outside of our control and/or cannot be reasonably predicted, such as the provision for income taxes. Preparation of such reconciliations would require a forward-looking balance sheet, statement of income and statement of cash flow, prepared in accordance with GAAP, and such forward-looking financial statements are unavailable to the Company without unreasonable effort. Although we provide a range of Adjusted EBITDA that we believe will be achieved, we cannot accurately predict all the components of the Adjusted EBITDA calculation. The Company provides Adjusted EBITDA guidance because we believe that Adjusted EBITDA, when viewed with our results under GAAP, provides useful information for the reasons noted above.

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Additional Information and Where to Find It

In connection with the proposed transaction, WillScot Mobile Mini. INVESTORS AND SECURITY HOLDERS ARE ADVISED TO READ THE REGISTRATION STATEMENT AND PROXY STATEMENT/PROSPECTUS WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PARTIES AND THE PROPOSED TRANSACTION. Investors and security holders may obtain a free copy of the proxy statement/prospectus (when available) and other documents filed with the SEC by WillScot Mobile Mini and McGrath at the SEC's web site at http://www.sec.gov. Free copies of these documents, once available, and each of the companies' other filings with the SEC, may also be obtained from WillScot Mobile Mini's web site at www.willscotmobilemini.com.

Participants in the Solicitation

This presentation is not a solicitation of a proxy from any investor or security holder. However, WillScot Mobile Mini, McGrath and certain of their respective directors, executive officers and other members of management and employees, may be deemed to be participants in the solicitation of proxies from shareholders of McGrath in respect of the proposed transaction under the rules of the SEC. Information regarding WillScot Mobile Mini's directors and executive officers is available in WillScot Mobile Mini's 2022 Annual Report on Form 10-K filed with the SEC on February 22, 2023, and in its definitive proxy statement for its annual meeting of stockholders filed on April 17, 2023. Information regarding McGrath's directors and executive officers is available in McGrath's 2022 Annual Report on Form 10-K filed with the SEC on February 22, 2023, and in its definitive proxy statement for its annual meeting of shareholders filed on April 28, 2023. These documents as well as other documents filed by WillScot Mobile Mini and McGrath with the SEC can be obtained free of charge from the sources indicated above. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the registration statements, prospectuses and proxy statement and other relevant materials to be filed with the SEC when they become available.

No Offer or Solicitation

This presentation shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.



Brad Soultz
Chief Executive Officer
WillScot Mobile Mini



Tim Boswell

President & Chief Financial Officer

WillScot Mobile Mini



Joseph Hanna
President & Chief Executive Officer

McGrath

Key Benefits

- Extends position in North America in turnkey space solutions with enhanced geographic coverage and a more diversified platform
- Strengthens service offering, customer diversity and expands Value-Added Products ("VAPS") penetration opportunity, driving further operating efficiencies and unit economics
- Complementary product mix and customers, including greater presence in education
- Significant value creation opportunities, including expected \$50M run-rate operating synergies, incremental commercial synergies and fleet capital expenditure savings, leveraging WillScot Mobile Mini's best-in-class technology platform
- High confidence in achieving optimization targets given management's proven track record of integrating acquisitions efficiently and realizing synergies

Key Pro Forma Metrics

~\$3.2B 2023E Revenue¹

~\$1.4B (~45%) 2023E Adj. EBITDA¹ (*Margin*)

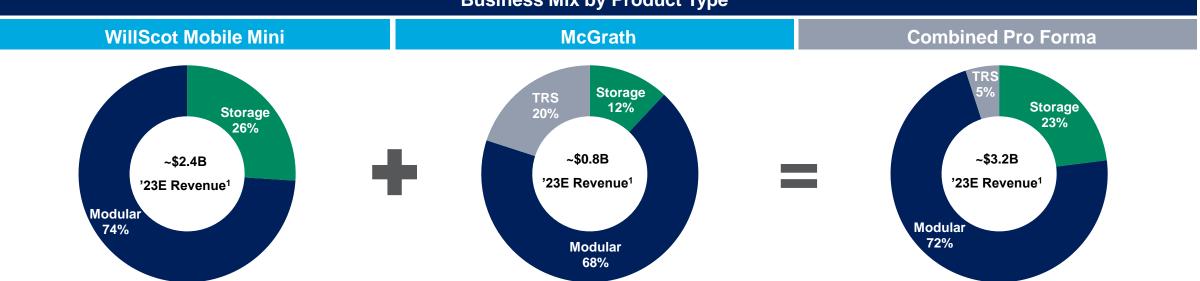
~\$700M 2025E Free Cash Flow²

~18% '21A - '23E Adj. EBITDA CAGR³

475K Combined **Rental Units**

~17% Return on Invested Capital⁴

Business Mix by Product Type



Reflects mid-point of latest 2023E guidance for continuing operations released by WillScot Mobile Mini and McGrath; Adj. EBITDA includes illustrative run-rate operating synergies of \$50M

Assumes illustrative operating synergies of \$39M realized in 2025E

Excludes any synergies or cost savings estimated to arise from the acquisition of McGrath.

Reflects PF LTM ROIC as of 3/31/24E; defined as adjusted earnings before interest and amortization divided by net assets.

Transaction summary



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Transaction Structure

- WillScot Mobile Mini to acquire McGrath ("McGrath") for an enterprise value of \$3.8B
 - Represents 9.5x McGrath's 2024E Adj. EBITDA¹ including run-rate operating synergies
- McGrath shareholders will receive, for each of their shares, either \$123.00 in cash or 2.8211 shares of WillScot Mobile Mini common stock, as
 determined pursuant to the election and allocation procedures in the merger agreement under which 60% of McGrath's outstanding shares will be
 converted into cash consideration and 40% of McGrath's outstanding shares will be converted into stock consideration
 - McGrath shareholders will benefit from a tax-free reorganization under IRC Section 368
- WillScot Mobile Mini shareholders will own 87.4% of Combined Company and McGrath shareholders will own 12.6%

Expected Synergies

- Expected \$50M run-rate operating synergies, achievable within 24 months of closing
- Further revenue upside potential via expansion of Value-Added Product offerings and cross-selling, enhancing customer value proposition
- Additional opportunity to achieve CapEx and real estate synergies

Capital Structure / Allocation

- Committed financing in place for 100% of cash consideration
- Expected net debt of ~\$6.1B at close, implying ~4.3x net leverage¹, with a clear path to deleveraging below 3.5x within 12 months of transaction close
- Expected ~\$700M of combined annual free cash flow generation in 2025 creates capital allocation flexibility
- No impact to existing credit ratings expected; WillScot Mobile Mini committed to deleveraging and continuing a disciplined capital allocation policy

Approvals / Closing

- Transaction unanimously approved by Board of Directors of WillScot Mobile Mini and McGrath
- Expected to close in Q2 2024, subject to satisfaction of customary closing conditions, including regulatory approvals and McGrath shareholder approvals

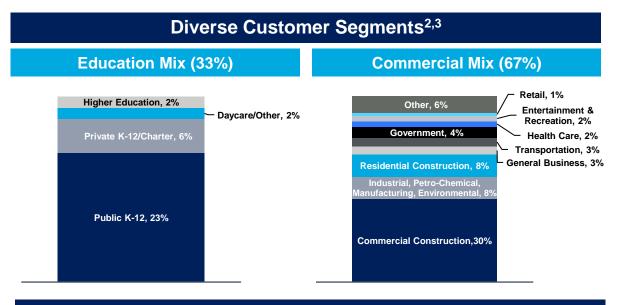
Key Highlights

- One of the leading providers of modular buildings and portable storage solutions
- Product portfolio includes modular office buildings and complexes, classrooms, mobile storage containers, site related services and electronic test equipment rentals
- Footprint across 30 states
- Fleet of >100K units supported by over 70 sales and service locations
 - √ 50K Modular, 32K Storage, 24K TRS-RenTelco ("TRS")
- Strong track record of revenue growth and consistent Adj. EBITDA margins
- Early in strategy to expand Value-Added Products and site-related services
- 2023E Revenue and Adj. EBITDA1 of \$825M and \$316M

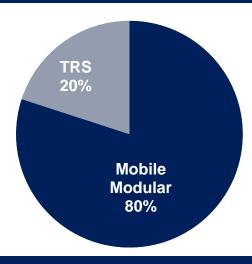
Geographic Presence







Revenue by Segment⁴



Mobile Modular includes Vesta, Mobile Modular Portable Storage, Kitchens To Go and excludes Enviroplex.

Mobile Modular

Mobile Modular has a leading modular building and container fleet in the United States

- Portable Storage solutions offered across 28 states
- Attractive fleet unit economics with appealing customers

TRS-RenTelco

- TRS-RenTelco is a market leader in the testing equipment rental industry
 - · Rentals and Sales of general purpose and communications test equipment nationally and internationally in aerospace, defense, communications, manufacturing and semiconductor end markets
- Operates two facilities located on the grounds of the Dallas Fort Worth International Airport in Grapevine, Texas and Dollard-des-Ormeaux, Canada

Product **Overviews**

Key Highlights



Classroom



Mobile Office



Complex





Power Meter



Datacom Cable Tester



Spectrum Analyzers



Container



Ground Level Office



Network / Impedance Analyzers



Network Tester

Key **Financials** \$620M

LTM Q3' 2023 Revenue

\$1,275M YTD Q3' 2023

Average Rental Equipment²

57.8% LTM Q3' 2023 Adjusted EBITDA¹ Margin

\$155M

LTM Q3' 2023

Revenue

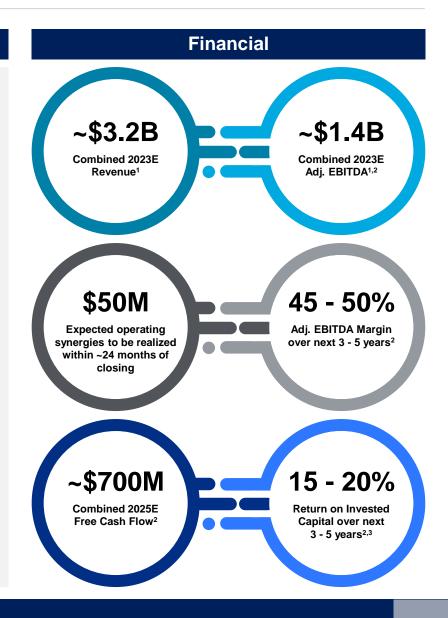
\$392M YTD Q3' 2023 Average Rental Equipment²

~24,000 Rental Fleet (units)

36.4% LTM Q3' 2023 Adjusted EBITDA¹ Margin ~83,000 Rental Fleet (units)

Strategic

- ✓ Combination of two highly complementary companies with leadership positions in turnkey space solutions
 - ✓ Enhanced ability to serve a more diverse set of customers
 - ✓ Broad rental fleet with long rental duration and useful life driving attractive unit economics.
- ✓ Significant operating synergies, with high certainty given WillScot Mobile Mini's track record for integrating acquisitions
 - Complementary specialty fleets for turnkey space solutions across North America
 - Demonstrated playbook for efficient integration and operational enhancement of modular and portable storage businesses
 - ✓ Near-term capex savings enabled by branch density and enhanced fleet breadth
- Compounding of revenue and Adj. EBITDA growth across the combined platform
 - ✓ Combination accelerates roll-out opportunity for VAPS, enhancing pro forma growth
- Combination positions the business to capitalize on significant, long-term industry tailwinds (strategic reshoring and federally-funded infrastructure investments)
- ✓ Unique opportunity to drive shareholder returns
 - Combined business positioned to convert financial strength into multiple expansion and valuation rerating
- ✓ Shareholders to benefit from the combined advantages across human capital economics, technological processes and operational efficiencies

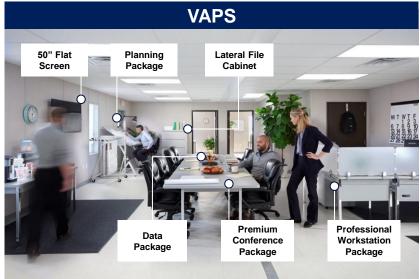


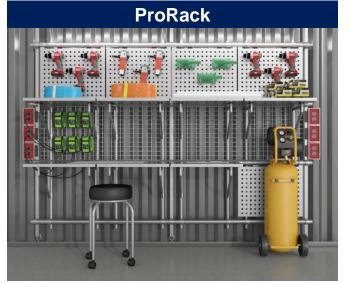
^{1.} Reflects mid-point of latest 2023E guidance for continuing operations released by WillScot Mobile Mini and McGrath.

Assumes illustrative run-rate operating synergies of \$50M

- ✓ Increased capabilities to service customers consistently
- ✓ Increased customer access to innovative products and services, including Value-Added Products, ProRack, Cold Storage, and ClearSpan structures
- ✓ Greater available fleet of ~475K pro forma rental units can be deployed across larger combined customer base and branch network
- ✓ Increased branch density reduces growth CapEx requirements, while more efficient utilization of the pro forma fleet helps eliminate redundancies via fleet sharing
- Complementary WillScot Mobile Mini and McGrath locations support synergy realization
- In-house refurbishments and conversions at scale are highly capital efficient and will allow deferral of new fleet purchases
- ✓ WillScot Mobile Mini's best-in-class technology platform enhances overall branch network efficiency



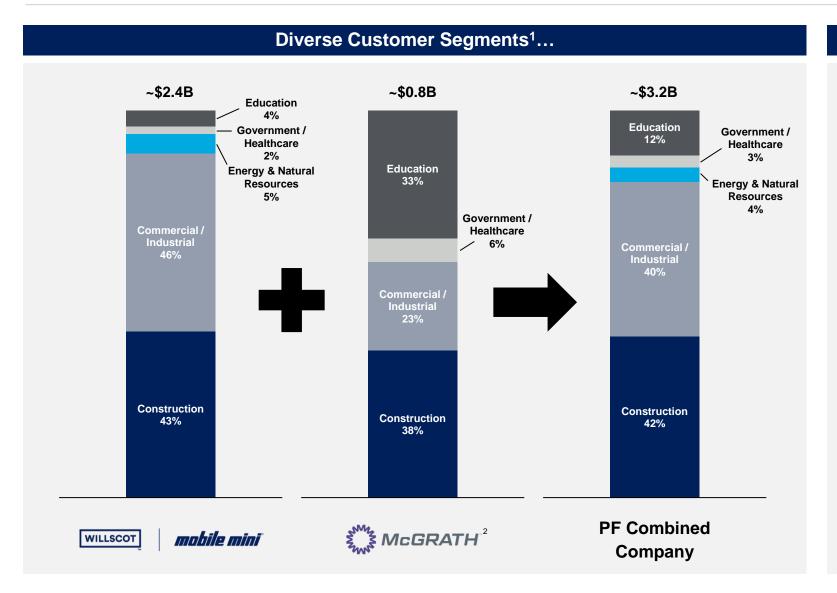




Complementary customer segments with benefits from diversification



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...Driving Demand

Broad-Based Exposure to GDP with Overweight to Non-Residential Construction

Stable 2024 outlook with tailwinds from manufacturing, industrial, education and event-driven projects

Supported by elongated contractor backlog

Onshoring / Reshoring Supports More Projects

Strategic customer decisions supported by stimulus

Infrastructure Investment and Jobs Act ("IIJA")

Increased Federal and State infrastructure spending on more complex projects likely beginning in second half of 2024

Portfolio Diversity Reduces Downside Risk

Limited exposure to volatile segments (e.g., <5% exposure to upstream Oil & Gas)

Expected Run-Rate Operating Synergies of \$50M

Adj. EBITDA Expansion via Organic & Inorganic Growth

\$50M

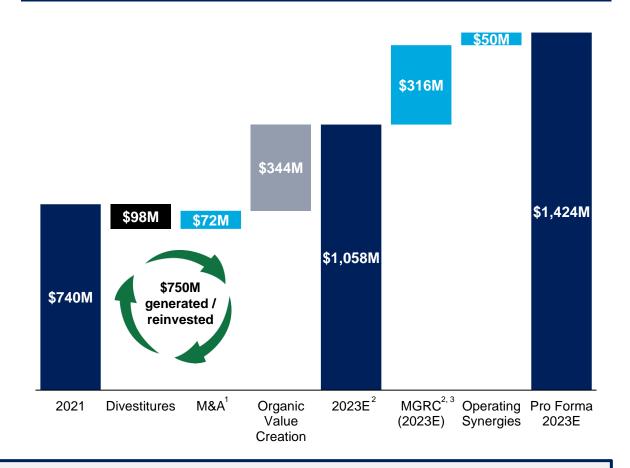
Logistics & Third-Party Services: ~\$10M

Branch Infrastructure & Fleet Optimization: ~\$20M

> Other SG&A: ~\$20M

- ✓ Insourcing and optimization of trucking and fleet maintenance spend
- **Operating efficiencies across branch** infrastructure
- **Excess idle fleet storage capacity across** combined network

- Corporate expense redundancy and efficiency
- Optimization of professional fees and other spend (marketing, insurance, information technology, etc.)



Total expected operating synergies of \$50M; Expected to realize ~40% of run-rate within ~12 months and 100% within ~24 months of closing. Expected one-time costs to achieve of ~\$35M

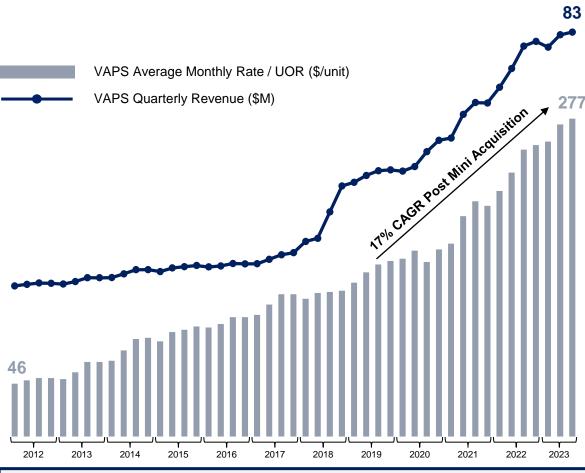
Reflects mid-point of latest 2023E guidance for continuing operations released by WillScot Mobile Mini and McGrath Adjusted EBITDA unburdened for stock-based compensation, transaction costs and non-cash impairment costs.

Unique VAPS strategy and cross-selling will drive significant revenue upside



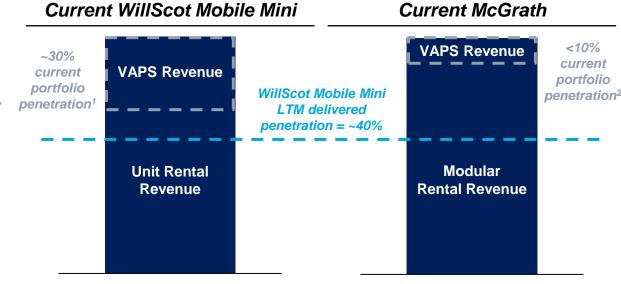
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Track Record of Realizing VAPS Cross-Sell Synergies



Clear visibility into high-margin revenue growth from the churn of the acquired portfolio

Modular Unit VAPS Convergence Opportunity



Penetration and selective new products driving opportunity



Significant VAPS Uplift Opportunity

Further commercial upside from cross-selling and a more efficient go-to-market strategy

Performance Metric ¹	3 – 5 Year Operating Range ('21 Investor Day)	
Revenue CAGR ²	5 - 10%	
Adjusted EBITDA ³ Margin	40 - 45%	
Return On Invested Capital ⁴	10 - 15%	
Net Debt / Adjusted EBITDA ³	3.0 - 3.5x	
Free Cash Flow ³ (\$M)	\$500 - \$650	
Free Cash Flow ³ Margin ⁵	20 - 30%	
Free Cash Flow ³ Per Share	\$2.00 - \$4.00+	

WillScot Mobile Mini Q3 2023 LTM	Updated 2024E – 2026E Operating Ranges
16%	5 - 10%
44.5%	45 - 50%
17.9%	15 - 20%
3.3x	3.0 - 3.5x
\$533	\$700+
22%	20 - 30%
\$2.78	\$2.00 - \$4.00+

- Portfolio of growth initiatives gives us optionality and multiple organic paths to meet and exceed Revenue and Adjusted **EBITDA** milestones
- Expanding FCF and Return on Invested Capital are outcomes of our capital efficient growth initiatives
- Maintaining appropriate long-term leverage for a resilient business model creates additional capital for deployment
- Clear path to invest in M&A and/or our own stock to compound Free Cash Flow Per Share

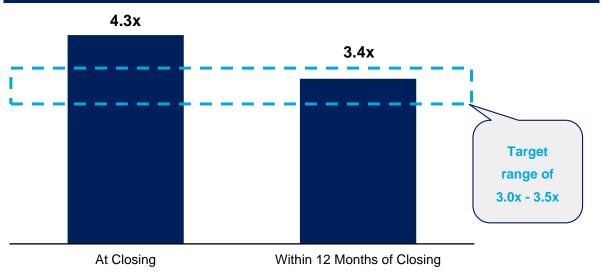
Transaction Sources (\$M)

ABL Draw	\$1,156
New Senior Notes or Committed Bridge Loans	1,500
WillScot Mobile Mini Equity Issued to McGrath Shareholders	1,214
Total Sources ¹	\$3,870

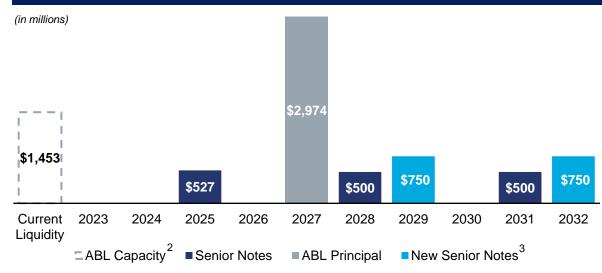
De-Leveraging Drivers

- Highly predictable sources of top line growth
- Operating synergies leading to margin expansion
- More efficient capital spending due to fleet pooling
- Potential review of non-core assets and real estate
- ✓ Highly flexible debt structure accommodates prepayment

Pro Forma Net Leverage



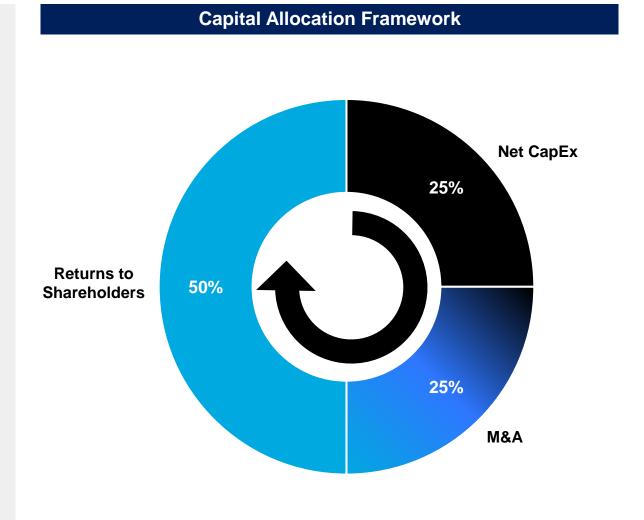
Pro Forma Debt Maturity Profile



On target to de-lever into target range within 12 months of closing

^{2.} Reflects \$750M ABL upsize; Available borrowing capacity is reduced by \$22.8M of standby letters of credit outstanding under the US ABL Facility as of 9/30/23A Based on bridge financing commitments.

- Combined company committed to continuing a disciplined capital allocation policy with deleveraging back into our targeted range as the top priority
- Long rental duration of 30+ months provides visibility into recurring lease revenues
- Long average useful asset life of >20 years minimize need for maintenance CapEx
- Strong cash flow profile and predictable recurring revenue enable rapid deleveraging
- Target net leverage range of 3.0 3.5x within 12 months post-close



WillScot Mobile Mini Key Values





Dedicated To Health & Safety



Committed To Inclusion & Diversity



Trustworthy & Reliable



Devoted To Our Customers



Community Focused



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Driven To Excellence

We measure success through our results and the achievement of our goals. We continuously improve ourselves, our products and services in pursuit of shareholder value



"We do what we say we will do"

Our promise is our word. We act on every level with integrity and we honor our commitments to our customers, and each other



Exceptional customer experiences are our lifeblood (internal & external)



YOU matter



Our personal best is put forth in everything we do



To lead in our markets we adapt, renew, innovate



EQ is as important as IQ



We value getting it right vs. being right



Relationships are built with open, honest, and direct communication

Complementary company cultures built upon a drive to excellence and focus on unlocking value for all stakeholders

Enhances value proposition of turnkey space solutions across key customer segments

Significant, high certainty synergies achievable based on WillScot Mobile Mini's track record of substantial value creation through M&A

Powerful cash flow characteristics allow us to compound growth over time

Unique opportunity to drive shareholder returns







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