CODE OF BUSINESS CONDUCT AND ETHICS

INTRODUCTION

It is the policy of WillScot Holdings Corporation (the "**Company**") to conduct its business in accordance with the highest-level moral, legal and ethical standards. Our reputation for integrity is of the utmost importance, and our officers, directors and employees must contribute to the care and preservation of that asset.

This Code of Business Conduct and Ethics (this "**Code**") covers a range of business practices and procedures. It cannot cover every issue that might arise; instead, it provides basic principles to guide our officers, directors and employees. You must conduct yourself in accordance with the principles in this Code and seek to avoid even the appearance of improper behavior.

This Code is a core part of our compliance program, but it must be read in conjunction with applicable law and our other policies. In this regard,

- if applicable law conflicts with anything in this Code, you must comply with the law; however, if a local custom or policy conflicts with the Code, then you must comply with the Code;

- if you have signed an agreement with the Company (e.g., a confidentiality or non-compete agreement) that contains provisions that are more restrictive than the provisions of this Code, then you must comply with the more restrictive provisions of such agreement; and

- if matters addressed in general in this Code are more specifically addressed by other Company policies, then the more specific policies will supersede the general policy in this Code.

All Company officers, directors and employees are obligated to follow the Code and report any violations or potential violations. Failure to comply with the Code may subject you to disciplinary action up to and including termination of employment. If your actions violate the law, you could face additional legal consequences.

CODE OF ETHICS FOR CEO AND SENIOR FINANCIAL OFFICERS

Our Code of Ethics for the Chief Executive Officer and Senior Financial Officers, which supplements this Code, sets forth fundamental principles and key policies and procedures that govern the conduct of our Chief Executive Officer ("**CEO**") and senior financial officers. The CEO and all senior financial officers are bound by the requirements and standards set forth in the Code of Ethics for the Chief Executive Officer and Senior Financial Officers, as well as those in this Code and our other policies.

COMPLIANCE WITH LAW

The Company is committed to complying with applicable laws and regulations in conducting its business, and we expect our team members to do the same. Following the law, both in letter and spirit, is the

foundation on which our ethical standards are built. As a public company with securities listed on the Nasdaq Stock Market ("**NASDAQ**"), this includes NASDAQ's listing standards and the rules promulgated by the Securities and Exchange Commission ("**SEC**").

We do not expect you to know every detail of each applicable law or rule, but we do expect you to know enough to determine when to seek advice from supervisors, managers or other appropriate personnel (for example, our Legal Department).

HONESTY AND ETHICAL CONDUCT

Our policy is to promote high standards of integrity by conducting the Company's affairs honestly and ethically. You must act with integrity and observe the highest ethical standards of business conduct in your dealings with employees, customers, suppliers, partners, service providers, competitors and others with whom you have contact while performing your job.

CONFLICTS OF INTEREST

Our policy is to avoid situations that create an actual or potential conflict between the Company's interests and the interests of our officers, directors or employees.

A "conflict of interest" occurs when an individual's private interest (or the interest of a member of his or her family) interferes, or even appears to interfere, with the interests of the Company. A conflict situation can arise when you take action or have interests that could make it difficult to perform your work for the Company objectively and effectively. Conflicts of interest can also arise if you receive (or a member of your family receives) improper personal benefits as a result of your position with the Company. Moreover, the mere appearance of a conflict of interest can hurt us and our relationship with stockholders, regulators, customers, suppliers, employees and other stakeholders. Therefore, the appearance of a conflict should be avoided.

You are expected to use good judgment, adhere to high ethical standards and avoid situations that create actual or potential conflicts of interest. It is impossible to describe every situation in which a conflict of interest may arise, but examples of situations that could lead to a conflict of interest include:

- working for a competitor, customer or supplier while still employed by us;
- competing with us for the purchase or sale of property, services or other interests;
- being in a position where we have direct reporting or decision-making authority over a family member or someone with whom we have a close personal relationship;
- having an interest in a transaction involving us, a customer or supplier (other than routine (i.e. less than 2% ownership) investments in publicly-traded companies);
- accepting gifts of more than nominal value (more than $100) from a customer or supplier (or accepting cash or cash equivalents of any value). Gifts should not, under any circumstances, be accepted from our competitors; and
- accepting entertainment other than occasional tickets to sporting, artistic or similar events or occasional meals, in which instance the employee shall inform his or her supervisor of receipt of the entertainment. (See our Gifts & Entertainment Policy for more details.)

Affiliate transactions often create the potential for conflicts of interest, and federal securities laws and stock exchange rules prohibit certain types of affiliate transactions unless approved by our Board of Directors or an applicable committee thereof (including its committees, the "**Board**"). Our Policy on Related Person Transactions, which supplements this Code, details principles and procedures that govern certain types of transactions between the Company and any of our directors or executives who qualify as Related Persons under our Policy on Related Person Transactions. You must comply with our Policy on Related Person Transactions. A transaction that has been approved in accordance with the Policy on Related Person Transactions will not be deemed to involve an actual or potential conflict of interest.

Some conflicts of interest can be identified easily, while others may not be clear. In general,

1. if you or someone with whom you have a close relationship (such as a family member or close companion) has a financial or employment relationship with a competitor, supplier or potential supplier of the Company, then you must disclose this fact in writing to our Chief Legal Officer and the head of our Internal Audit function;

2. you must inform your supervisor or other appropriate personnel (for example, our Legal Department) if you become involved in a situation that gives rise to, or might reasonably be expected to create, an actual conflict;

3. you should talk with your supervisor or contact our Legal Department if you have questions about conflicts or potential conflicts; and

4. if you believe in good faith that a conflict of interest has been handled in an illegal or unethical manner, you must report the matter (see "Compliance Procedures" below).

TRADING ON INSIDE INFORMATION

The use of material, non-public information to trade in our securities, or providing a "tip" to a family member, friend or other person, is unethical and illegal. All non-public information about the Company should be considered confidential information and should not be used for personal gain. You must also refrain from trading in the stock of other public companies, such as customers or suppliers, on the basis of material confidential information obtained in the course of your employment or service as a director. "Material information" is information which could reasonably be expected to affect the price of a stock and would be considered important by investors in deciding whether to buy, sell or hold that stock.

Our Securities Trading Policy, which supplements this Code, contains more detailed principles and procedures that govern transactions in the securities of the Company and other public companies with which we do business. You must comply with our Securities Trading Policy.

CORPORATE OPPORTUNITIES

You are prohibited from taking for yourself (or for the benefit of your friends or family members) opportunities that are discovered through your position with the Company or your access to our assets and information. The use of our assets and information for personal gain (or the gain of friends or family members) is strictly prohibited, and you must not compete with us directly or indirectly. You owe a duty to the Company to advance its legitimate interests when opportunities to do so arise. You also must not

solicit our employees for a competing business or otherwise induce, or attempt to induce, our employees to terminate their employment.

COMPETITION AND FAIR DEALING

We want to outperform the competition, but we want to do so fairly and with integrity. Stealing proprietary information, possessing trade secrets obtained without the owner's consent or inducing such disclosures from employees (or former employees) of other companies is prohibited. You must respect the rights of our customers, suppliers, partners, service providers, competitors, employees and others with whom you have contact in the course of business. You are prohibited from taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair-dealing practice.

You must never engage a competitor in discussions, agreements or understandings concerning prices or allocations of territory or customers. You should also avoid discussing with competitors other agreements that inhibit free and open competition or involve tie-in sales or reciprocal transactions.

While the Company recognizes that trade associations and industry groups provide value and can be pro-competitive, participation in such groups creates antitrust risk, and Company participation must be carefully monitored. Leadership or board positions at outside organizations or trade associations must be pre-cleared with the Chief Legal Officer, who shall ensure that appropriate compliance safeguards are in place.

We compete on quality and service, and we never pay for business. Business entertainment and gifts can create good will and sound working relationships, but they should not be used to gain unfair advantage with customers. No gift or entertainment should be offered, given, provided or accepted by any employee (or family member) unless it (i) is not cash or a cash equivalent (e.g., a gift card), (ii) is consistent with customary business practices and sound ethical standards, (iii) is not excessive in value, (iv) cannot be construed as a bribe or payoff and (v) does not violate laws, regulations or the recipient's own policies, if applicable. For detailed guidance on giving and accepting gifts or other business-related hospitality, please consult our Gifts & Entertainment Policy.

EQUAL OPPORTUNITY

The diversity of our employee base is a tremendous asset, and each of us has a responsibility to show respect and consideration to our teammates. We are committed to providing equal opportunity in all aspects of employment, and we will not tolerate illegal discrimination or harassment of any kind. All employment practices and decisions, including those involving recruiting, hiring, transfers, promotions, compensation, benefits, discipline and termination, will be conducted without regard to race, creed, color, religion, national origin, sex, pregnancy, sexual orientation, gender identity, age, disability, veteran status, or marital status and will comply with applicable laws. You may find more information regarding these matters on the Company's website, which provides access to certain pertinent policies.

HEALTH AND SAFETY

We are committed to providing our employees with a safe work environment. You are responsible for helping us maintain a safe and healthy workplace by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence and threatening behavior is not permitted. You must report to work in condition to perform your duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs in the workplace will not be tolerated. You may find more information regarding these matters on the Company's website, which provides access to certain pertinent policies.

If you suspect, know of or become aware of any unsafe or hazardous equipment, conditions or acts, no matter how minor, you should notify your supervisor promptly so that steps can be taken to correct the situation. In addition, any accident resulting in an injury or illness, no matter how minor it may seem, must be reported immediately to your supervisor. If you are uncomfortable speaking to your supervisor, you are encouraged to use one of the reporting channels listed below so the Company can ensure a safe working environment. Nothing in this Code prohibits or discourages reporting safety concerns directly to OSHA or other regulatory authorities.

INTEGRITY OF COMPANY BOOKS AND RECORDS

Managing the integrity of all business records is essential to meeting our financial, legal, regulatory and operational objectives and requirements. We require honest and accurate recording and reporting of information to make responsible business decisions. All of our books, records, invoices, accounts and financial statements must be prepared and maintained in reasonable detail, must appropriately reflect our transactions and must conform both to applicable legal requirements and to our system of internal controls. All Company business data, records and reports must be prepared truthfully and accurately.

You must maintain accurate and fair records of your expense accounts and other Company records. No false or artificial entries shall be made, misleading reports issued or fictitious invoices paid or created. You must also cooperate with and not attempt to improperly influence external or internal auditors during their review of our financial statements of operation.

Business records and communications often become public, and we must avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos and formal reports. Records should always be retained or destroyed according to our Record Retention Policy. If you receive a legal hold or tax audit notice, follow all retention instructions on the notice regardless of the retention schedule or applicable law.

CONFIDENTIALITY OF COMPANY INFORMATION AND TRADE SECRETS OF OTHERS

Persons who come into possession of Company information must safeguard the information from the public and not intentionally or inadvertently communicate it to any person (including family members and friends) unless the person has a need to know the information for legitimate, Company-related reasons. This duty of confidentiality is important both as to our competitive position and with respect to the securities laws applicable to us as a public company.

Consistent with the foregoing, you must be discreet with respect to inside information and must not discuss it in public places. Such information should be divulged only to persons having a need to know it to carry out their job responsibilities. To avoid even the appearance of impropriety, you must refrain from providing advice or making recommendations regarding the purchase or sale of our securities.

Confidential information related to the Company can include a variety of materials and information regarding our ongoing operations and plans. For example, confidential information can include:

- product development designs and other intellectual property such as trade secrets, patents, trademarks and copyrights;
- business, research and marketing information, including objectives and strategies;
- records and databases;
- salary and benefits data;
- employee medical information;
- customer, employee and suppliers' lists; and
- any unpublished financial or pricing information.

Confidential information must be held in the strictest confidence, and such confidential information should not be disclosed by employees to any third party unless the third party has signed a nondisclosure agreement approved by authorized personnel. The confidential information can only be disclosed for limited purposes where the confidential information is needed.

You must maintain the confidentiality of confidential or proprietary information entrusted to you by the Company and others. Confidential information includes all non-public information that might be useful to competitors or which could be harmful to us or our customers or suppliers if disclosed. The obligation to preserve proprietary and confidential information continues even after employment with us ends. You must return all proprietary and confidential information in your possession when you leave the Company.

You must not intentionally or inadvertently breach any agreement to keep knowledge or data in confidence or in trust prior to employment with the Company. While employed by us, no confidential or proprietary information or material belonging to any prior employer or other party shall be improperly used or disclosed to the Company. You must not bring onto our premises or use in the performance of your responsibilities any unpublished documents or any property belonging to any previous employer or any other person to whom you owe an obligation of confidentiality unless consented to in writing by that prior employer or person.

CYBER-SECURITY AND DATA PRIVACY

As the Company's Employee Handbook contemplates, as an employee of the Company, you are expected to access the Internet and to operate your computers and digital devices without compromising the security and integrity of the Company's network, and with regard to any electronic activities (e.g., downloading files, accessing websites, etc.), you must observe Company policies and procedures for virus checking, system security, incident reporting and appropriate use.

Make sure that sensitive and confidential information of employees, customers, vendors and other parties is kept secure and private and only handled by those with a business need. Examples of confidential information include, but are not limited to, proprietary or protected information of customers; employees' personal information such as medical records and social security numbers; and information about future plans. Never provide private information to any outside party unless authorized by the Chief Legal Officer. Disclosure of any confidential information may only occur based upon a properly executed nondisclosure agreement or similar arrangement and in coordination with the Legal Department.

PROTECTION AND PROPER USE OF COMPANY ASSETS

No secret or unrecorded funds of Company assets or cash shall be established or maintained for any purpose. Anyone spending or obligating Company funds should be sure that the transaction is properly and appropriately documented and that the Company receives the appropriate value in return.

You should endeavor to protect our assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on our profitability and are prohibited. Any suspected incident of theft or fraud should be immediately reported for investigation. Company assets should not be used for non-Company business, though incidental personal use may be permitted.

The obligation to protect our assets includes our proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business and marketing plans, engineering and manufacturing ideas, designs, databases, records and any non-public financial data or reports. Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties.

We provide computers, phones, voice mail, electronic mail (e-mail) and Internet access to employees for the purpose of achieving our business objectives. The Company may access, reprint, publish or retain any information created, sent or contained in any of our equipment (including Company-provided computers and phones) or the e-mail systems of any Company machine. You may not use e-mail, the Internet or voice mail for any illegal purpose or in any manner that is contrary to our policies or the standards embodied in this Code.

You should not make copies of, resell or transfer copyrighted publications, including software, manuals, articles, books and databases being used by us, or that were created by another entity and licensed to us, unless you are authorized to do so under the applicable license agreement. In no event should you load or use on any Company computer any software, third party content or database without receiving the prior permission of our IT Department. You must refrain from transferring any data or information to any Company computer other than for Company use.

You may use a handheld computing device or mobile phone in connection with your work for us, but you must not use such device or phone to access, load or transfer content, software or data in violation of any applicable law or regulation or without the permission of the owner of such content, software or data. If you should have any questions as to what is permitted in this regard, please contact our IT Department.

DEALING WITH GOVERNMENT REGULATORS

There are times when, during the course of our business operations, the Company deals with the government, not as a customer, but as a traditional regulator. These interactions might arise in the context of a permitting or licensing issue, in an environmental incident or dispute, in connection with an OSHA inspection or in similar circumstances. In any situation where you are dealing with a government representative, it is critical that you are guided by the principles of honesty and integrity in all of your communications.

In addition, because these situations present potential legal exposure for the Company, it is critical that you involve the Legal Department in all your dealings with regulators as well as an EHS leader in the case of OSHA inspections.

POLITICAL CONTRIBUTIONS AND PAYMENTS TO GOVERNMENT PERSONNEL

We encourage you to participate in political activities on your own time and at your own expense. However, federal law and many state and local laws prohibit corporate contributions to political parties or candidates. Accordingly, our assets, facilities and resources may not be used for political purposes except in accordance with law and after approval by the Board.

The U.S. Foreign Corrupt Practices Act ("**FCPA**"), and other anti-corruption laws around the world prohibit bribery of government officials. These laws generally prohibit the Company, our employees and our representatives from offering, paying, promising to pay or authorizing payment of money, gifts or anything of value to a government official or employee of a state-owned enterprise: (i) to influence any act or decision by the official or employee; (ii) to induce the official or employee to use his or her influence to affect any act or decision; or (iii) to seek any improper advantage to assist the Company in obtaining or retaining business in a foreign country. The FCPA and this Code also prohibit those acting on the Company's behalf, such as dealers, distributors, agents or other business partners, from engaging in the same activity.

Under the FCPA, "anything of value" is interpreted broadly and can include the payment of money, the provision of lavish gifts and entertainment (such as drinks, meals and tickets), travel or even charitable contributions made at the direction of a foreign government official.

The term "foreign official" is also broadly interpreted to include not only traditional government officials or individuals employed by the government, a government agency or a government ministry, but also politicians and employees of entities owned or controlled by a foreign government.

Likewise, under the FCPA, "obtain or retain business" is broadly interpreted to include conduct that not only leads to specific government business, but also conduct that assists the Company in conducting business in the general sense, such as obtaining licenses or permits.

It is common practice in many countries for government officials to own or operate business enterprises. While the FCPA and other anti-corruption laws do not prohibit legitimate business relationships with business enterprises owned or controlled by foreign officials, great care must be taken to avoid any association with any such enterprise in circumstances that might constitute a violation of the law. If you intend to engage in business with a company that is owned by one or more government officials or entities, you must contact our Legal Department for approval.

Moreover, the U.S. government has passed laws and regulations regarding whether or not business gratuities may be accepted by government personnel. State and local governments, as well as foreign governments, may have similar rules. The promise, offer or delivery to a government official or employee of a gift, favor or other gratuity in violation of these rules would not only violate our policy, but could be a criminal offense.

Employees may find more information regarding these matters by referencing the Anti-corruption, Anti-bribery and FCPA policy.

INTERNATIONAL TRADE

We are committed to conducting international business in accordance with all applicable laws, including economic sanctions regulations. These include the economic sanctions implemented by the Office of Foreign Assets Control (OFAC), the U.S. State Department's Office of Terrorist Finance and Economic

Sanctions Policy and other regulatory bodies. These laws seek to penalize countries for human rights violations and control weapon proliferation and limit commerce with entities and individuals associated with terrorism or narcotics trafficking. All of these laws govern how we conduct business around the world. Because these laws are complex and the sanctioned countries change frequently, you should consult the Legal Department before engaging in sales or projects outside the United States, Canada or Mexico.

PUBLIC DISCLOSURES

We are responsible for communicating effectively and candidly with stockholders and other stakeholders so that they have a realistic picture of the Company's financial condition and results of operations, as seen through management's eyes. We are committed to full, fair, accurate, timely and understandable disclosure in our periodic reports filed with the SEC and in our other public disclosures. You must take all steps available to assist us in fulfilling these responsibilities consistent with your role within the Company. Specifically, you must provide prompt and accurate answers to all inquiries made to you in connection with our preparation of public reports and disclosure.

Each director, officer and employee who is involved in our disclosure process must (i) be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting; and (ii) take all necessary steps to provide reasonable assurance regarding the reliability, completeness, accuracy and clarity of all filings with the SEC and all other public communications about the financial and business condition of the Company.

The only persons authorized to communicate information about the Company or its securities with the media, regulators, analysts, rating agencies, brokers and dealers, investment advisors and our security holders are the Chairman of the Board, the CEO, the Chief Financial Officer, the Chief Legal Officer and such other executives or agents of the Company who may from time to time be specifically designated by the foregoing persons to communicate with such third parties. If an authorized spokesperson is unsure whether or not the information he or she wishes to disclose is material non-public information, he or she must consult with the Chief Legal Officer and may only disclose such information if the Chief Legal Officer has pre-cleared the disclosure.

REPORTING AND INVESTIGATIONS OF VIOLATIONS OF THE CODE OR OTHER ILLEGAL OR UNETHICAL BEHAVIOR

If you have a good faith belief that the Company or anyone covered by this Code is not living up to the standards of our Code or violating our policies or the law, you have an obligation to promptly report it.

Employees may report violations to their supervisor as supervisors are often well positioned to understand and respond to concerns. If you're not comfortable speaking to your supervisor, then one of the following resources should be used:

- A human resources representative, such as your HRBP
- The Company's Chief Legal Officer
- The Director of Internal Audit
- Our EthicsPoint Hotline
    - Internet: https://secure.ethicspoint.com/domain/media/en/gui/21342/index.html
    - Phone: Within the United States, Mexico and Canada, dial toll-free 888-399-0403
- Chairman of the Audit Committee of the Board
  6400 E McDowell Road, Suite 300
  Scottsdale, AZ 85257
  c/o Chief Legal Officer

We expect you to cooperate fully with us and, if applicable, any governmental authorities in any investigation of an alleged violation of the Code.

Reports submitted anonymously to EthicsPoint are protected via EthicsPoint security features.

Each supervisor and manager shall report any suspected violation, concern or complaint reported to such person by employees or other sources to their Human Resources Business Partner or Legal to assure proper treatment and retention of complaints, concerns or notices of potential violations.

Concerns raised regarding internal accounting controls, accounting irregularities, or the commission of fraud by anyone with accounting or financial reporting responsibility should promptly be reported to the Chief Legal Officer who will also alert the Chairman of the Audit Committee of the Board.

The Company will, to the extent possible, keep confidential both the information and concerns reported and its discussions and actions in response to these reports and concerns. In the course of its investigation, however, the Company may find it necessary to share information with others on a "need to know" basis. The Company shall instruct those provided such information of the requirement to maintain confidentiality.

PROHIBITION ON RETALIATION

We will not tolerate acts of retaliation, either directly or indirectly, against any employee who in good faith and in accordance with Company procedure reports a known or suspected act of misconduct or other violations of this Code.

COMPLIANCE PROCEDURES

We recognize the need for this Code to be applied on a prompt, consistent and even-handed basis. If you reasonably believe that a violation of this Code has occurred, then you must report the alleged violation to your supervisor or through one of the channels listed above.

If, after investigating a report of an alleged violation by a director, executive officer or other senior financial officer or of a violation involving Accounting Matters, the Audit Committee determines that a violation of this Code has occurred, the committee will report such determination to the Board. The Board will take such preventative or disciplinary action as it deems appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

If, after investigating a report of an alleged violation by any other person, our Chief Legal Officer in coordination with the Chief Human Resources Officer determines that a violation of this Code has occurred, we will take such preventative and/or disciplinary action as the Company deems appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate authorities.

You are reminded that, if you know about violations of this Code and fail to report them, you will be subject to disciplinary action. You are encouraged to discuss any questions you have about this Code with your supervisor or our Legal Department.

WAIVERS

Any waiver of this Code for directors, executive officers or other senior financial officers may be made only by the Audit Committee of the Board and will be promptly disclosed publicly as required by law or stock exchange rule. Any waiver of this Code for any other person may be made only by our Chief Legal Officer.

Updated and Adopted by the Board on August 13, 2026