



## Non-Commercial Aircraft Usage Policy

### Scope

This policy is applicable to use of aircraft that is fractionally owned by WillScot Holdings Corporation (the "Company") and flights chartered by the Company (in each case, a "Company-Provided Aircraft").

### Company-Provided Aircraft

Company aircraft will be primarily used for business and will take precedence over any non-business use. The Company provides corporate aircraft primarily for Business Travel and the Board of Directors (the "Board") also allows for non-business, Personal Travel, for its Chief Executive Officer (the "CEO") for purposes of safety, security, confidentiality, and productivity. The Board approved Personal Travel by the CEO for up to 37.5 hours per calendar year (the "Annual Limit").

The CEO may not exceed the Annual Limit without the prior approval of the Chairman of the Board (the "Chairman"). The CEO is responsible for reimbursing the Company for Personal Travel in an amount equal to the Aggregate Incremental Costs (defined below) for such travel, subject to any limitations on reimbursement of such costs by FAA regulations. The CEO will seek the Chairman's approval for personal travel, and will advise the General Counsel of the same for documentation purposes.

The CEO and, when approved by the CEO, any other employee (in any case, a "Permitted Person") may bring spouses and other personal guests on approved Business Travel and, in the case of the CEO, Personal Travel. Generally, spouses and guests of Permitted Persons are not permitted to fly aboard Company-Provided Aircraft unaccompanied by the Permitted Person, with exceptions to be allowed by the CEO or, in the case of the CEO, notice to the General Counsel of the Company (the "General Counsel"), in each case, in writing.

### Business Travel

Tax Considerations: If the travel is solely for Business Travel, there are likely no tax consequences associated with such travel for the Permitted Person if he or she is traveling alone or in the company of other Permitted Persons or business companions (e.g., clients).

Cost Allocation: In general, the Company will pay 100% of the costs of Business Travel. Personal Travel in connection with Business Travel is discussed in the "Personal Travel" section below.

Return Business Travel: Return travel from any business trip or destination will be considered business travel for purposes of this policy, even when the return travel is to an alternative destination from the point of origin; provided, that the Aggregate Incremental Cost is less than or equal to the

cost of return to the point of origin. If the cost of travel to an alternative destination results in a higher Aggregate Incremental Cost than return to the point of origin, then the CEO shall reimburse the Company the difference between the actual Aggregate Incremental Cost and that of returning to the point of origin. All other Permitter Persons shall reimburse the Company at the SIFL rate.

## **Personal Travel**

Policy. Personal Travel is available only as provided above and is subject to availability of the Company-Provided Aircraft. For each spouse or guest of a Permitted Person (including the CEO), the Permitted Person will reimburse the Company for any use of Company-Provided Aircraft for Personal Travel in an amount for such use based on the per-mile Standard Industry Fare Level rates established by the Department of Transportation rates (“SIFL rates”), subject to any limitations on reimbursement of such costs by FAA regulations, within thirty (30) days following the applicable use date. In the case of the CEO, such reimbursement obligation is as described above.

### Tax Considerations:

The value of Personal Travel will likely be imputed as taxable income to the Permitted Person. The amount included in income is based on the SIFL rates, less the amount the Permitted Person paid the Company for the Personal Travel. Unless specifically approved by the Board, the Company will not pay tax gross ups in connection with any imputed income for Personal Travel by Permitted Persons.

Where a spouse, dependent or other individual accompanies a Permitted Person on a trip that is a qualified business trip for the Permitted Person, their flight may be considered personal and therefore may become taxable to the Permitted Person based on the SIFL rates (less the amount the Permitted Person paid the Company for the Personal Travel of his or her guests). However, if persons on business travel occupy 50% or more of the total available seats on the Company- Provided Aircraft, no income inclusion will be required by a Permitted Person with respect to any person on the flight whose travel is categorized as Personal Travel.

### SEC Considerations:

Personal Travel will be calculated and reported in accordance with SEC disclosure requirements, which require the disclosure of perquisites and personal benefits based on the “Aggregate Incremental Costs” to the Company for Personal Travel. For purposes of this computation, the Company defines “Aggregate Incremental Costs” for personal use of the Company-Provided Aircraft as any direct costs to the Company attributable to personal use, plus the cost to the Company of any tax deduction disallowance due to the personal use. If the Permitted Person is accompanied by a spouse or other guest, any non-*de minimis* incremental cost of the guest’s travel may be treated as a perquisite for purposes of the Company’s annual proxy filings.

## **General Guidelines**

Requests: Approval. Use of the Company-Provided Aircraft by the CEO has been approved by the Board and will be done so every other year starting in 2023. Use of the aircraft by other Permitted Persons must be approved by the CEO.

Corporate Risk. Situations in which several top executives or Board members are traveling together on the Company-Provided Aircraft should be avoided. To reduce risk to the Company, the CEO shall not be permitted to travel on the Company-Provided Aircraft with the Company's Chief Financial Officer, unless preapproved by the Chairman.

Trip Log. The General Counsel will maintain a trip log to track, with respect to each trip, the date, destination(s), the passengers, and nature of travel for each passenger (Business Travel, entertainment-related Business Travel, or Personal Travel). The General Counsel may from time to time designate one or more employees of the Company to assist in the administration of and compliance with this policy. The General Counsel shall make reports to the Board on the use of Company-Provided Aircraft as and when requested.

Regulation. Passengers must abide by all jurisdictional laws and regulations, fractional ownership program terms and conditions, chartered flight rules, and Company policies.

Emergency Use. The CEO has the authority, which may be exercised in the CEO's discretion, to requisition the use of Company-Provided Aircraft in the case of emergency circumstances for the benefit of an employee, including family members, without charge to the employee.

### **Key Usage Definitions**

Business Travel means travel within the scope of the business of the Company. Examples of Business Travel include, but are not limited to, travel to attend meetings with Company clients, travel to attend Company board meetings, and other travel that furthers the business purposes of the Company. The mere fact that a passenger also accomplishes a personal goal or receives a personal benefit shall not preclude the travel from being deemed Business Travel, provided the accomplishment of the personal goal or receipt of a personal benefit is incidental to the overall business-related purpose of the trip.

Personal Travel means travel that is not primarily within the scope of the business of the Company. Examples of Personal Travel include, but are not limited to, travel for vacation, travel to attend a family function, and travel to receive medical treatment. Personal Travel includes trips in which a business objective is achieved if that business objective is merely incidental to the overall personal purpose of the trip.

**Effective July 29, 2024**