



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of WillScot Holdings Corporation (the “**Company**”) is to help ensure that the Company’s system of corporate governance performs well. In this regard, the Committee will consider and report periodically to the Board on matters relating to the identification, selection, and qualification of Board members and candidates nominated to the Board; advise and make recommendations to the Board on corporate governance matters; and provide leadership to the Company on matters relating to corporate governance.

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 (3) directors. Each such director shall be determined by the Board to be “independent” in accordance with applicable rules and regulations of the Securities and Exchange Commission (“**SEC**”) and the rules of the Nasdaq Stock Market (“**NASDAQ**”). Appointments to the Committee, including determination of independence and designation of the Chair of the Committee, shall be made by the Board on an annual basis. Each member shall be subject to annual reconfirmation and may be removed by the Board at any time, with or without cause.

OUTSIDE ADVISORS

The Committee has the right at any time to obtain advice, reports, or opinions from internal and external counsel and expert advisors and has the authority to hire and terminate independent legal, financial, and other advisors as it may deem necessary, at the Company’s expense, without consulting with, or obtaining approval from, any officer of the Company in advance. 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, meet with any members of, or consultants to, the Committee and provide such pertinent information as the Committee may request.

RESPONSIBILITIES

The Committee shall:

1. Identify and screen individuals qualified to become members of the Board, develop a slate of nominees annually for consideration by the Board, and select and approve or recommend the selection and approval by the Board of Directors nominees to fill

vacancies and newly created directorships 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 or designation rights to any third party. The Committee shall also consider unsolicited inquiries and director nominees recommended by stockholders in the same manner as nominees from all other sources.

2. Oversee the annual performance evaluation processes for the Board and its committees, including conducting surveys or one-on-one interviews, as appropriate, to obtain observations, suggestions, and preferences.

3. Consider the performance of incumbent members of the Board (including, without limitation, compliance with committee charters or the Company's corporate governance policies) in determining whether to recommend that they be nominated for reelection.

4. Develop approval standards for determining whether a director has a relationship with the Company that would impair his or her independence and make recommendations to the Board regarding any such independence determinations.

5. At least once annually, after consultation with the Company's Chief Executive Officer and the Chairman of the Board, determine and propose to the Board which directors should serve as members and chairs of the various committees of the Board, and also consider the rotation of committee members and chairs. In making such determinations and proposals, the Committee may take into account various criteria, factors, and circumstances, including, but not limited to: (a) balancing the benefits derived from continuity against the benefits derived from the diversity of experience and viewpoints that may result from the rotation of committee members and chairs; (b) subject matter expertise; (c) applicable legal or other requirements; (d) tenure; (e) the desires of individual members of the Board; (f) as applicable, the independence standards that may be required of members of such committees; and (g) qualifications relevant to such committee.

6. With respect to members of the Board: (a) evaluate and recommend termination of committee membership of individual directors in accordance with the Company's Bylaws and corporate governance guidelines, for cause or for other appropriate reasons; and (b) review any director resignation letter tendered in accordance with the Company's Bylaws or Corporate Governance Guidelines and evaluate and recommend to the Board whether such resignation should be accepted.

7. From time to time, and at least once annually, consider matters of corporate governance, including reviewing proposed changes to the charters of other committees of the Board (to the extent that such committees propose any changes to their respective charters) and, if appropriate, recommending such proposed changes to the Board, as well as considering input from such other committees of the Board with respect to the responsibilities and organization of such committees and recommending, as appropriate, any proposed changes regarding the responsibilities and organization of such committees to the Board.

8. From time to time, and at least annually, with respect to other corporate governance matters and policies, the Committee will also consider: (a) modifications to the Company's various corporate policies, as appropriate; and (b) to the extent applicable, inclusion of disclosure relating to the Committee's operations, the operations of other committees of the Board, and director independence in the Company's proxy statement or annual report.
9. Review the Committee's Charter, structure, processes, and membership requirements and submit any recommended changes to the Board at least once a year.
10. Review the Company's corporate governance guidelines and code(s) of business ethics and conduct and recommend any proposed changes to the Board. The Committee shall also oversee compliance with the Company's corporate governance guidelines and code(s) of business ethics and conduct, and review and consider any requests for waivers of the Company's corporate governance guidelines or code(s) of business ethics and conduct for Company directors, executive officers and other senior financial officers, and make a recommendation to the Board with respect to such request for a waiver.
11. Report regularly to the Board concerning the Committee's activities, as appropriate.
12. Periodically review information or data concerning governance developments or trends, as appropriate.
13. Provide oversight over all environmental, social and governance ("ESG") matters, risks, impacts and related activities of the Company. 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 ESG and recommend to the Board or management, as appropriate, such measures and actions that the Committee believes may be appropriate related to these matters.
14. Develop and oversee a Company orientation program for new directors, as appropriate, and make directors aware of continuing education programs; and periodically review these programs and update them as necessary.
15. Conduct an annual evaluation of the performance of its duties under this Charter and present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.
16. Perform such other functions as assigned or required by law, the Corporation's Certificate of Incorporation or Bylaws, or the Board.

Notwithstanding anything in this Charter, the Committee shall not exercise any powers or duties, or take any action, that: (i) may not be delegated by the Board under the General Corporation Law of the State of Delaware or the Company's bylaws; or (ii) have or has been delegated to other committees of the Board.

MEETINGS

The Committee shall meet as often as necessary or appropriate to carry out its responsibilities under this Charter, but it is expected that the Committee will meet at least two times each year.

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. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Without a meeting, the Committee may act by unanimous written consent of all members. Written minutes of Committee meetings shall be maintained and filed with the books and records of the Company. Any member of the Board shall be provided with copies of such Committee minutes if requested. The Committee shall determine its own rules and procedures.

Effective November 1, 2024