

## **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 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.

### **COMPOSITION**

The Committee shall be comprised of three or more directors, each of whom 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.

### **AUTHORITY AND RESOURCES**

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.

### **RESPONSIBILITIES**

The Committee shall:

1. Identify and screen individuals qualified to become members of the Board, develop a slate of nominees annually, and select and approve or recommend the selection and approval by the Board of director 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 rights to any third party.
2. Oversee the annual Board performance evaluation process, 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. With respect to members of the Board, (a) evaluate and recommend termination of 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 director resignation policy, and evaluate and recommend to the Board whether such resignation should be accepted.
5. Consider matters of corporate governance and periodically review the Company's corporate governance policies and recommend to the Board (a) modifications to the policies as appropriate and (b) to the extent applicable, inclusion of disclosure relating to the Committee's operations and director independence in the Company's proxy statement or annual report, as applicable.
6. Review the Committee's charter, structure, processes, and membership requirements and submit any recommended changes to the Board at least once a year.
7. Review the Company's Corporate Governance Guidelines annually and submit any recommended changes to the Board.
8. Report regularly to the Board concerning the Committee's activities, as appropriate.
9. Periodically review information or data concerning governance developments or trends, as appropriate.
10. Perform such other functions as assigned by law, the Corporation's charter or bylaws, or the Board.
11. Develop and oversee a Company orientation program for new directors, as appropriate, and make directors aware of continuing education programs; and to periodically review these programs and update them as necessary.

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 been delegated to other committees of the Board.

## **MEETINGS**

The Committee shall meet as often as necessary to carry out its responsibilities under this Charter, but it is expected that the Committee will meet at least two times each year. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. Written minutes of Committee meetings shall be maintained.

Effective date: November 29, 2017