



STOCK OWNERSHIP GUIDELINES FOR NON-EMPLOYEE DIRECTORS

PURPOSE

To encourage the acquisition and retention of common stock of WillScot Holdings Corporation (the "Company") by the Company's non-employee directors, the Compensation Committee of the Board of Directors has established the following stock ownership guidelines for non-employee directors effective as of the Effective Date above.

TARGET OWNERSHIP LEVELS

The target ownership level is five (5) times the cash portion of the standard annual retainer for non-employee directors (excluding chair and meeting fees).

TIMELINE AND COMPLIANCE

Non-employee directors are expected to meet their target ownership level by the later of the fifth anniversary of their appointment to the Board of Directors and the fifth anniversary of the Effective Date. Non-employee directors who have not achieved their target ownership level by the applicable deadline will be expected to retain 100% of the number of shares awarded to him or her under any equity incentive plan of the Company, including any net shares acquired upon any future vesting of restricted stock, net of the amount of shares sufficient to cover any taxes or exercise price due, until the target ownership level is met.

Once a non-employee director has met the target ownership level, the non-employee director will be deemed thereafter to have satisfied the target ownership level until such time as the non-employee director disposes of any shares, after which compliance will be remeasured.

Shares transferred by a non-employee director pursuant to a domestic relations order do not violate the share retention requirements. If a non-employee director falls below the applicable guideline by reason of a transfer of shares made pursuant to a domestic relations order, the Compensation Committee may, in its discretion, allow the non-employee director additional time to come back into compliance with the guidelines.

The ownership levels for the non-employee directors will be reviewed each year by the Compensation Committee.

CALCULATING OWNERSHIP LEVELS

In calculating whether the target ownership level has been met:

- The number of shares required to be held as of a given date will be calculated by dividing (1) the product of (a) the non-employee director's then-current annual cash retainer (excluding chair and meeting fees) and (b) five by (2) the average closing price per share of the Company's common stock over the previous calendar year.
- Each non-employee director shall be credited with shares of common stock of the Company beneficially owned by him or her (or his or her immediate family members), including any shares held indirectly through the Company's benefit plans, restricted shares and shares held in trust for the benefit of the non-employee director or his or her immediate family members.
- Shares subject to unearned performance share awards shall not be credited toward the target ownership level.

Non-employee directors may be required to provide documentation acceptable to the Company to support their share ownership.

MODIFICATION OF GUIDELINES

The Compensation Committee has authority to review and modify these guidelines from time to time as it deems appropriate.

Effective July 29, 2024

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