

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14A  
Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material under §240.14a-12

**WillScot Holdings Corporation**

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(Name of Registrant as Specified in its Charter)

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(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required  
 Fee paid previously with preliminary materials  
 Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11



WILLSCOT HOLDINGS CORPORATION  
6400 EAST MCDOWELL ROAD  
SUITE 300  
SCOTTSDALE, AZ 85257

# Your **Vote** Counts!

**WILLSCOT HOLDINGS CORPORATION**

Notice of Annual Meeting of Stockholders

2026 Annual Meeting

Vote by June 4, 2026 11:59 PM ET for shares held directly.  
For shares held in a Plan, vote by June 2, 2026 11:59 PM ET.



V88600-P48532-Z92321

## STOCKHOLDERS MEETING NOTICE

### You invested in WILLSCOT HOLDINGS CORPORATION and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 5, 2026.**

### Get informed before you vote

View the Notice and Proxy Statement and Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 22, 2026. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxymote.com](mailto:sendmaterial@proxymote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and  
vote without entering a  
control number



#### Vote Virtually at the Meeting\*

June 5, 2026  
9:00 AM PDT

Virtually at:  
[www.virtualshareholdermeeting.com/WSC2026](http://www.virtualshareholdermeeting.com/WSC2026)

\*Please check the meeting materials for any special requirements for meeting attendance.

## STOCKHOLDERS MEETING NOTICE

### THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. If Proposal 1 is approved, the election as directors of all nominees listed to serve a one-year term.	
1a. Timothy D. Boswell	✔ For
1b. Erika T. Davis	✔ For
1c. Gerard E. Holthaus	✔ For
1d. Worthing Jackman	✔ For
1e. Natalia N. Johnson	✔ For
1f. Rebecca L. Owen	✔ For
1g. Jeff Sagansky	✔ For
1h. Michael W. Upchurch	✔ For
1i. Dominick Zarcone	✔ For
2. To ratify the appointment of Ernst & Young LLP as independent registered public accounting firm of WillScot Holdings Corporation for the fiscal year ending December 31, 2026.	✔ For
3. To approve, on an advisory and non-binding basis, the compensation of the named executive officers of WillScot Holdings Corporation.	✔ For
4. To vote, on an advisory and non-binding basis, how often WillScot Holdings Corporation will conduct a stockholder advisory vote to approve the compensation of its named executive officers.	1 Year
5. To approve the WillScot Holdings Corporation 2026 Incentive Award Plan.	✔ For
<b>NOTE:</b> Such other business as may properly come before the meeting or any adjournment thereof.	

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".