April 30, 2021

Quarterly Investor Presentation

First Quarter 2021

WILLSCOT • MOBILE MINI
HOLDINGS CORP

WILLSCOT | mobile mini SOLUTIONS

Safe Harbor

Forward Looking Statements

This presentation contains forward-looking statements (including the guidance/outlook contained herein) within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 and Section 21E of the Securities Exchange Act of 1934, as amended. The words "estimates," "expects," "anticipates," "believes," "forecasts," "plans," "intends," "may," "will," "should," "shall," "outlook" and variations of these words and similar expressions identify forward-looking statements, which are generally not historical in nature. Certain of these forward-looking statements include statements relating to: the effects of the restatement on our financial statements; our long-term growth prospects, the ability of our capital structure to support the business, our future cash flow and liquidity, our deleveraging trajectory, continued VAPS penetration opportunities, and our revenue and our growth, Adjusted EBITDA and Net Capex outlooks. Forward-looking statements are subject to a number of risks, uncertainties, assumptions and other important factors, many of which are outside our control, which could cause actual results or outcomes to differ materially from those discussed in the forward-looking statements. Although the Company believes that these forward-looking statements are based on reasonable assumptions, they are predictions and we can give no assurance that any such forward-looking statement will materialize. Important factors that may affect actual results or outcomes include, among others, our ability to acquire and integrate new assets and operations; our ability to achieve planned synergies related to acquisitions; our ability to manage growth and execute our business plan; our estimates of the size of the markets for our products; the rate and degree of market acceptance of our products; the success of other competing modular space and portable storage solutions that exist or may become available; rising costs adversely affecting our profitability; potential litigation involving our Company; general economic and market conditions impacting demand for our products and services; our ability to maintain an effective system of internal controls; and such other risks and uncertainties described in the periodic reports we file with the SEC from time to time (including our Form 10-K for the year ended December 31, 2020), which are available through the SEC's EDGAR system at www.sec.gov and on our website. Any forward-looking statement speaks only at the date which it is made, and the Company disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Non-GAAP Financial Measures

This presentation non-GAAP financial measures, including Adjusted EBITDA, Adjusted EBITDA Margin, Free Cash Flow, pro forma revenue, Adjusted Net Income, and Net CAPEX. Adjusted EBITDA is defined as net income (loss) before income tax expense, net interest expense, depreciation and amortization adjusted for non-cash items considered non-core to business operations including net currency gains and losses, goodwill and other impairment charges, restructuring costs, costs to integrate acquired companies, costs incurred related to transactions, non-cash charges for stock compensation plans, gains and losses resulting from changes in fair value and extinguishment of warrant liabilities, and other discrete expenses. Adjusted EBITDA margin is defined as Adjusted EBITDA divided by revenue. Free Cash Flow is defined as net cash provided by operating activities, less purchases of, and proceeds from, rental equipment and property, plant and equipment, which are all included in cash flows from investing activities. Net CAPEX is defined as purchases of rental equipment and refurbishments and purchases of property, plant and equipment (collectively, "Total Capital Expenditures"), less proceeds from sale of rental equipment and proceeds from the sale of property, plant and equipment (collectively, "Total Proceeds"), which are all included in cash flows from investing activities. Our management believes that the presentation of Net CAPEX provides useful information to investors regarding the net capital invested into our rental fleet and plant, property and equipment each year to assist in analyzing the performance of our business. Pro forma revenue is defined the same as revenue, but includes pre-acquisition results from Mobile Mini for all periods presented. Adjusted Net Income is defined as Net Income plus or minus the impact of the change in the fair value of the warrant liability. The Company believes that our financial statements that will include the impact of this mark-to-market expense or income may not be necessarily reflective of the actual financial performance of our business. The Company (or WillScot Mobile Mini Holdings) believes that Adjusted EBITDA and Adjusted EBITDA margin are useful to investors because they (i) allow investors to compare performance over various reporting periods on a consistent basis by removing from operating results the impact of items that do not reflect core operating performance; (ii) are used by our board of directors and management to assess our performance; (iii) may, subject to the limitations described below, enable investors to compare the performance of the Company to its competitors; and (iv) provide additional tools for investors to use in evaluating ongoing operating results and trends. The Company believes that pro forma revenue is useful to investors because they allow investors to compare performance of the combined Company over various reporting periods on a consistent basis The Company believes that Net CAPEX provide useful additional information concerning cash flow available to meet future debt service obligations. However, Adjusted EBITDA is not a measure of financial performance or liquidity under GAAP and, accordingly, should not be considered as an alternative to net income or cash flow from operating activities as an indicator of operating performance or liquidity. These non-GAAP measures should not be considered in isolation from, or as an alternative to, financial measures determined in accordance with GAAP. Other companies may calculate Adjusted EBITDA and other non-GAAP financial measures differently, and therefore the Company's non-GAAP financial measures may not be directly comparable to similarly-titled measures of other companies. For reconciliation of the non-GAAP measures used in this presentation (except as explained below), see "Reconciliation of Non-GAAP Financial Measures" included in this presentation.

Information reconciling forward-looking Adjusted EBITDA to GAAP financial measures is unavailable to the Company without unreasonable effort. We cannot provide reconciliations of forward-looking Adjusted EBITDA to GAAP financial measures because certain items required for such reconciliations are outside of our control and/or cannot be reasonably predicted, such as the provision for income taxes. Preparation of such reconciliations would require a forward-looking balance sheet, statement of income and statement of cash flow, prepared in accordance with GAAP, and such forward-looking financial statements are unavailable to the Company without unreasonable effort. Although we provide a range of Adjusted EBITDA that we believe will be achieved, we cannot accurately predict all the components of the Adjusted EBITDA calculation. The Company provides Adjusted EBITDA guidance because we believe that Adjusted EBITDA, when viewed with our results under GAAP, provides useful information for the reasons noted above.

Merger and Presentation of Entities

On March 2, 2020, we announced that we entered into an Agreement and Plan of Merger (the "Merger") with Mobile Mini, Inc. ("Mobile Mini"). During the second quarter, we obtained all required regulatory approvals and stockholder approvals from the Company's and Mobile Mini's stockholders and we closed the Merger on July 1, 2020 at which time Mobile Mini became a wholly-owned subsidiary of WillScot. Concurrent with the closing of the Merger, we changed our name to WillScot Mobile Mini Holdings Corp. ("WillScot Mobile Mini").

The following presentation is intended to help the reader understand WillScot Mobile Mini, our operations and our present business environment. The discussion of results of operations is presented on a historical basis, as of or for the three months ended March 31, 2021 or prior periods. Our reported results only include Mobile Mini for the periods subsequent to the Merger. Our Pro Forma Results include Mobile Mini's results as if the Merger and related financing transactions had occurred on January 1, 2019, and are a better representation of how the combined company has performed over time.

Following the Merger, we expanded our reporting segments from two segments to four reporting segments. The North America Modular Segment aligns with the WillScot legacy business prior to the Merger and the North America Storage, UK Storage and Tank and Pump segments align with the Mobile Mini segments prior to the Merger.

Additional Information and Where to Find It

Additional information about WillScot Mobile Mini can be found on our investor relations website at www.willscotmobilemini.com.

Turnkey modular space and storage solutions are our business.

Everything about our company, from our expert staff to our turnkey solutions to our network of locations, is designed to make it easier for customers to make one call and get a complete, immediately functional temporary space and storage solution. Our solutions are Ready to Work, so our customers can forget about the workspace and focus on being productive and meeting their goals.

When the solution is perfect, productivity is all our customers see.

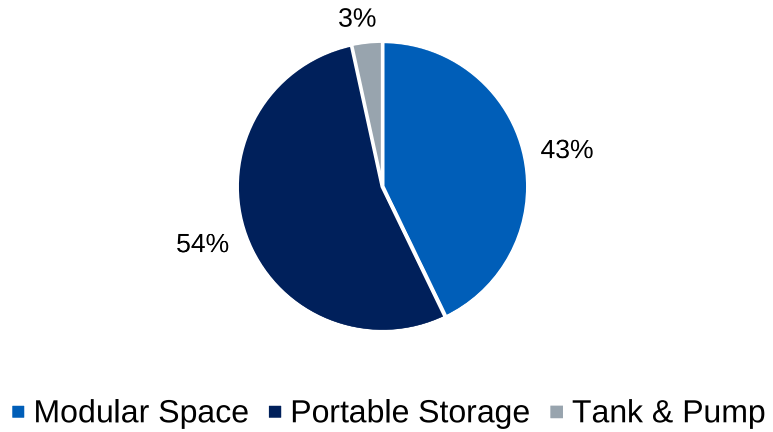
WillScot Mobile Mini Overview

WSC is highly differentiated and positioned for value creation

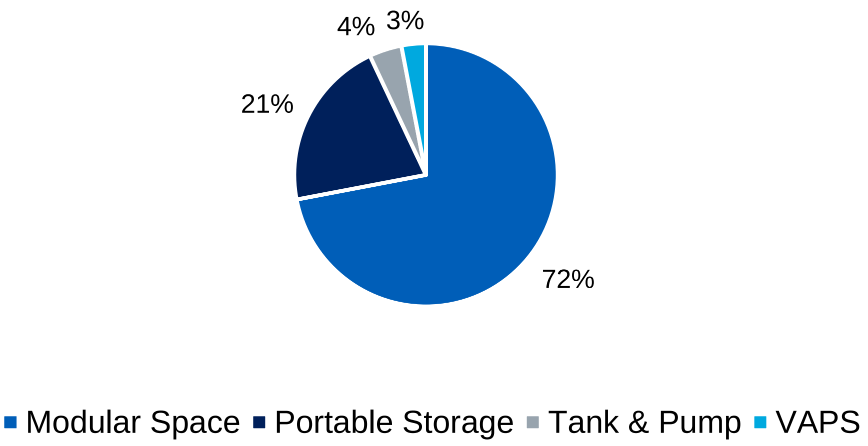
1	Clear Market Leadership	#1	In >$5B North American market for modular space and portable storage solutions
2	Compelling Unit Economics And Returns on Capital	>25%	Unlevered IRRs on core portable storage and turnkey modular space fleet investments
3	Predictable Reoccurring Lease Revenues	>30	Month average lease duration reduces volatility
		>70%	Of leads are from repeat customers
4	Diversified End Markets And Flexible Go-To-Market	<15%	Of revenue is from our top-50 customers
		15	Discrete end-markets levered to U.S. GDP – ability to reposition for infrastructure, social distancing
5	Powerful Organic Revenue Growth Levers	>10%	YOY U.S. modular space price growth for 14 quarters
		>$180M	Revenue growth opportunity from high margin VAPS
		>80%	End market and 40% customer overlap between modular and storage supports cross-selling
6	Proven Platform For Accretive M&A	~$65M	Cost synergies realized from 10 deals in <3 years
		~$55M	Cost synergies identified and remaining to execute
7	Scalable Technology Enabling Efficiencies	350 bps	Margin expansion YOY to 39% in Q1 2021
8	Robust Free Cash Flow Driving Value Creation	<3.5x	Net Debt / EBITDA target by Q4 2021
		>20%	Free Cash Flow Margin for last 3 quarters
		$500M	Share repurchase authorization to return value

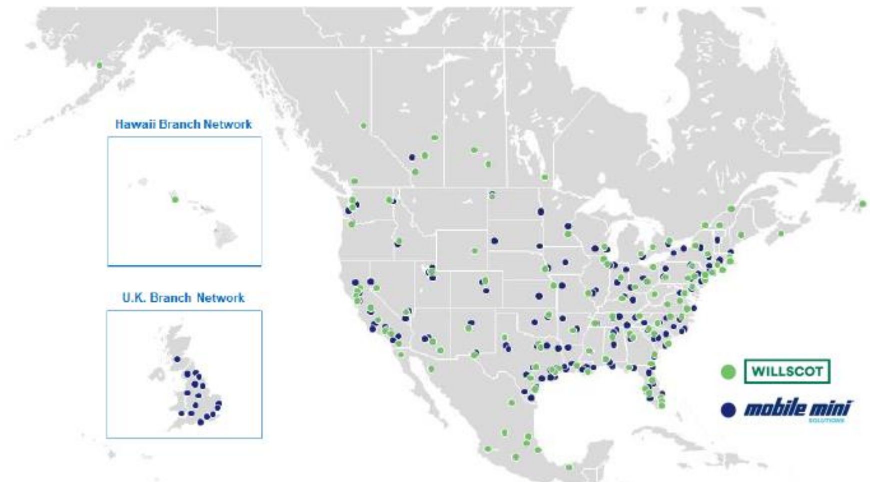
We have the #1 position in modular space and portable storage leasing

Combined 2020 Fleet Count: 386k[1]



Combined 2020 NBV: $2.9B[1]





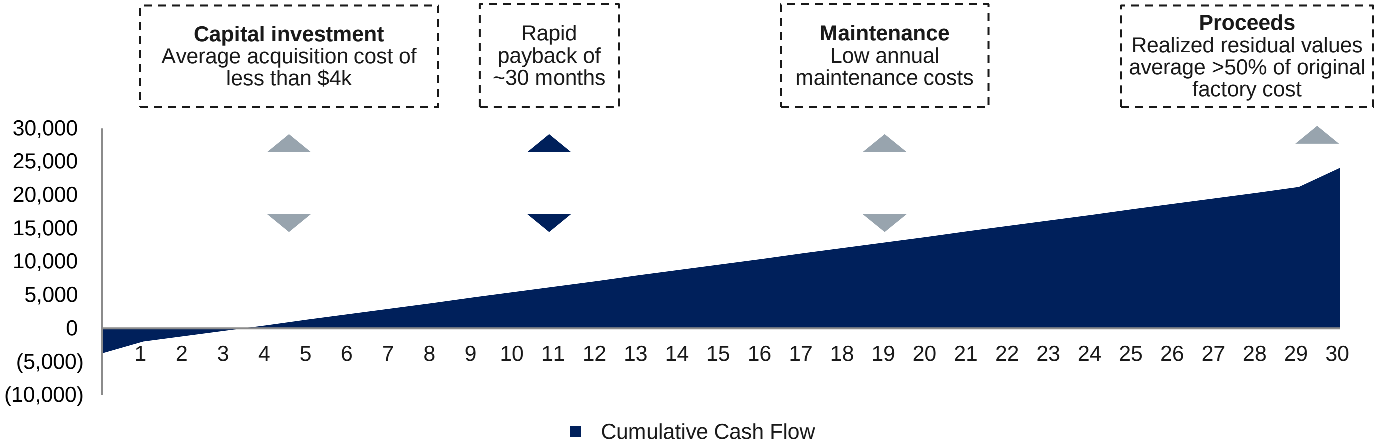
- Long-lived assets with 20-30 year useful lives
- Predictable revenue model with 30+ month average lease duration
- Rapid payback periods enhanced by value-added products
- #1 market position in North America and the United Kingdom

1 As of 12/31/2020

We have compelling unit economics

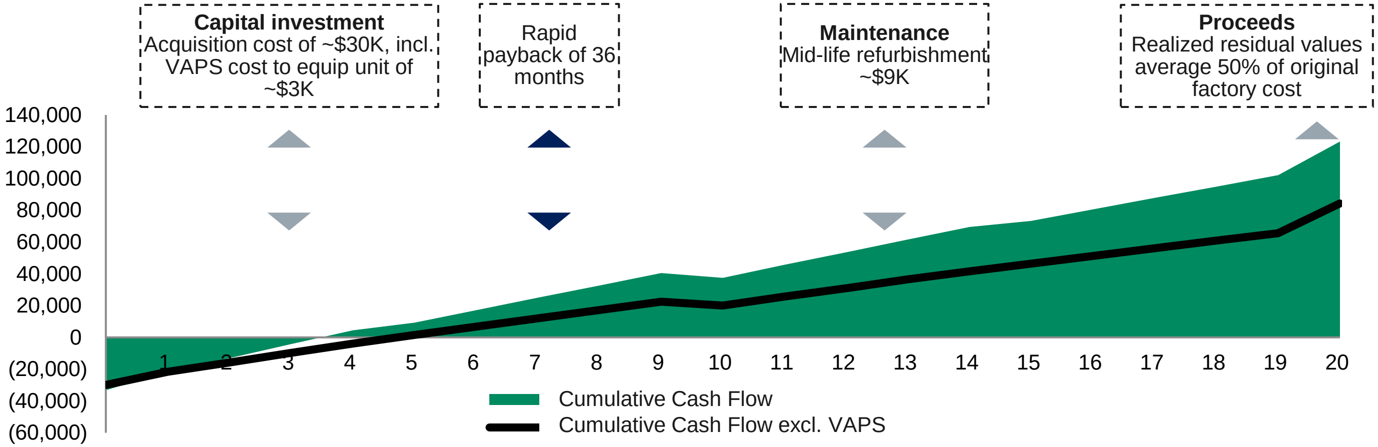
Illustrative unit level cumulative cash flow

Portable Storage Containers



- IRR ~30% over 30 year unit life
- Limited capex and long useful life provides highly attractive unit level economics

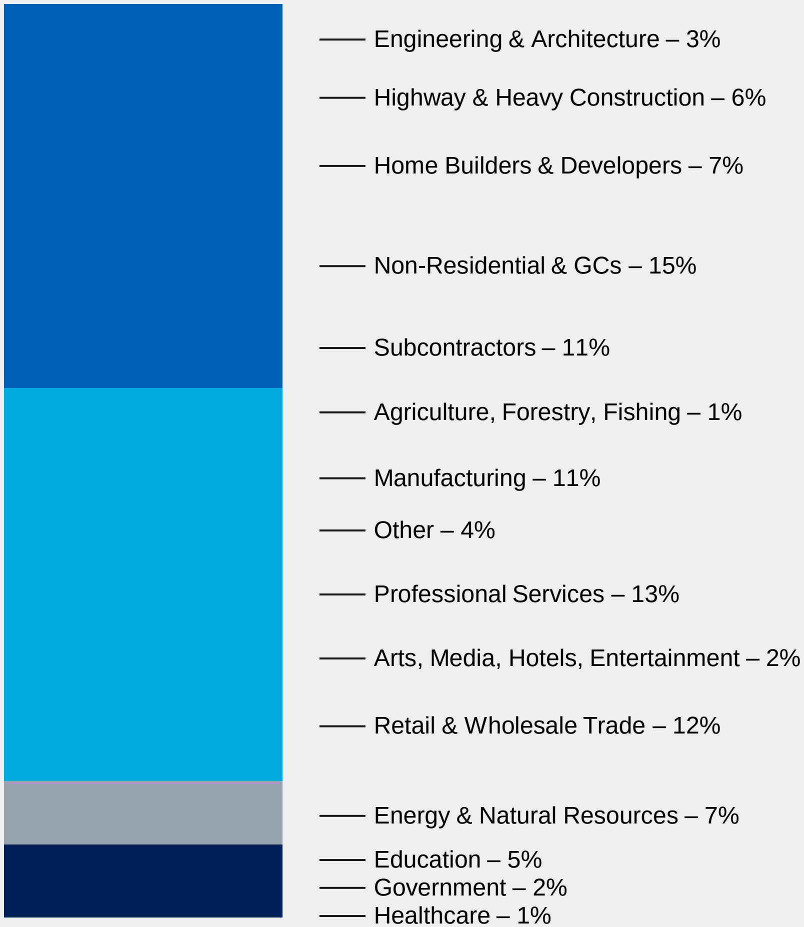
Modular Space



- IRR ~25% over 20+ year unit life inclusive of VAPS
- Highly accretive opportunities to expand fleet

We have diverse end markets and the ability to reposition within them

Pro Forma % Revenue By End Market[1]



End Market Outlook

Construction: Non-residential & GCs and subcontractor activations up ~15% above prior year and ABI over 55 in March, suggesting accelerated volume recovery. Similar trends occurred across sub-segments. Large general contractors led segment in activations as construction starts return, along with positive y.o.y. activations for Highway & Heavy Construction in March.

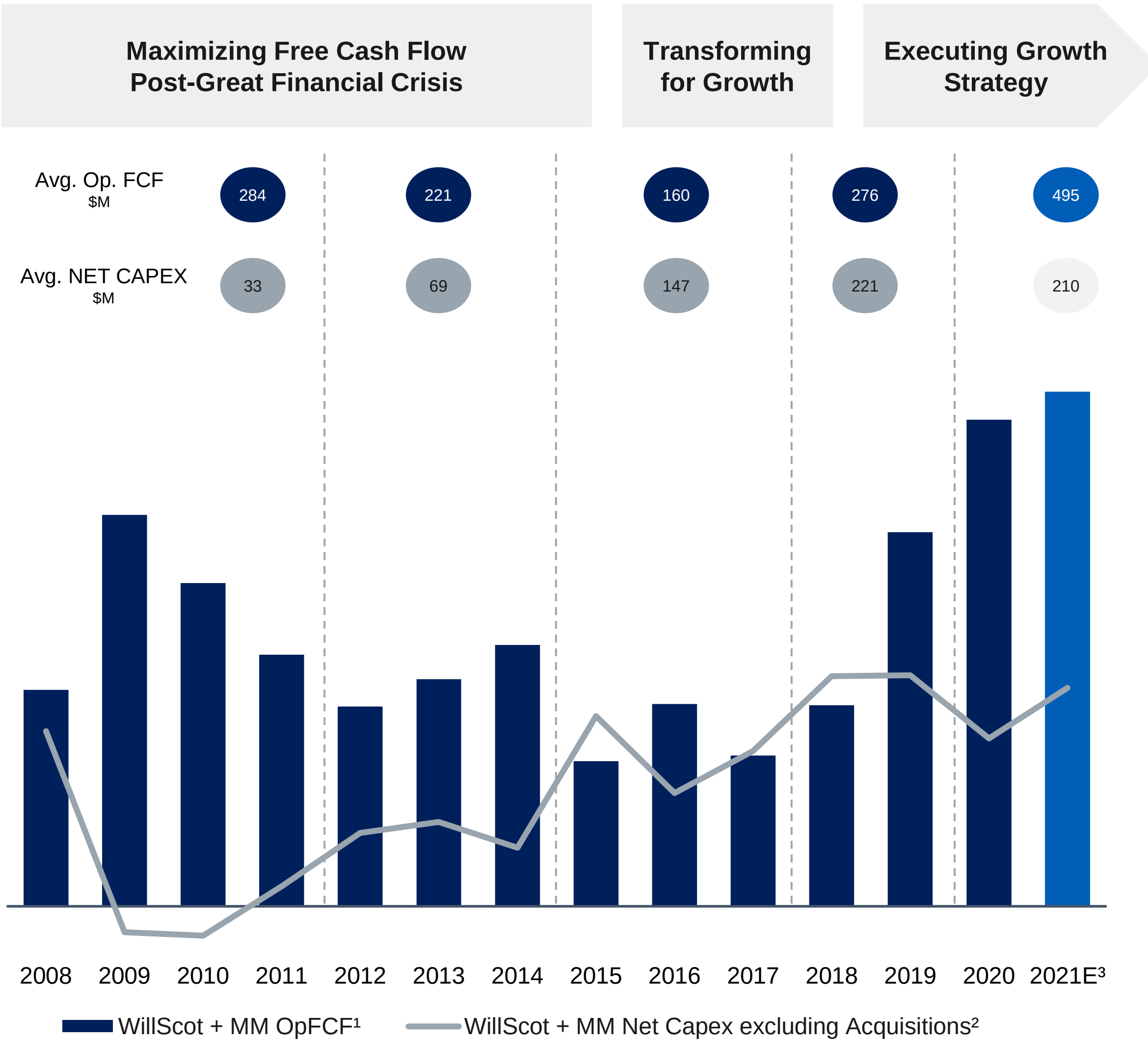
Commercial / Industrial: January and February activations down y.o.y. but recovered to +20% y.o.y. in March. Large retailers led activations for storage as they resume store turnarounds. Incremental demand for vaccination and social distancing continued. Professional services had positive y.o.y. activations for the first time in the last twelve months in March. Continued demand for data centers, warehousing, and distribution.

Energy and Natural Resources: Stable upstream energy. Downstream refiners and chemicals manufacturers increasing activations to support delayed turnarounds. Renewables are relatively smaller part of portfolio but increasing activations.

Government/Institutions: Opportunities leveling off for COVID response in Healthcare, offset by continued need for social distancing. Education followed similar pattern to other sub-segments, with double digit increase in activations y.o.y. in March, preceded by weakness in January and February. Government COVID response continued with increased activations y.o.y. for entire quarter.

1 For FY 2020

We have a robust and growing free cash flow profile



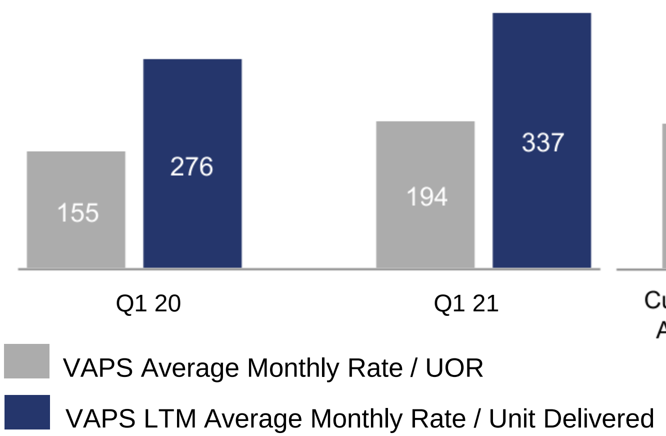
- Long-lived assets provide significant capex flexibility
- Capex is discretionary and can be adapted to market cycles
- Cash flow remains resilient across the cycle, providing capital allocation flexibility
- Rolling 90-day zero-based capital planning process enables rapid reaction to customer needs

- Incremental capital investment will be demand-driven:
  - VAPS growth
  - GLO conversions
  - Improving end markets
- Maintain rapid deleveraging
- Continue opportunistic M&A
- Opportunistically return capital to shareholders

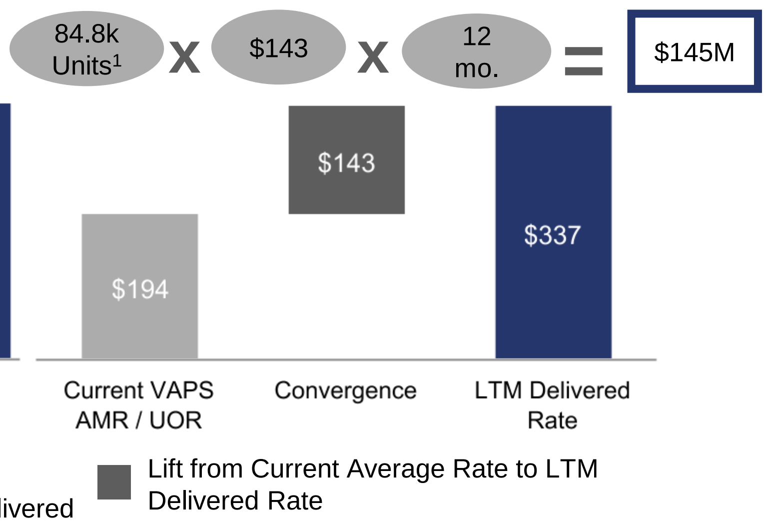
Note: Past results or business cycles are not indicative of future results and should not be relied upon as such. Figures are shown as reported, and have not been adjusted to show results pro forma for acquisitions made after initial reporting
1 Operating Free Cash Flow defined as Adjusted EBITDA excluding rental unit gross profit and gains on insurance proceeds, less Net CAPEX
2 Net CAPEX defined as purchases of rental equipment and refurbishments and purchases of property, plant and equipment, less proceeds from sale of rental equipment and proceeds from the sale of property, plant and equipment, excluding cash paid for acquisitions of businesses and proceeds from assets held for sale
3 Midpoint of 2021 guidance

VAPS revenue growth opportunity is > $145 million over next 3 years in the NA Modular segment

VAPS Monthly Rate[1]
$/unit

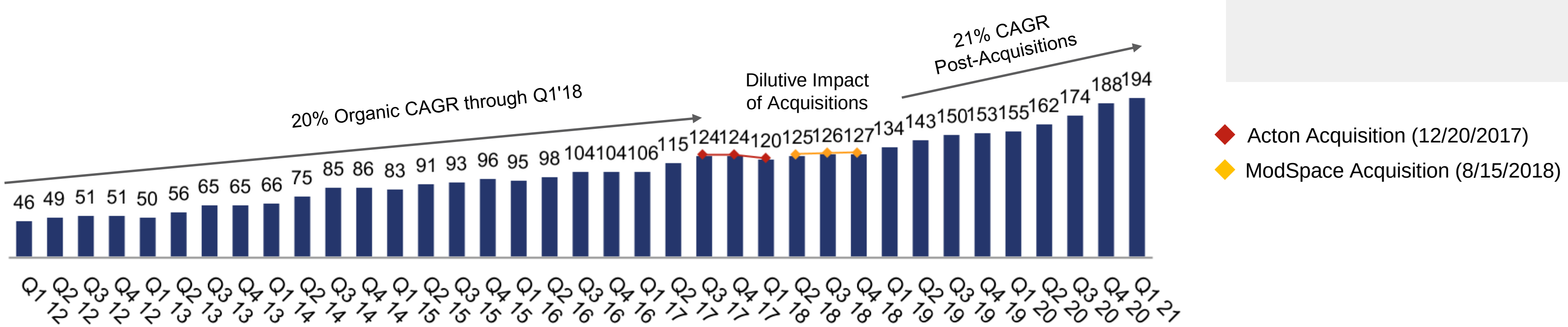


VAPS Future Revenue Potential[1]
$/unit



- LTM delivered VAPS rates increased 22% year over year
- VAPS Average Monthly Rate / UOR increased 25% year over year

WSC Historical Progression of VAPS Average Monthly Rate[1]
$/unit



1 As reported results include the results of the NA Modular Segment and include Modspace only for the periods subsequent to acquisition date for Average Monthly Rate / UOR and only subsequent to commercial cut-over date for LTM Average Monthly Rate / Unit Delivered. The ModSpace acquisition closed Aug. 15, 2018. The ModSpace commercial cut-over occurred in November 2018. Amounts presented are modular space units and excludes portable storage units.

Our portfolio of multi-year growth levers is expanding

- Optimize pricing across fleet
  - Dynamic pricing, customer segmentation, contract standardization
  - Natural benefit of portfolio turnover
  - Estimated 45% market share in Modular and 25% market share in Storage
- Expand VAPS penetration
  - Over $145M future annual revenue opportunity in NA Modular with further potential upside
  - $35M organic growth in legacy Mobile Mini ground-level office fleet
  - Implement VAPS across combined portable storage fleet
- Enhance cross-selling between segments
  - 80% end-market overlap and 40% customer overlap at time of merger
  - Combined product suite to simplify customer procurement and enable productivity
- Maximize cash flow with operational efficiencies, cost reductions, technology
  - 350 bps of Adj. EBITDA margin expansion in Q1 2021 vs. Q1 2020
  - State-of-the-art ERP platform with Q2 2021 go live
  - Logistics optimization
- Deploy capital strategically to support organic growth and returns
  - Invest selectively across multiple markets
  - Flexible and discretionary capex
- Leverage scale and organic initiatives with accretive acquisitions
  - ~$65M cost synergies realized from prior acquisitions
  - ~$55M identified but yet to be executed from 2020 merger and prior acquisitions[1]
- Use other capital allocation levers to create value
  - Reduce leverage
  - Return capital to shareholders via share repurchases with increase to $500M authorized in Q1 2021

1 Including approximately $7M of remaining run-rate cost synergies from ModSpace acquisition and approximately $48M of anticipated run-rate cost synergies for MINI transaction (expect to capture ~80% of cost synergies in run-rate by year 2 post-close).

Developing Environmental, Social, and Governance (ESG) roadmap

- Named executive officer to lead our ESG strategic planning efforts
  - Board actively involved in approach
- Developing strategy by early 2022 with focus areas in 2021 proxy
- ESG roadmap will build on common culture to drive value and sustainability

Dedicated to Health & Safety

Committed to Inclusion & Diversity

Driven To Excellence

Trustworthy & Reliable

Devoted To Our Customers

Community Focused

Current Operating Environment

Differentiated value proposition as activity levels shift between end markets

Florida A&M University – Offices used for COVID vaccine distribution on Tallahassee campus.

25+ Mobile Offices and Storage Containers set up outside the Lucas Oil Stadium used for media staff members covering the event.

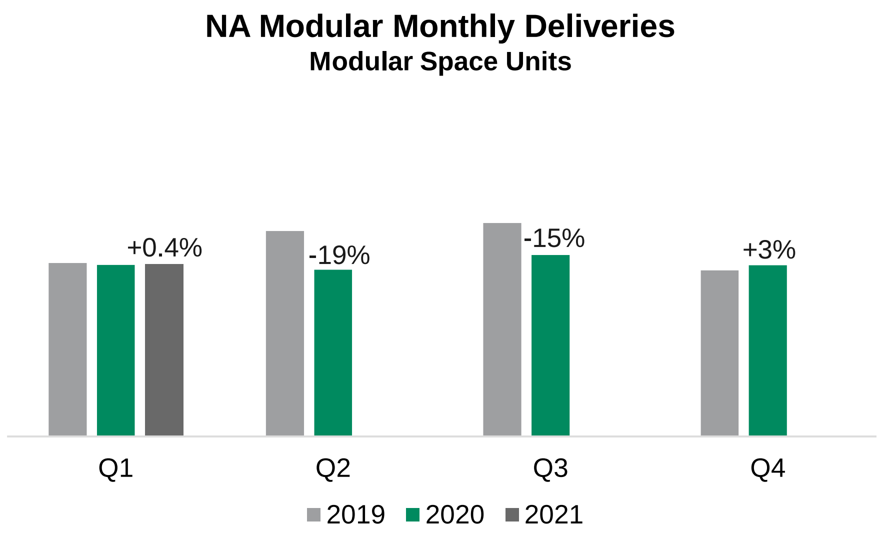
Over 200 Mobile Offices and Storage Containers used for coordinators and media in Tampa Bay, FL for the Super Bowl.

An 8 year deal secured with Anduril Security for a 15-piece FLEX complex complete with an observation deck in Los Angeles, CA.

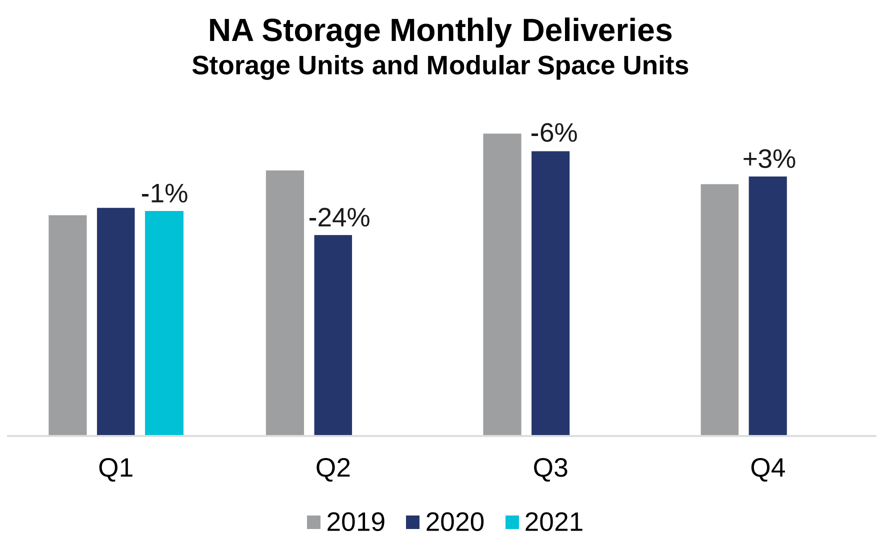
40 Storage Containers delivered in 4 days for a Target remodel in St Louis, MO.

11 Ground Level Offices delivered to new mass COVID vaccination site in Denver, CO.

Demand story improving since April 2020



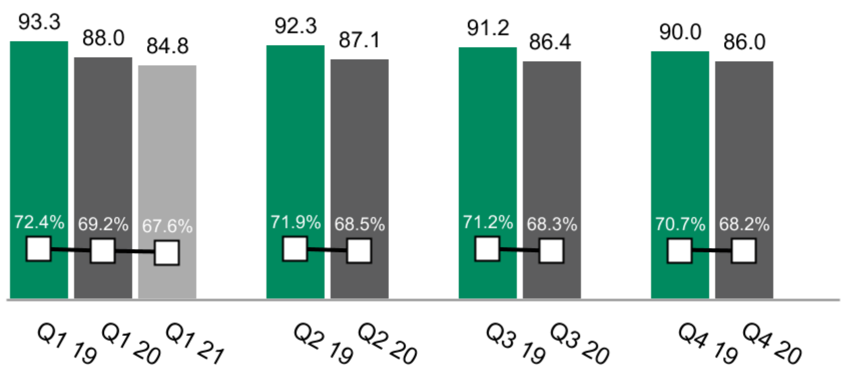
- Avg monthly deliveries flat y.o.y. in Q1
- March 2021 deliveries increased 8% y.o.y. and increased 4% relative to March 2019
- Activity drove sequential UOR growth in March earlier than expected



- Avg. monthly deliveries decreased 1% y.o.y. in Q1
- March 2021 was strongest core delivery month since June 2019
- March 2021 total deliveries increased 31% y.o.y. and increased 32% relative to March 2019

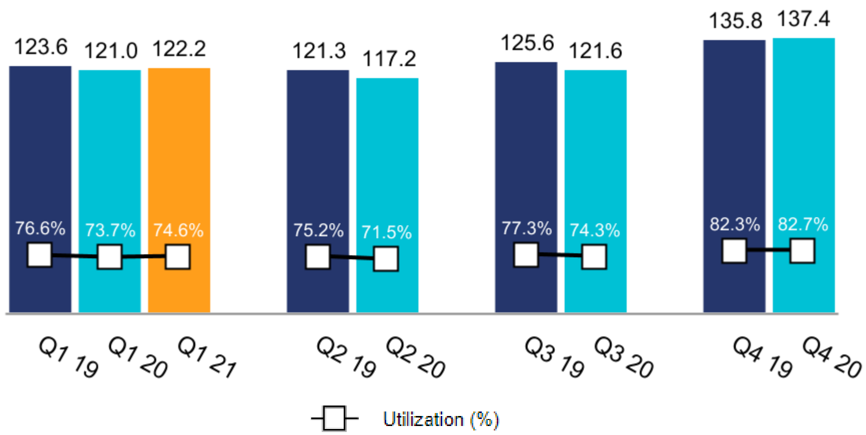
Our portfolio of units on rent is stable and predictable

NA Modular Segment - Modular Space Avg Units on Rent
in thousands



- Fleet utilization decreased by 60 bps sequentially from Q4, in line with normal seasonal flux
- Period-end UOR increased modestly from December to March, resulting in positive contribution to lease run-rate

NA Storage Segment – Avg Units on Rent[1]
in thousands

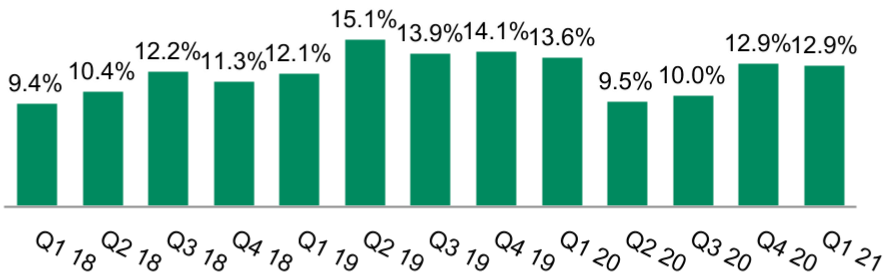


- Avg UOR increased by 1% vs prior year, following seasonal peak in Q4

1 NA Storage results are presented on a pro forma basis and include the results of Mobile Mini for all periods presented

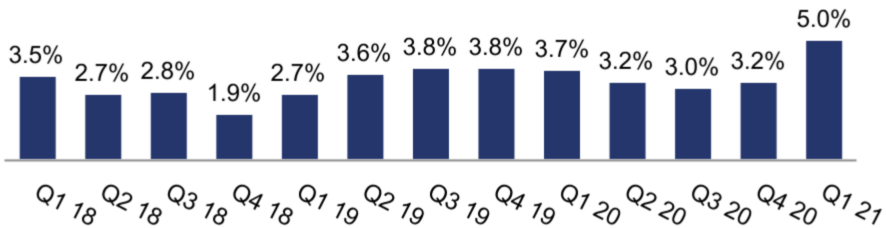
Strong pricing power demonstrated across the core segments

NA Modular – Modular Space Units
Year over Year % AMR Change[1]



- NA modular space average monthly rental rate (AMR) increased 12.9% year over year to $737 for Q1 2021
- 9.5% CAGR across the NA Modular segment since 2017

NA Storage – Total Units
Year over Year % Rental Rate Change[2]



- NA Storage Solutions rental rates increased 5.0% year over year for Q1 2021
- Q1 2021 marked the 33rd consecutive quarter of year over year rental rate increase for this segment
- New activation rates improving across both the storage and GLO fleet

1 AMR represents average monthly rental rate.
2 Rental rate for NA Storage is presented on a pro forma basis to include the results of Mobile Mini for all periods presented. Additionally, rate increases through Q3 2020 are presented on a consistent product mix basis as historically presented by Mobile Mini for comparison purposes and exclude seasonal units. Q4 2020 and quarters thereafter are presented as a % of total AMR change.

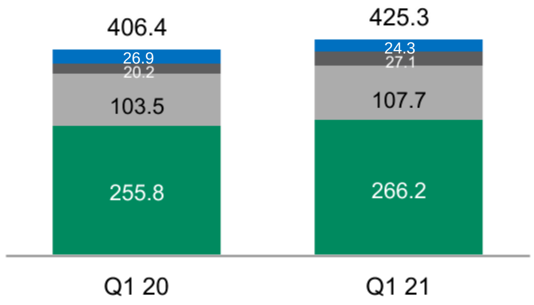
Financial Review

Our Q1 results demonstrate the resilience and earnings potential in our business

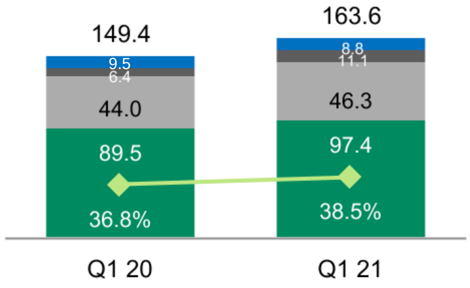
- Leasing revenues in NA Modular and NA Storage segments up 5.8% vs pro forma Q1 2020
  - Pricing performance and VAPS penetration driving growth
- Adj. EBITDA of $163.6M up 9.5% vs pro forma Q1 2020
- Adj. EBITDA Margin of 38.5% up 170 bps vs pro forma Q1 2020
- Free Cash Flow of $91.2M and 21.4% free cash flow margin
  - High visibility into continued growth from integration and synergy execution, revenue opportunities, operational improvements, and reduced interest costs
- $690M - $720M 2021 pro forma Adj. EBITDA guidance up 7% to 11% year over year
- Reduced leverage to 3.7x and on track to achieve 3.0x to 3.5x year end target
- Repurchased $81.6M of stock and warrants and increased share repurchase authorization to $500M
- Integration execution and multi year value creation roadmap is underway

Delivered pro forma Adj. EBITDA growth of 10% in Q1 2021 on 6.4% increase in lease revenues[1,2]

Pro Forma Revenue[2]
$M

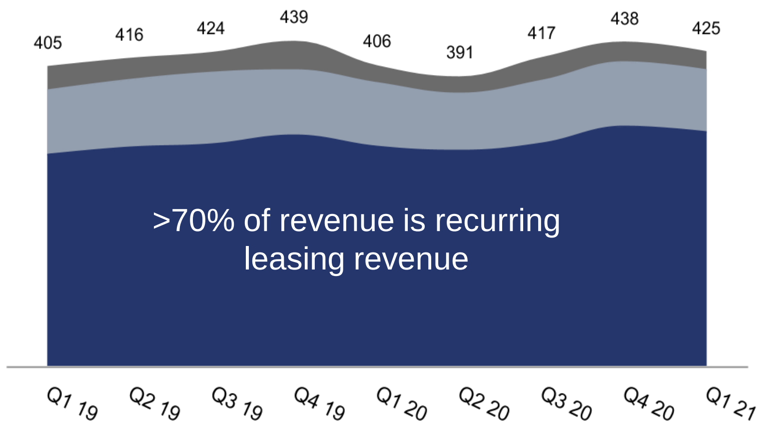


Pro Forma Adj. EBITDA[1]
$M

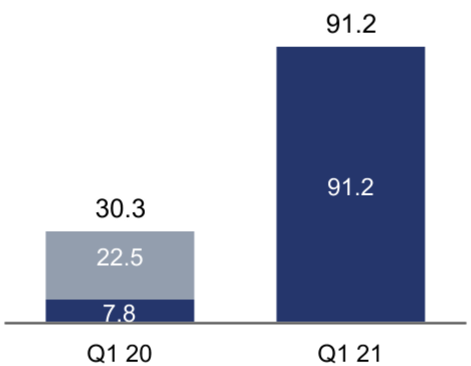


NA Modular | NA Storage | UK Storage | Tank & Pump | Adj EBITDA[1] Margin %

Consolidated Pro Forma Quarterly Revenue[2]
$M



Pro Forma Free Cash Flow[3]
$M



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1 Adjusted EBITDA is a non-GAAP measure defined as net income (loss) before income tax expense, net interest expense, depreciation and amortization adjusted for non-cash items considered non-core to business operations including net currency (gains) losses, goodwill and other impairment charges, restructuring costs, costs to integrate acquired companies, non-cash charges for stock compensation plans, gains and losses resulting from changes in fair value and extinguishment of warrant liabilities, and other discrete expenses. Adjusted EBITDA margin is defined as Adjusted EBITDA divided by Revenue. For the reconciliation of Adjusted EBITDA and Adjusted EBITDA Margin, see Appendix.

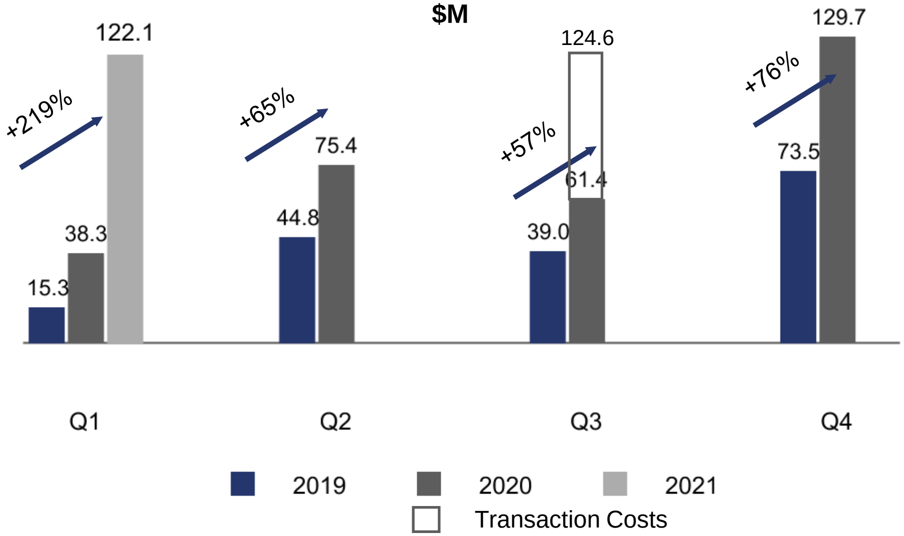
2 Pro forma results include the results of legacy WillScot and Mobile Mini for all periods presented. The Mobile Mini Merger closed July 1, 2020.

3 Free Cash Flow is a non-GAAP measure defined as net cash provided by operating activities, less purchases of, and proceeds from, rental equipment and property, plant and equipment, which is included in cash flows from investing activities. For the reconciliation of Free Cash Flow, see Appendix.

Record cash generation is accelerating

Net Cash Provided By Operating Activities

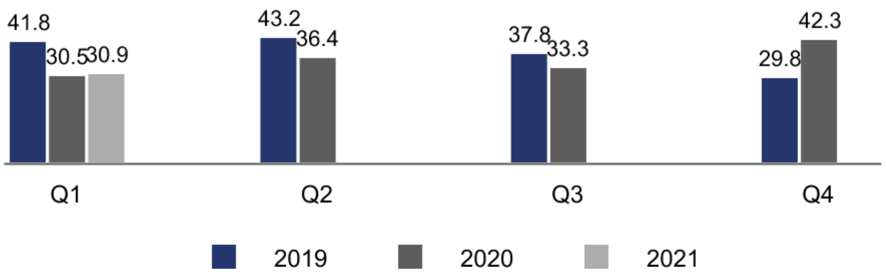
$M



- Operating cash flow increased over prior year due to:
  - Addition of Mobile Mini cash flows
  - Organic lease revenue growth
  - Margin expansion from price increases and VAPS
  - Margin expansion from synergy realization
  - Partly offset by integration/restructuring costs, which will persist through the end of 2021
- FCF margin >20% since close of merger

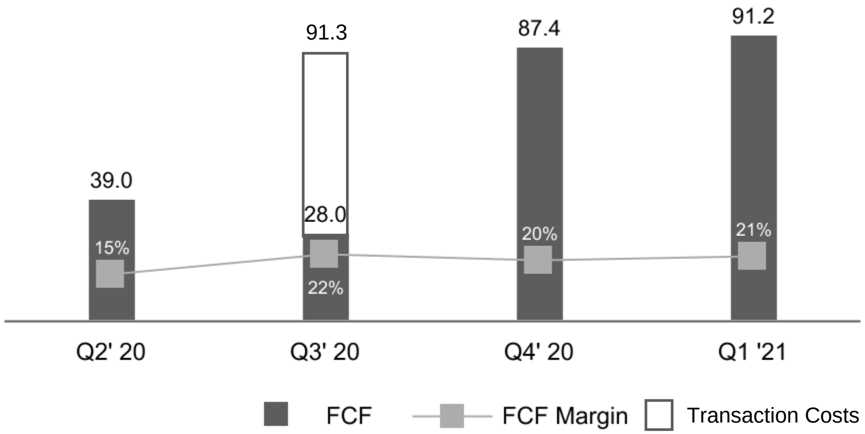
Net Cash Used In Investing Activities excl. acquisitions[1]

$M



Free Cash Flow Margin[2]

$M



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1 Net cash used in investing activities as presented excludes cash used or cash acquired for/from acquisitions, which includes $17.2 million of cash acquired from the Mobile Mini Merger in Q3 2020.
2 Adjusted EBITDA, Net CAPEX, and Free Cash Flow are non-GAAP financial measures. Further information and reconciliations for these Non-GAAP measures to the most directly comparable US generally accepted accounting principles (GAAP) financial measure is included in the Appendix. Information reconciling forward-looking non-GAAP measures is unavailable to the Company without unreasonable effort.
3 Free Cash Flow is a non-GAAP measure defined as net cash provided by operating activities, less purchases of, and proceeds from, rental equipment and property, plant and equipment, which is included in cash flows from investing activities. For the reconciliation of Free Cash Flow, see Appendix. Free cash flow margin is defined as free cash flow divided by revenue.

Preliminary Q1 2021 Results Due To Updated Warrant Accounting Treatment In Reaction to SEC Statement[1]

- The SEC published a statement on April 12, 2021, which requires adoption of mark-to-market accounting for WSC's 2015 private warrants
  - Consistent with market practice, WSC previously accounted for warrants as equity
- Q1 2021 results are preliminary
  - Final results pending valuation from independent valuation expert
- Financial statement impact from change in accounting methodology
  - Balance sheet: warrants reclassified from equity to liabilities
  - Income statement: change in fair value recognized below operating income
  - Cash flow: no changes

Consolidated Adjusted EBITDA Reconciliation[2]
$000s

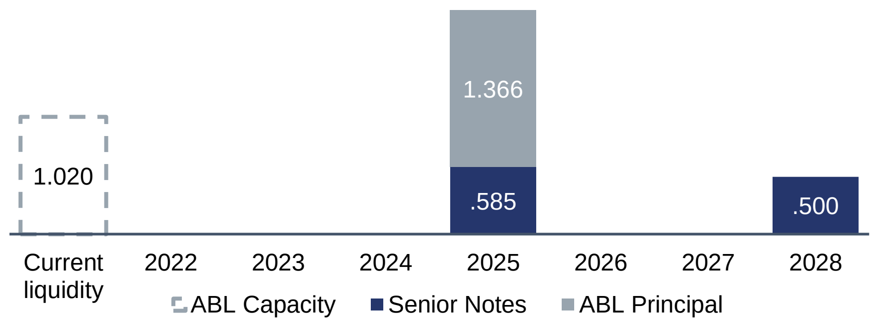
	Three Months Ended March 31, 2021
Consolidated net income (loss) range (preliminary as restated)	(3,346) - 11,654
Fair value (gain) loss on warrant liabilities	20,000 - 35,000
Income tax expense	10,481
Interest expense	29,964
Depreciation and amortization	74,022
Stock compensation expense	3,514
Integration, Restructuring and Other	13,950
Adjusted EBITDA	**163,585**

1 See 8-K and explanatory press release published on April 29, 2021 for details..
2 Adjusted EBITDA is a non-GAAP measure defined as net income (loss) before income tax expense, net interest expense, depreciation and amortization adjusted for non-cash items considered non-core to business operations including net currency (gains) losses, goodwill and other impairment charges, restructuring costs, costs to integrate acquired companies, non-cash charges for stock compensation plans, gains and losses resulting from changes in fair value and extinguishment of warrant liabilities, and other discrete expenses. See Appendix for reconciliation to GAAP metric.

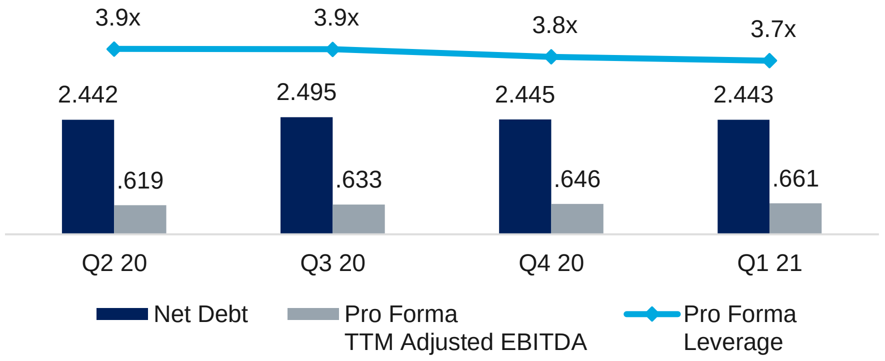
We are de-levering rapidly with over $1.0B of liquidity in our ABL

- Reduced leverage to 3.7x our pro forma last-twelve-months Adj. EBITDA of $660.6M
- 4.0% weighted average interest rate and $100M annual cash interest as of March 31st, 2021
- Flexible long-term debt structure with no maturities prior to 2025
  - $2.4B ABL Credit Facility with over $1B of current available capacity with interest cost of LIBOR + 1.875%[1]
  - $585M Senior Secured Notes due 2025 at 6.125%
  - $500M Senior Secured Notes due 2028 at 4.625%
- Utilized $91M FCF in Q1 2021 to:
  - Repurchase $82M share equivalents and warrants
  - Repay $4M of borrowings[3]
  - Pay $5M finance leases and other obligations

Liquidity and Debt Maturity Profile[1]
$B



Pro Forma Leverage[2]
$B



1 Available borrowing capacity is reduced by $14.4 million of standby letters of credit outstanding under the US ABL Facility as of March 31, 2021.
2 Carrying value of debt is presented net of $57.8 million of debt discount and issuance costs as of March 31, 2021, that will be amortized and included as part of interest expense over the remaining contractual terms of those debt instruments.
3 Net borrowing repayment, inclusive of $65M 2025 note redemption funded in ABL

Updating 2021 guidance based on strong Q1 2021 performance

$M	2020 Pro Forma Actuals	Previous Outlook	Updated Outlook	% Increase Relative to Midpoint
Revenue	$1,652	$1,700 - $1,800	$1,750 - $1,830	2%
Adjusted EBITDA[1]	$646	$675 - $715	$690 - $720	1%
Net Capital Expenditures	$161	$180 - $220	$190 - $230	5%

- 6% - 11% expected Revenue growth relative to 2020
- 7% - 11% expected Adjusted EBITDA growth relative to 2020
  - Increased mix of delivery and installation revenue
  - Margins expected to contract in Q2 and Q3 due to y.o.y. volume recovery
  - Strong 100 – 200 bps expansion in Q4 as variable costs normalize
  - Margins remain on upward trajectory heading into 2022
- Net capex will be demand driven and reflect increased activity expectations for the remainder of the year

1 Adjusted EBITDA is a non-GAAP measure defined as net income (loss) before income tax expense, net interest expense, depreciation and amortization adjusted for non-cash items considered non-core to business operations including net currency (gains) losses, goodwill and other impairment charges, restructuring costs, costs to integrate acquired companies, non-cash charges for stock compensation plans, gains and losses resulting from changes in fair value and extinguishment of warrant liabilities, and other discrete expenses. See Appendix for reconciliation to GAAP metric.

Growth, cash generation, and capital allocation drive shareholder returns

- Strong confidence in free cash flow generation due to forward visibility in business and availability of organic growth levers.
- Expected de-levering to 3.0x – 3.5x by end of 2021 while funding organic growth.
- Prioritizing WillScot and Mobile Mini integration with selective M&A.
- $500M share repurchase program authorized to supplement shareholder returns.
- Not paying dividend at this time, although ongoing review of capital allocation.

STRONGER **TOGETHER**

WILLSCOT | mobile mini SOLUTIONS

We are aligned as to how we operate as a team

We Are

Dedicated to Health & Safety

We take responsibility for our own well-being and for those around us. Health and safety are first, last and everything in-between.

Committed to Inclusion & Diversity

We are stronger together when we celebrate our differences and strive for inclusiveness. We encourage collaboration and support the diverse voices and thoughts of our employees and communities.

Driven To Excellence

We measure success through our results and the achievement of our goals. We continuously improve ourselves, our products and services in pursuit of shareholder value.

Trustworthy & Reliable

We hold ourselves accountable to do the right thing, especially when nobody's looking.

Devoted To Our Customers

We anticipate the growing needs of our customers, exceed their expectations and make it easy to do business with us.

Community Focused

We actively engage in the communities we serve and deliver sustainable solutions.

OUR COMPANY VALUES

Appendix

Summary P&L, balance sheet and cash flow items

Key Profit & Loss Items *(in thousands, except rates)*		Three Months Ended March 31, 2021 Total		Three Months Ended March 31, 2020 Total		Three Months Ended March 31, 2020 Pro Forma Total
Leasing and Services Revenue						
Leasing	$	315,662	$	188,352	$	296,580
Delivery and Installation		83,504		51,070		85,103
Sales						
New Units		10,955		9,613		14,422
Rental Units		15,202		6,786		10,292
Total Revenues	$	425,323	$	255,821	$	406,397
Gross Profit	$	213,380	$	106,190	$	202,242
Adjusted EBITDA[(1)]	$	163,585	$	89,544	$	149,420

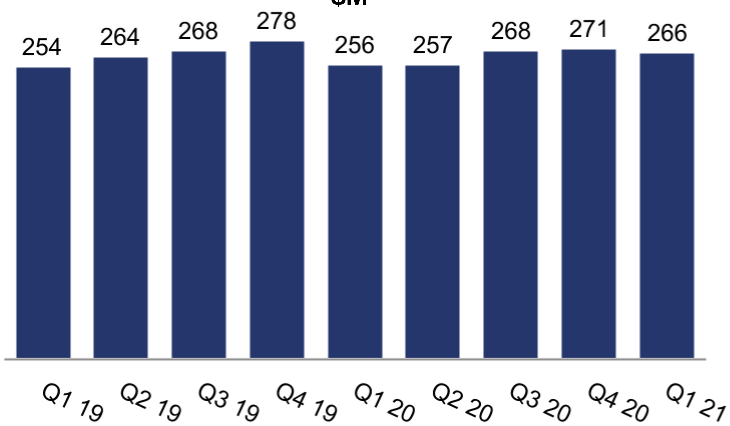
Key Cash Flow Items				
Net CAPEX[(3)]	$	30,911	$	30,540
Rental Equipment, Net[(2)]	$	2,928,682	$	1,912,995

WILLSCOT ▪ MOBILE MINI

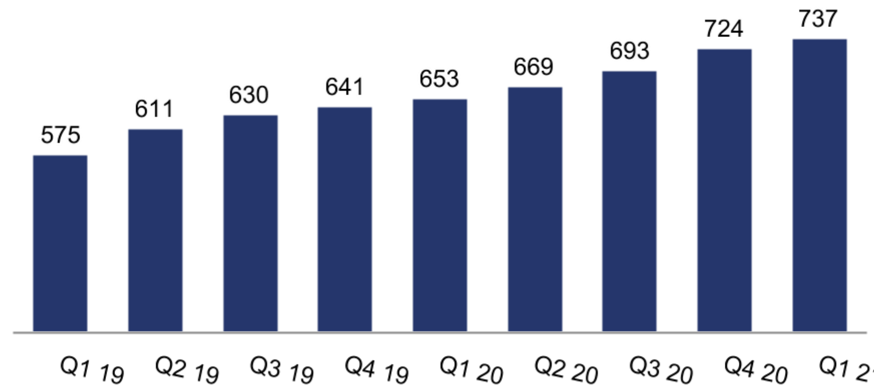
1 Adjusted EBITDA is a non-GAAP measure defined as net income (loss) before income tax expense, net interest expense, depreciation and amortization adjusted for non-cash items considered non-core to business operations including net currency (gains) losses, goodwill and other impairment charges, restructuring costs, costs to integrate acquired companies, non-cash charges for stock compensation plans, gains and losses resulting from changes in fair value and extinguishment of warrant liabilities, and other discrete expenses. See Appendix for reconciliation to GAAP metric.
2 Reflects the Net Book Value of lease fleet and VAPS
3 Net Capital Expenditures ("Net CAPEX") is defined as purchases of rental equipment and refurbishments and purchases of property, plant and equipment (collectively "Total Capital Expenditures"), less proceeds from sale of rental equipment and proceeds from the sale of property, plant and equipment (collectively "Total Proceeds"), which are all included in cash flows from investing activities See reconciliation in Appendix

NA Modular quarterly performance

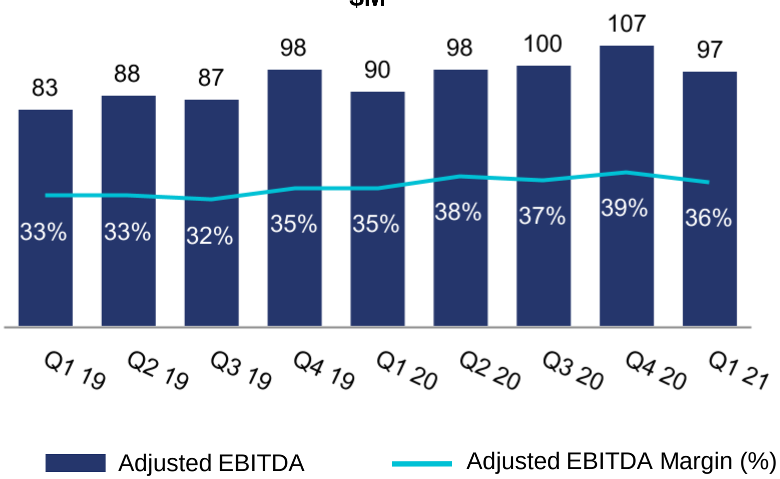
Revenue[1,2]
$M



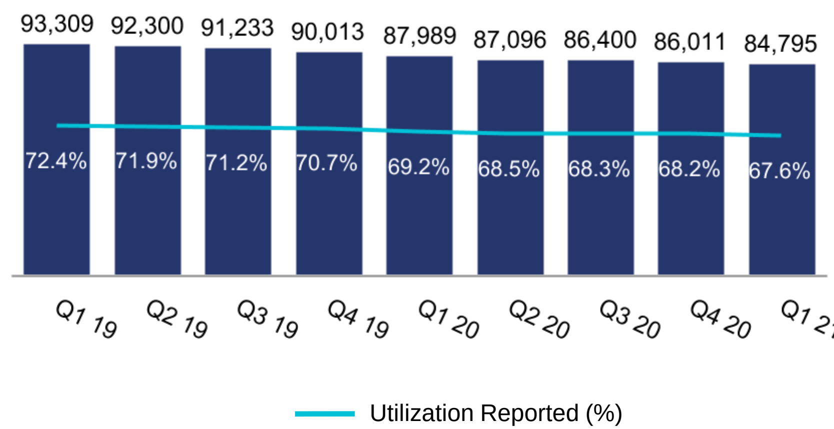
Modular Space AMR / UOR[1]
$M



Adjusted EBITDA[1,2]
$M



Modular Space Average UOR / Utilization



1 All periods converted at actual rates. Adjusted EBITDA is a non-GAAP measure defined as net income (loss) before income tax expense, net interest expense, depreciation and amortization adjusted for non-cash items considered non-core to business operations including net currency (gains) losses, goodwill and other impairment charges, restructuring costs, costs to integrate acquired companies, non-cash charges for stock compensation plans, gains and losses resulting from changes in fair value and extinguishment of warrant liabilities, and other discrete expenses. Adjusted EBITDA margin is defined as Adjusted EBITDA divided by Revenue.
2 Quarterly results for revenue and adjusted EBITDA for 2019 have been adjusted to reflect our retroactive adoption of ACS 842 on December 31, 2019 to January 1, 2019.

NA Modular quarterly performance[1]

Quarterly Results for the three months ended March 31, 2021:

(in thousands, except for units on rent and monthly rental rate)	Q1	Q2	Q3	Q4	Total
Revenue	$ 266,224	$ —	$ —	$ —	$ 266,224
Gross profit	$ 113,002	$ —	$ —	$ —	$ 113,002
Adjusted EBITDA	$ 97,371	$ —	$ —	$ —	$ 97,371
Capital expenditures for rental equipment	$ 39,135	$ —	$ —	$ —	$ 39,135
Average modular space units on rent	84,795	—	—	—	84,795
Average modular space utilization rate	67.6 %	— %	— %	— %	67.6 %
Average modular space monthly rental rate	$ 737	$ —	$ —	$ —	$ 737
Average portable storage units on rent	14,903	—	—	—	14,903
Average portable storage utilization rate	60.3 %	— %	— %	— %	60.3 %
Average portable storage monthly rental rate	$ 124	$ —	$ —	$ —	$ 124

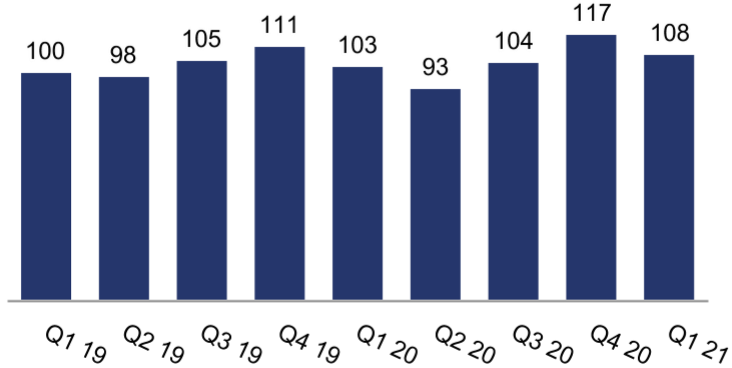
Quarterly Results for the twelve months ended December 31, 2020:

(in thousands, except for units on rent and monthly rental rate)	Q1	Q2	Q3	Q4	Total
Revenue	$ 255,821	$ 256,862	$ 267,867	$ 270,612	$ 1,051,162
Gross profit	$ 106,190	$ 109,964	$ 112,079	$ 123,409	$ 451,642
Adjusted EBITDA	$ 89,544	$ 97,520	$ 100,281	$ 107,460	$ 394,805
Capital expenditures for rental equipment	$ 39,648	$ 40,034	$ 34,249	$ 39,396	$ 153,327
Average modular space units on rent	87,988	87,096	86,400	86,011	86,874
Average modular space utilization rate	69.2 %	68.5 %	68.3 %	68.2 %	68.9 %
Average modular space monthly rental rate	$ 653	$ 669	$ 693	$ 724	$ 685
Average portable storage units on rent	16,346	15,869	15,473	15,603	15,823
Average portable storage utilization rate	64.1 %	62.5 %	61.3 %	62.6 %	63.5 %
Average portable storage monthly rental rate	$ 119	$ 120	$ 124	$ 124	$ 122

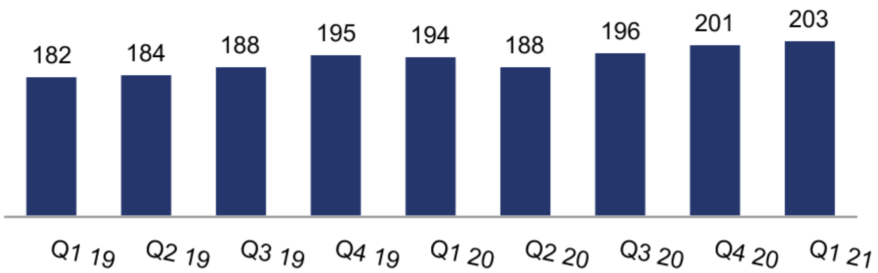
1 All periods converted at actual rates. Adjusted EBITDA is a non-GAAP measure defined as net income (loss) before income tax expense, net interest expense, depreciation and amortization adjusted for non-cash items considered non-core to business operations including net currency (gains) losses, goodwill and other impairment charges, restructuring costs, costs to integrate acquired companies, non-cash charges for stock compensation plans, gains and losses resulting from changes in fair value and extinguishment of warrant liabilities, and other discrete expenses. Adjusted EBITDA margin is defined as Adjusted EBITDA divided by Revenue.

NA Storage pro forma quarterly performance

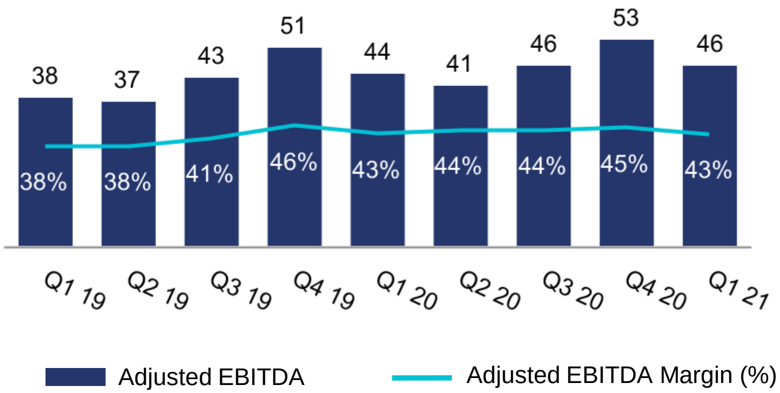
Revenue[1,2]
$M



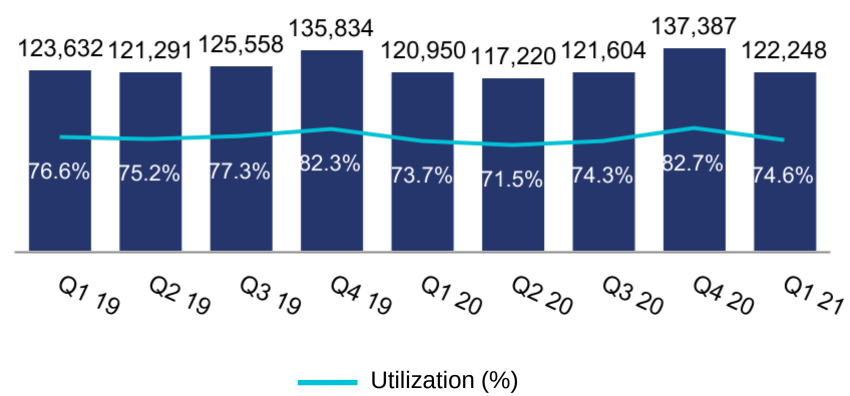
AMR / UOR[1]
$M



Adjusted EBITDA[1,2]
$M



Average UOR / Utilization



1 All periods converted at actual rates. Adjusted EBITDA is a non-GAAP measure defined as net income (loss) before income tax expense, net interest expense, depreciation and amortization adjusted for non-cash items considered non-core to business operations including net currency (gains) losses, goodwill and other impairment charges, restructuring costs, costs to integrate acquired companies, non-cash charges for stock compensation plans, gains and losses resulting from changes in fair value and extinguishment of warrant liabilities, and other discrete expenses. Adjusted EBITDA margin is defined as Adjusted EBITDA divided by Revenue.

2 Quarterly results for revenue and adjusted EBITDA for 2019 have been adjusted to reflect our retroactive adoption of ACS 842 on December 31, 2019 to January 1, 2019.

NA Storage pro forma quarterly performance[1]

Pro Forma Quarterly Results for the three months ended March 31, 2021:

(in thousands, except for units on rent and monthly rental rate)	Q1	Q2	Q3	Q4	Total
Revenue	$ 107,748	$ —	$ —	$ —	$ 107,748
Gross profit	$ 72,619	$ —	$ —	$ —	$ 72,619
Adjusted EBITDA	$ 46,322	$ —	$ —	$ —	$ 46,322
Capital expenditures for rental equipment	$ 3,472	$ —	$ —	$ —	$ 3,472
Average modular space units on rent	16,439	—	—	—	16,439
Average modular space utilization rate	79.4 %	— %	— %	— %	79.4 %
Average modular space monthly rental rate	$ 535	$ —	$ —	$ —	$ 535
Average portable storage units on rent	105,810	—	—	—	105,810
Average portable storage utilization rate	73.9 %	— %	— %	— %	73.9 %
Average portable storage monthly rental rate	$ 148	$ —	$ —	$ —	$ 148

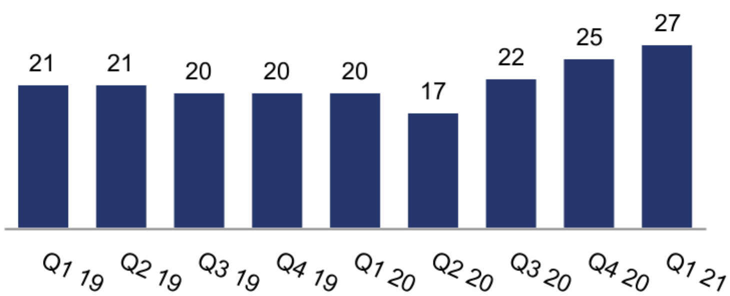
Pro Forma Quarterly Results for the twelve months ended December 31, 2020:

(in thousands, except for units on rent and monthly rental rate)	Q1	Q2	Q3	Q4	Total
Revenue	$ 103,495	$ 92,826	$ 104,493	$ 117,336	$ 418,150
Gross profit	$ 71,400	$ 66,639	$ 73,384	$ 83,401	$ 294,824
Adjusted EBITDA	$ 43,994	$ 40,770	$ 46,465	$ 53,372	$ 184,601
Capital expenditures for rental equipment	$ 5,200	$ 7,272	$ 7,234	$ 7,735	$ 27,441
Average modular space units on rent	15,509	15,757	16,383	16,948	16,152
Average modular space utilization rate	77.8 %	78.6 %	80.4 %	80.9 %	79.4 %
Average modular space monthly rental rate	$ 497	$ 463	$ 505	$ 547	$ 504
Average portable storage units on rent	105,441	101,463	105,221	120,439	108,167
Average portable storage utilization rate	73.1 %	70.6 %	73.4 %	83.0 %	75.1 %
Average portable storage monthly rental rate	$ 146	$ 143	$ 145	$ 150	$ 146

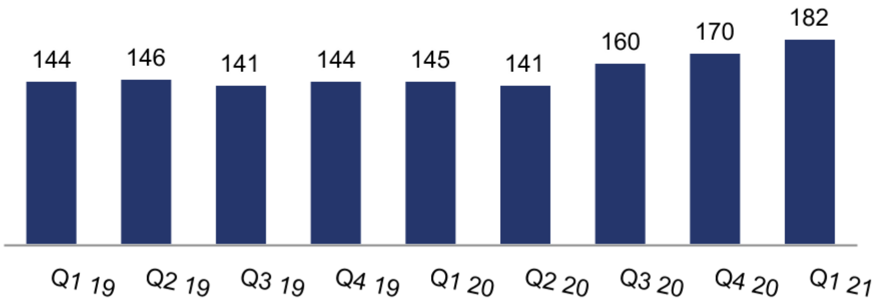
1 All periods converted at actual rates. Adjusted EBITDA is a non-GAAP measure defined as net income (loss) before income tax expense, net interest expense, depreciation and amortization adjusted for non-cash items considered non-core to business operations including net currency (gains) losses, goodwill and other impairment charges, restructuring costs, costs to integrate acquired companies, non-cash charges for stock compensation plans, gains and losses resulting from changes in fair value and extinguishment of warrant liabilities, and other discrete expenses. Adjusted EBITDA margin is defined as Adjusted EBITDA divided by Revenue.

UK Storage pro forma quarterly performance

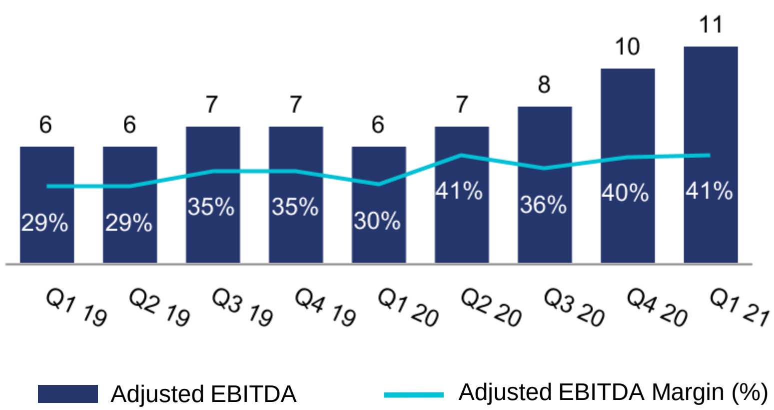
Revenue[1,2]
$M



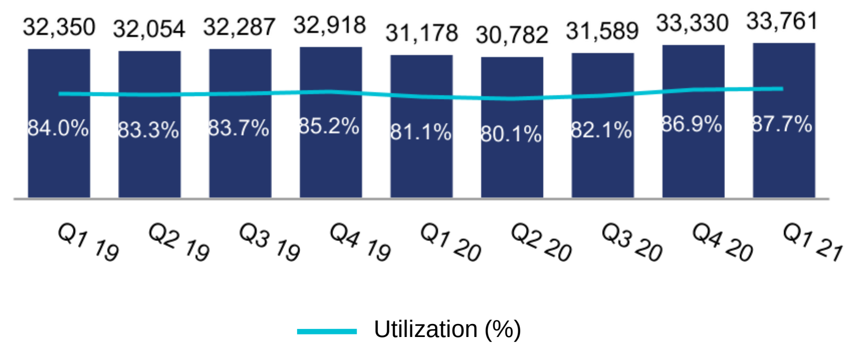
AMR / UOR[1]
$M



Adjusted EBITDA[1,2]
$M



Average UOR / Utilization



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2 Quarterly results for revenue and adjusted EBITDA for 2019 have been adjusted to reflect our retroactive adoption of ACS 842 on December 31, 2019 to January 1, 2019.

UK Storage pro forma quarterly performance[1]

Pro Forma Quarterly Results for the three months ended March 31, 2021:

(in thousands, except for units on rent and monthly rental rate)	Q1	Q2	Q3	Q4	Total
Revenue	$ 27,007	$ —	$ —	$ —	$ 27,007
Gross profit	$ 16,493	$ —	$ —	$ —	$ 16,493
Adjusted EBITDA	$ 11,064	$ —	$ —	$ —	$ 11,064
Capital expenditures for rental equipment	$ 6,770	$ —	$ —	$ —	$ 6,770
Average modular space units on rent	9,115	—	—	—	9,115
Average modular space utilization rate	83.8 %	— %	— %	— %	83.8 %
Average modular space monthly rental rate	$ 404	$ —	$ —	$ —	$ 404
Average portable storage units on rent	24,647	—	—	—	24,647
Average portable storage utilization rate	89.2 %	— %	— %	— %	89.2 %
Average portable storage monthly rental rate	$ 82	$ —	$ —	$ —	$ 82

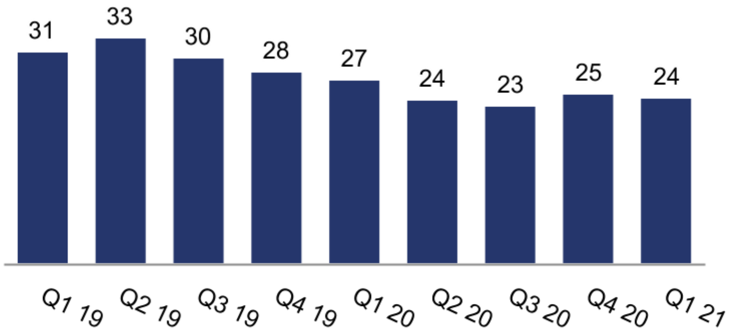
Pro Forma Quarterly Results for the twelve months ended December 31, 2020:

(in thousands, except for units on rent and monthly rental rate)	Q1	Q2	Q3	Q4	Total
Revenue	$ 20,197	$ 17,154	$ 21,653	$ 24,708	$ 83,712
Gross profit	$ 11,372	$ 10,991	$ 12,671	$ 14,971	$ 50,005
Adjusted EBITDA	$ 6,405	$ 6,853	$ 8,306	$ 9,516	$ 31,080
Capital expenditures for rental equipment	$ 337	$ 522	$ 677	$ 1,016	$ 2,552
Average modular space units on rent	7,850	7,912	8,444	8,834	8,262
Average modular space utilization rate	74.2 %	74.6 %	79.1 %	82.4 %	77.6 %
Average modular space monthly rental rate	$ 326	$ 313	$ 356	$ 377	$ 344
Average portable storage units on rent	23,328	22,870	23,146	24,496	23,462
Average portable storage utilization rate	83.7 %	82.2 %	83.2 %	88.6 %	84.4 %
Average portable storage monthly rental rate	$ 73	$ 70	$ 75	$ 78	$ 74

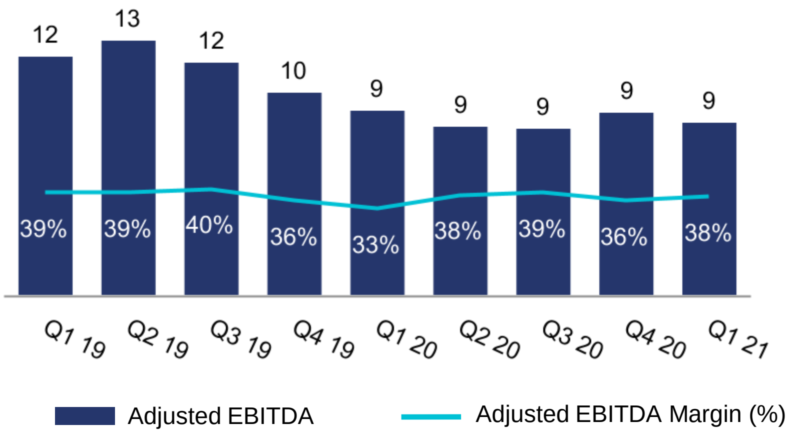
1 All periods converted at actual rates. Adjusted EBITDA is a non-GAAP measure defined as net income (loss) before income tax expense, net interest expense, depreciation and amortization adjusted for non-cash items considered non-core to business operations including net currency (gains) losses, goodwill and other impairment charges, restructuring costs, costs to integrate acquired companies, non-cash charges for stock compensation plans, gains and losses resulting from changes in fair value and extinguishment of warrant liabilities, and other discrete expenses. Adjusted EBITDA margin is defined as Adjusted EBITDA divided by Revenue.

Tank and Pump pro forma quarterly performance

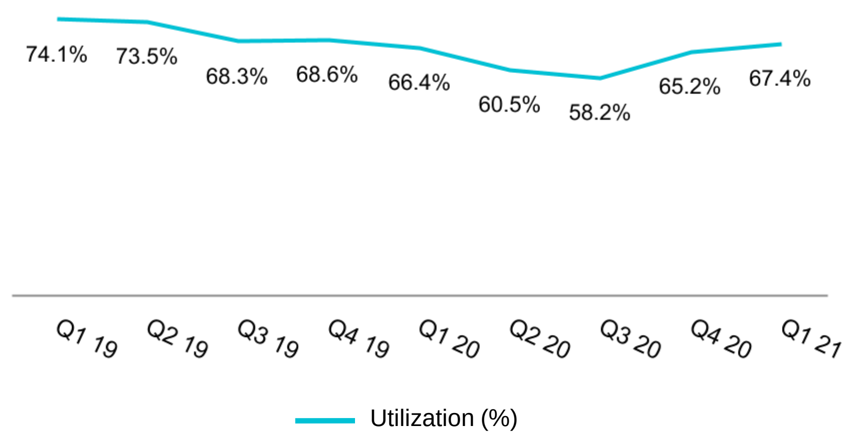
Revenue[1,2]
$M



Adjusted EBITDA[1,2]
$M



Tank & Pump OEC Utilization



WILLSCOT • MOBILE MINI

1 All periods converted at actual rates. Adjusted EBITDA is a non-GAAP measure defined as net income (loss) before income tax expense, net interest expense, depreciation and amortization adjusted for non-cash items considered non-core to business operations including net currency (gains) losses, goodwill and other impairment charges, restructuring costs, costs to integrate acquired companies, non-cash charges for stock compensation plans, gains and losses resulting from changes in fair value and extinguishment of warrant liabilities, and other discrete expenses. Adjusted EBITDA margin is defined as Adjusted EBITDA divided by Revenue.
2 Quarterly results for revenue and adjusted EBITDA for 2019 have been adjusted to reflect our retroactive adoption of ACS 842 on December 31, 2019 to January 1, 2019.

Tank and Pump pro forma quarterly performance[1]

Pro Forma Quarterly Results for the three months ended March 31, 2021:

(in thousands, except for units on rent and monthly rental rate)	Q1	Q2	Q3	Q4	Total
Revenue	$ 24,344	$ —	$ —	$ —	$ 24,344
Gross profit	$ 11,266	$ —	$ —	$ —	$ 11,266
Adjusted EBITDA	$ 8,828	$ —	$ —	$ —	$ 8,828
Capital expenditures for rental equipment	$ 3,158	$ —	$ —	$ —	$ 3,158
Average tank and pump solutions rental fleet utilization based on original equipment cost	67.4 %	— %	— %	— %	67.4 %

Pro Forma Quarterly Results for the twelve months ended December 31, 2020:

(in thousands, except for units on rent and monthly rental rate)	Q1	Q2	Q3	Q4	Total
Revenue	$ 26,884	$ 23,684	$ 23,302	$ 24,991	$ 98,861
Gross profit	$ 13,279	$ 11,723	$ 11,430	$ 12,474	$ 48,906
Adjusted EBITDA	$ 9,477	$ 8,659	$ 8,507	$ 9,336	$ 35,979
Capital expenditures for rental equipment	$ 4,514	$ 941	$ 431	$ 1,963	$ 7,849
Average tank and pump solutions rental fleet utilization based on original equipment cost	66.4 %	60.5 %	58.2 %	65.2 %	62.6 %

1 All periods converted at actual rates. Adjusted EBITDA is a non-GAAP measure defined as net income (loss) before income tax expense, net interest expense, depreciation and amortization adjusted for non-cash items considered non-core to business operations including net currency (gains) losses, goodwill and other impairment charges, restructuring costs, costs to integrate acquired companies, non-cash charges for stock compensation plans, gains and losses resulting from changes in fair value and extinguishment of warrant liabilities, and other discrete expenses. Adjusted EBITDA margin is defined as Adjusted EBITDA divided by Revenue.

Reconciliation of non-GAAP measures – Adj. EBITDA

Adjusted EBITDA is a non-GAAP measure defined as net income (loss) before income tax expense, net interest expense, depreciation and amortization adjusted for non-cash items considered non-core to business operations including net currency (gains) losses, goodwill and other impairment charges, restructuring costs, costs to integrate acquired companies, non-cash charges for stock compensation plans, gains and losses resulting from changes in fair value and extinguishment of warrant liabilities, and other discrete expenses.

	Three Months Ended March 31,	
(in thousands)	2021	2020 (As restated)
Net Income (loss)	$ (3,346) - 11,654	$ 76,326 - 106,326
Fair value (gain) loss on warrant liabilities	20,000 - 35,000	(80,000) - (110,000)
Income tax (benefit) expense	10,481	790
Loss on extinguishment of debt	3,185	—
Interest expense	29,964	28,257
Depreciation and amortization	74,022	49,022
Currency (gains) losses, net	36	898
Restructuring costs, lease impairment expense and other related charges (a)	4,395	1,601
Transaction costs (b)	844	9,431
Integration costs (c)	7,342	1,685
Stock compensation expense	3,514	1,787
Other	(1,852)	(253)
Adjusted EBITDA	$ 163,585	$ 89,544

(a) Restructuring costs, lease impairment and other related charges include costs associated with restructuring plans designed to streamline operations and reduce costs including employee termination costs.

(b) Transaction costs represents acquisition-related costs such as advisory, legal, valuation and other professional fees in connection with the announced Mobile Mini transaction.

(c) Costs to integrate acquired companies include outside professional fees, fleet relocation expenses, employee training costs, and other costs

Reconciliation of non-GAAP measures – Pro Forma Adj. EBITDA

Adjusted EBITDA is a non-GAAP measure defined as net income (loss) before income tax expense, net interest expense, depreciation and amortization adjusted for non-cash items considered non-core to business operations including net currency (gains) losses, goodwill and other impairment charges, restructuring costs, costs to integrate acquired companies, non-cash charges for stock compensation plans, gains and losses resulting from changes in fair value and extinguishment of warrant liabilities, and other discrete expenses. The reconciliation below incorporates all pro forma adjustments made to present the historical consolidated statements of operations of WillScot Mobile Mini, giving effect to the following items as if they had occurred on January 1, 2019:

(i) the Merger with Mobile Mini;
(ii) borrowings under the Company's 2025 Secured Notes and the 2020 ABL Facility;
(iii) extinguishment of the Mobile Mini credit facility and senior notes assumed in the Merger and subsequently repaid;
(iv) repayment of our 2017 ABL Facility and the 2022 Senior Notes repaid contemporaneously with the Merger;
(v) the transaction costs incurred in connection with the Merger, and
(vi) elimination of non-controlling interest in connection with the Sapphire Exchange as contemplated by the Merger.

	Three Months Ended March 31,			
(in thousands)		2021		2020 (As restated)
Net Income (loss)	$	(3,346) - 11,654	$	102,480 - 132,480
Fair value (gain) loss on warrant liabilities		20,000 - 35,000		(80,000) - (110,000)
Loss on extinguishment of debt		10,481		—
Income tax (benefit) expense		3,185		13,506
Interest expense		29,964		31,370
Depreciation and amortization		74,022		73,350
Currency (gains) losses, net		36		901
Restructuring costs, lease impairment expense and other related charges (a)		4,395		1,601
Transaction costs		844		—
Integration costs (b)		7,342		1,685
Stock compensation expense		3,514		4,469
Other		(1,852)		58
Adjusted EBITDA		163,585		149,420

(a) Restructuring costs, lease impairment and other related charges include costs associated with restructuring plans designed to streamline operations and reduce costs including employee termination costs.

(b) Costs to integrate acquired companies include outside professional fees, fleet relocation expenses, employee training costs, and other costs

Reconciliation of non-GAAP measures – Adjusted Net Income

Adjusted Net Income is a non-GAAP measure defined as Net Income plus or minus the impact of the change in the fair value of the warrant liability. The Company believes that our financial statements that will include the impact of this mark-to-market expense or income may not be necessarily reflective of the actual financial performance of our business

	Three Months Ended March 31,	
(in thousands)	2021	2020 (as restated)
Net Income (loss)	$ (3,346) - 11,654	$ 76,326 - 106,326
Fair value (gain) loss on warrant liabilities	20,000 - 35,000	(80,000) - (110,000)
Adjusted Net Income	31,654	(3,544)

Reconciliation of non-GAAP measures – Adj. EBITDA Margin % and Pro Forma Adj. EBITDA Margin %[1]

Adjusted EBITDA Margin is a non-GAAP measure defined as Adjusted EBITDA divided by Revenue. Management believes that the presentation of Adjusted EBITDA Margin % provides useful information to investors regarding the performance of our business. The following tables provides a reconciliation of Adjusted EBITDA Margin %.

	Three Months Ended March 31,	
(in thousands)	**2021**	**2020**
Adjusted EBITDA[1] (A)	$ 163,585	$ 89,544
Revenue (B)	$ 425,323	$ 255,821
Adjusted EBITDA Margin % (A/B)	38.5 %	35.0 %

	Three Months Ended March 31,	
(in thousands)	**2021**	**2020**
Pro Forma Adjusted EBITDA[1] (A)	$ 163,585	$ 149,420
Pro Forma Revenue (B)	$ 425,323	$ 406,397
Pro Forma Adjusted EBITDA Margin % (A/B)	38.5 %	36.8 %

1 Adjusted EBITDA is defined as net income (loss) before income tax expense, net interest expense, depreciation and amortization adjusted for non-cash items considered non-core to business operations including net currency (gains) losses, goodwill and other impairment charges, restructuring costs, costs to integrate acquired companies, non-cash charges for stock compensation plans, gains and losses resulting from changes in fair value and extinguishment of warrant liabilities, and other discrete expenses.

Reconciliation of non-GAAP measures – Adj. Gross Profit

Adjusted Gross Profit is a non-GAAP measure defined as gross profit plus depreciation of rental equipment. Management believes that the presentation of Adjusted Gross Profit provides useful information to investors regarding the performance of our business. The following table provides a reconciliation of Adjusted Gross Profit.

	Three Months Ended March 31,	
(in thousands)	2021	2020
Gross profit	$ 213,380	$ 106,190
Depreciation of rental equipment	55,698	45,948
Adjusted Gross Profit	$ 269,078	$ 152,138

Reconciliation of non-GAAP measures – Net CAPEX

Net Capital Expenditures ("Net CAPEX") is defined as purchases of rental equipment and refurbishments and purchases of property, plant and equipment (collectively "Total Capital Expenditures"), less proceeds from sale of rental equipment and proceeds from the sale of property, plant and equipment (collectively "Total Proceeds"), which are all included in cash flows from investing activities. Our management believes that the presentation of Net CAPEX provides useful information to investors regarding the net capital invested into our rental fleet each year to assist in analyzing the performance of our business. The following table provides a reconciliation of Total purchases of rental equipment and refurbishments to Net CAPEX.

	Three Months Ended March 31,	
(in thousands)	2021	2020
Purchases of rental equipment and refurbishments	$ (52,535)	$ (39,648)
Purchase of property, plant and equipment	(7,307)	(1,518)
Total Capital Expenditures	(59,842)	(41,166)
Proceeds from sale of rental equipment	15,202	6,786
Proceeds from the sale of property, plant and equipment	13,729	3,840
Total Proceeds	28,931	10,626
Net Capital Expenditures	$ (30,911)	$ (30,540)

Reconciliation of non-GAAP measures – Free Cash Flow

Free Cash Flow is a non GAAP measure. Free Cash Flow is defined as net cash provided by operating activities, less purchases of, and proceeds from, rental equipment and property, plant and equipment, which are all included in cash flows from investing activities. Management believes that the presentation of Free Cash Flow provides useful information to investors regarding our results of operations because it provides useful additional information concerning cash flow available to meet future debt service obligations and working capital requirements. The following table provides a reconciliation of Net cash provided by operating activities to Free Cash Flow.

	Three Months Ended March 31,	
(in thousands)	**2021**	**2020**
Net cash provided by operating activities	$ 122,071	$ 38,348
Purchase of rental equipment and refurbishments	(52,535)	(39,648)
Proceeds from sale of rental equipment	15,202	6,786
Purchase of property, plant, and equipment	(7,307)	(1,518)
Proceeds from the sale of property, plant and equipment	13,729	3,840
Free Cash Flow	$ 91,160	$ 7,808
Revenue	425,323	255,821
Free Cash Flow Margin	21 %	3 %

We moved to a single class of common stock with the merger

	Outstanding as of March 31, 2021
Total Common Shares	226,815,000
Shares underlying 2015 private warrants ($11.50 exercise price) Shares underlying 2018 warrants ($15.50 exercise price)	6,040,000 9,527,080
Total Shares Underlying Warrants	15,567,080

Single Class of Common Stock

Outstanding warrants represent 15.6 million share equivalents and represent over $210 million capital contribution to WSC if exercised for cash

Q3 2020 Activity upon closing of the Mobile Mini Merger

- At close of the Merger, each share of Mobile Mini common stock was converted into the right to receive 2.4050 shares of WillScot Class A common stock, resulting in 106,428,908 shares of newly issued Class A common stock, which were reclassified into common stock
- Post-Merger, WillScot Mobile Mini Holdings Corp. had approximately 228 million common shares outstanding
- 17,561,700 Private Warrants (one-half of one share per warrant), and (ii) 9,782,106 2018 Warrants remained outstanding

Q4 2020 Activity

- $35.3M warrants and share equivalents repurchased under share repurchase authorization
  - 4.8M 2015 warrants repurchased and cancelled; 70k 2015 private warrants exercised
  - 51k 2018 warrants repurchased and cancelled; 195k warrants exercised

Q1 2021 Activity

- $81.6M warrants and share equivalents repurchased under share repurchase authorization
  - 3.1M common shares repurchased, including 2.75M common shares repurchased in connection with a secondary transaction with our primary shareholder
  - 630k 2015 warrants repurchased and cancelled
  - 203k 2018 warrants repurchased and cancelled

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