



POLICY ON RELATED PERSON TRANSACTIONS

INTRODUCTION

The Board of Directors (the “**Board**”) of WillScot Holdings Corporation (the “**Company**”) has adopted this policy (this “**Policy**”) for the evaluation and approval, disapproval or ratification of Related Person Transactions (as defined below). This Policy is intended to establish a framework whereby such Related Person Transactions will be reviewed and approved or ratified by the Company’s Audit Committee except to the extent the Board determines to utilize a different approval process in specific situations.

Under this Policy, a Related Person Transaction may be consummated or continued only if the Audit Committee shall approve or ratify such Related Person Transaction as in, or not inconsistent with, the best interests of the Company and its stockholders except to the extent the Board determines to utilize a different approval process in a specific situation. This Policy is intended to augment and work in conjunction with other Company policies having code of conduct and/or conflict of interest provisions.

The Audit Committee will periodically review this Policy and may recommend to the Board amendments to this Policy from time to time as it deems appropriate.

DEFINITIONS

For purposes of this Policy, a “**Related Person**” is (i) any Director or Executive Officer (as such terms are defined below), and any individual who was a Director or Executive Officer at any time since the beginning of the last fiscal year; (ii) any nominee for election as a Director of the Company; (iii) any individual or entity known to the Company to be the beneficial owner of more than five percent (5%) of any class of the Company’s voting securities; and (iv) any immediate family member of an individual identified in clauses (i) through (iii) above. An immediate family member is any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of such individual, and any individual (other than a tenant or employee) sharing the household of such individual.

For purposes of this Policy, a “**Director**” is a member of the Board, and an “**Executive Officer**” means an employee of the Company that is covered by Section 16a-1(f) of the Securities Exchange Act of 1934, as amended from time to time.

For purposes of this Policy, whether there is a “**Material Interest**” depends on the individual facts and circumstances of the Transaction (as defined below) as the term is not defined under the rules of the Securities and Exchange Commission (“SEC”). Because potentially difficult or complex materiality determinations may arise, all direct or indirect interests of Directors and Executive Officers in Related Person Transactions should be reported to the Chief Legal & Compliance Officer. The question whether a Transaction involves a Material Interest may be determined by the Chief Legal & Compliance Officer, the Audit Committee or other body that the Board determines will consider the matter. Directors and Executive Officers shall not make their own materiality judgments about Transactions.

For purposes of this Policy, a “**Related Person Transaction**” is any Transaction in which the Company or any of its subsidiaries is, was or will be a participant and the amount involved exceeds \$120,000, and in which a Related Person had, has or will have a direct or indirect Material Interest, other than:

- i. employment relationships and Transactions involving an Executive Officer and any related compensation solely resulting from such employment if (a) the compensation is required to be reported in the Company’s annual proxy statement or (b) the Executive Officer is not an immediate family member specified in clause (iv) of the definition of Related Person and such compensation was approved, or recommended to the Board for approval, by the Company’s Compensation Committee;
- ii. compensation for serving as a Director of the Company;
- iii. payments arising solely from the ownership of the Company’s equity securities in which all holders of that class of equity securities received the same benefit on a pro rata basis;
- iv. indebtedness arising from ordinary course Transactions such as purchases of goods and services at market prices and subject to usual trade terms, and indebtedness Transactions with any individual or entity that is a Related Person only by virtue of clause (iii) of the definition of Related Person;
- v. Transactions where the rates or charges are determined by competitive bids;
- vi. Transactions where the rates or charges are fixed in conformity with law or governmental authority in connection with the provision of services as a common or contract carrier or public utility; or
- vii. ordinary course transactions involving the provision of certain financial services (e.g., by a bank depository, transfer agent, registrar, trustee under a trust indenture or similar services).

For purposes of this Policy, a “**Transaction**” is any transaction, including but not limited to any financial transaction, arrangement, or relationship or any series of similar transactions, arrangements, or relationships. The term also includes indebtedness and guarantees of indebtedness and transactions involving employment, consulting, or similar relationships.

REVIEW AND APPROVAL OF RELATED PERSON TRANSACTIONS

Management shall present to the Audit Committee (or other body that the Board determines will consider the matter) the following information, to the extent relevant, with respect to any actual or potential Related Person Transaction:

- a general description of the Transaction, including the material terms and conditions;
- the name of the Related Person and the basis on which such individual or entity is a Related Person;
- the Related Person’s interest in the Transaction, including the Related Person’s position or relationship with, or ownership of, any entity that is a party to or has an interest in the Transaction;

- the approximate dollar value of the Transaction, and the approximate dollar value of the Related Person's interest in the Transaction without regard to amount of profit or loss;
- in the case of (i) a lease or other Transaction providing for periodic payments or installments, the aggregate amount of all periodic payments or installments expected to be made, or (ii) indebtedness, the aggregate amount of principal to be outstanding and the rate or amount of interest to be payable on such indebtedness; and
- any other material information regarding the Transaction or the Related Person's interest in the Transaction including any information that the Audit Committee (or other body that the Board determines will consider the matter) may request from management or the Related Person.

After reviewing such information, the disinterested members of the Audit Committee shall approve or disapprove such Related Person Transaction except to the extent the Board determines to utilize a different approval process in specific situations. No member of the Audit Committee shall participate in the review, consideration or approval of any Related Person Transaction with respect to which such member or any member of his or her immediate family is the Related Person with an interest in the Related Party Transaction. Approval of such Related Person Transaction shall be given only if it is determined by the Audit Committee (or other body that the Board determines will consider the matter) in good faith that such Related Person Transaction is in, or not inconsistent with, the best interests of the Company and its stockholders. The Audit Committee (or other body that the Board determines will consider the matter), in its sole discretion, may impose such requirements, limitations and conditions as it deems appropriate on the Company and/or the Related Person in connection with the Related Person Transaction which may include without limitation procedural requirements that the parties must follow during the Related Person Transaction and/or further approval requirements. If the Audit Committee (or other body that the Board determines will consider the matter) disapproves of a Related Person Transaction, then the Company may not proceed with the Related Person Transaction.

If any material information with respect to any Related Person Transaction shall change subsequent to the review of such Related Person Transaction by the Audit Committee (or other body that the Board determines will consider the matter), management shall promptly advise the Chair of the Audit Committee (or a designee of another body that the Board determines will consider the matter) of the updated information and provide the Audit Committee (or other body that the Board determines will consider the matter) with updated information no later than its next scheduled meeting.

In the event management becomes aware of a Related Person Transaction that has not been previously approved or ratified under this Policy, it shall be submitted to the Audit Committee promptly, and the Audit Committee shall review the Related Person Transaction in accordance with the criteria set forth in this Policy, considering all of the relevant facts and circumstances available to the Audit Committee. Based on the conclusions reached, the Audit Committee shall evaluate all options, including, without limitation, approval, ratification, amendment or termination of the Related Person Transaction or, with respect to any Related Person Transaction that is no longer pending or ongoing, rescission and/or disciplinary action. Any such determination by the Audit Committee shall be reported to the full Board.

In the event management determines it is impractical or undesirable to wait until the next meeting of the Audit Committee to consider a Related Person Transaction, the Chair of the Audit Committee may review and approve or disapprove the Related Person Transaction in accordance with the criteria set forth herein if the Chair does not have an interest in the Related Person Transaction. The Chair will report any such approval or disapproval to the Audit Committee at its next regularly scheduled meeting.

The Chair may also call a special meeting of the Audit Committee to consider the Related Person Transaction.

The Audit Committee (or other body that the Board determines will consider the matter) shall report all material Related Person Transactions it has reviewed to the full Board.

All Related Person Transactions that are required to be disclosed in the Company's filings with the SEC, as required by the Securities Act of 1933 and/or the Securities Exchange Act of 1934, will be disclosed in accordance with those laws and related rules, and regulations.

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