

## WILLIAMS SCOTSMAN INTERNATIONAL, INC.

### COMPENSATION COMMITTEE CHARTER

#### I. Purpose

The Compensation Committee (the “Committee”) shall have direct responsibility for the compensation of the Company's executive officers. For this purpose, compensation shall include:

- annual base salary;
- annual incentive opportunity;
- stock option or other equity participation plans;
- profit-sharing plans;
- long-term incentive opportunity;
- the terms of employment agreements, severance arrangements, change in control agreements and other similar arrangements, in each case as, when and if appropriate;
- any special or supplemental benefits; and
- any other payments that are deemed compensation under applicable Securities and Exchange Commission (the “SEC”) rules.

#### II. Organization

The Committee shall consist of two or more directors, each of whom shall satisfy the applicable independence requirements of the Nasdaq and any other regulatory requirements; provided that one director who does not satisfy the applicable independence requirements of the Nasdaq may be appointed to and serve on the Compensation Committee, subject to compliance with the requirements of NASD Rule 4350(c)(3)(C). At least one member of the Compensation Committee shall have experience in matters relating to executive compensation either as a professional or as a business executive.

The members of the Committee and Chairperson shall be appointed by the Board upon the recommendation of the Nominating & Governance Committee. Members of the Committee may be removed at any time by action of the Board.

The Committee may form and delegate authority to subcommittees when appropriate.

### **III. Meetings**

The Compensation Committee shall hold meetings as deemed necessary or desirable by the Chair of the Compensation Committee. In addition to such meetings of the Compensation Committee as may be required to perform the functions described under “Responsibilities and Duties” below, the Compensation Committee shall meet at least semi-annually. Further, the Compensation Committee should meet at least annually with the Company’s Chairman of the Board, & Chief Executive Officer and such other senior executives, as the Compensation Committee deems appropriate. However, the Compensation Committee should meet periodically in executive session without the presence of management and non-member directors. The Compensation Committee shall make and retain complete and accurate minutes of its meetings.

### **IV. Authority and Responsibilities**

To fulfill its responsibilities, the Committee shall:

1. Review and approve on an annual basis corporate goals and objectives relevant to the Chief Executive Officer’s (“CEO”) compensation, review the CEO’s performance in light of those goals and objectives and, either as a committee or together with the other independent directors (as directed by the Board), recommend, for the Board’s determination, CEO compensation level. In evaluating the long-term incentive component of CEO compensation, the Compensation Committee will also consider, among such other factors as it may deem relevant, the Company’s performance, shareholder returns, the value of similar incentive awards to chief executive officers at comparable companies and the awards given to the CEO in past years. The CEO shall not be present during voting or deliberations relating to the CEO’s compensation.
2. Review and make recommendations to the Board on an annual basis with respect to the compensation of all other senior executives of the Company.
3. Make recommendations to the Board with respect to the Company’s incentive compensation plans and equity-based plans.
4. Approve compensation awards (with or without ratification or approval of the Board) as may be required to comply with applicable tax and state corporate laws.
5. Review and make recommendations to the Board with respect to the compensation of non-management directors and directors’ and officers’ indemnity and insurance matters
6. Prepare the report required by the SEC to be included in the Company’s annual proxy statement, or, if the Company does not file a proxy statement, in the Company’s Annual Report filed on Form 10-K with the SEC.

7. Review and reassess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee.
8. Review its own performance annually.
9. Report regularly to the Board.
10. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Committee or the Board deems necessary or appropriate.

Nothing in this Charter shall preclude the Board from discussing CEO or non-CEO compensation generally or any other subject.

#### **V. Resources**

The Committee shall have the sole authority to retain or terminate advisors and consultants to assist the Committee in the evaluation of director, CEO or senior executive compensation.

The Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary for payment of compensation to any advisor or consultant retained to advise the Committee.