

Compensation Committee Charter

Set forth below is the charter for the Compensation Committee (the "Committee") of the board of directors (the "board") of United Rentals, Inc. (the "Company").

1. General Purpose. The general purpose of the Committee is to aid the board in discharging its responsibilities relating to (i) the oversight of executive officer and director compensation and (ii) the development of compensation policies that support the Company's business objectives. For the purpose of this charter, "executive officers" are those officers that are required to be identified as executive officers in the Company's proxy statement in accordance with applicable SEC rules.

2. Specific Responsibilities

2.1. The Committee shall:

- review and approve corporate goals and objectives relevant to the compensation of the CEO and, to the extent it deems appropriate, other executive officers;
- determine and approve the compensation of the CEO;
- review and approve the compensation of the Company's other executive officers;
- review and approve any incentive-compensation plan or equity-based plan for the benefit of executive officers;
- administer any incentive-compensation plan or equity-based plan for the benefit of executive officers;
- review and approve any employment agreement, severance arrangement or change in control arrangement for the benefit of executive officers;
- review and approve any retirement or deferred compensation plan or program for the benefit of executive officers;
- review and approve the compensation committee report on executive compensation that is required in the Company's annual proxy statement;
- make recommendations to the board with respect to the compensation of the Company's non-management directors.

2.2. In evaluating CEO compensation, the Committee should consider: (i) the CEO's performance in light of the Company's goals and objectives relevant to such executive's compensation, (ii) competitive market data relevant to executive compensation and (iii) such other factors as the Committee deems appropriate. In addition, when evaluating the long-term incentive component of CEO compensation, the Committee should consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEO's at comparable companies, and the awards given to the Company's CEO in past years. In assessing the Company's performance, the Committee may consider all factors it deems appropriate including overall business conditions and conditions in the Company's principal end-markets.

- 2.3. In evaluating the compensation of executive officers other than the CEO, the Committee should consider the recommendation of the CEO and such other factors as the Committee deems appropriate (including, without limitation, the factors enumerated in subsection 2.2 that the Committee deems appropriate).
3. Authority to Retain Advisors
- 3.1. The Committee has sole authority to: (i) retain compensation consultants to advise with respect to director or executive officer compensation, (ii) approve the fees and other retention terms of such consultants and (iii) terminate the retention of any such consultant.
- 3.2. The Committee may also retain such other advisors as it deems necessary or appropriate.
- 3.3. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee.
4. Composition and Operation of the Committee
- 4.1. The Committee shall be comprised of two or more directors appointed by the board. Each member of the Committee must be "independent" within the meaning of the rules of the New York Stock Exchange. The board may appoint one member of the Committee to serve as Chairman of the Committee.
- 4.2. Any member of the Committee may be removed by the board, with or without cause, at any time.
- 4.3. At all meetings of the Committee, a majority of the entire Committee shall be necessary and sufficient to constitute a quorum for the transaction of business.
- 4.4. The vote of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may also act by unanimous written consent as provided in the Company's by-laws or applicable Delaware law.
- 4.5. The Committee may hold meetings, both regular and special, either within or without the State of Delaware. Regular meetings of the Committee may be held without notice at such time and at such place as may from time to time be determined by the Committee. Special meetings of the Committee may be called by any member of the Committee or by the Chairman of the Board. Notice for Committee meetings, when required, shall be given in the same manner as notice for a board meeting.
- 4.6. Meetings of the Committee shall be presided over by the Chairman of the Committee, if any, or in the absence of a Chairman by a chairman chosen at the meeting.
- 4.7. The Committee shall conduct a self-evaluation at least annually to determine whether (i) it is functioning effectively in accordance with this Charter and (ii) whether any amendments to this Charter should be proposed to the board.
- 4.8. The Committee shall record minutes of each of its meetings.

- 4.9. The Committee shall make regular reports to the board on its activities. These reports may be made orally or in writing or by providing copies of relevant minutes.
- 4.10. The Committee may form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee is solely comprised of members of the Committee. The requirements for action by a subcommittee shall, except as otherwise provided by act of the Committee, be the same as applicable to the Committee.