

## **WILLIAMS SCOTSMAN INTERNATIONAL, INC.**

### **NOMINATING & GOVERNANCE COMMITTEE CHARTER**

#### **I. Purpose**

The Nominating & Governance Committee (the “Committee”) shall (a) identify individuals qualified to become Board members (consistent with criteria approved by the Board); (b) select, or recommend that the Board select, the director nominees for the next annual meeting of shareholders; (c) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; and (d) oversee the evaluation of the Board and management.

#### **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 Nominating & Governance Committee, subject to compliance with the requirements of NASD Rule 4350(c)(4). At least one member of the Committee shall have experience in matters relating to corporate governance, either as a professional or as a business executive.

The members of the Committee shall be appointed by the Board. Members of the Committee may be removed at any time by action of the Board. The Committee’s chairperson shall be designated by the Board or, if it does not do so, the members of the Committee shall elect a chairperson by a vote of the majority of the full Committee.

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

#### **III. Meetings**

The Committee shall hold meetings as deemed necessary or desirable by the Chair of the Committee. In addition to such meetings of the Committee as may be required to perform the functions described under “Responsibilities and Duties” below. The Committee shall cause to be made and retain complete and accurate minutes of its meetings.

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

To fulfill its responsibilities, the Committee shall:

1. Identify individuals qualified to become members of the Board (consistent with criteria approved by the Board), including inquiries into the background of individuals the Committee intends to recommend to the Board as director nominees and select, or recommend that the Board select, the director nominees for the next annual meeting of shareholders.
2. Make recommendations to the Board with respect to membership on committees of the Board, other than the Committee.
3. Make recommendations to the Board with respect to potential successors to the Chief Executive Officer.
4. Receive comments from all directors as to the Board's performance and report annually to the Board with an assessment of the Board's performance.
5. Prepare and recommend to the Board a set of corporate governance guidelines applicable to the Company. Review and reassess the adequacy of such guidelines annually and recommend to the Board any changes deemed appropriate by the Committee.
6. Assure that appropriate director orientation and continuing education programs exist.
7. Review and reassess the adequacy of this Charter annually in light of Nasdaq requirements and federal securities laws, 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 appropriate.

## **V. Resources**

The Committee shall have the sole authority to retain and terminate a search firm to be used to identify director candidates and the authority to retain other professionals to assist it with any background checks.

The Committee shall have the sole authority to determine the extent of funding necessary for payment of compensation to any search firm and the authority to determine the extent of funding necessary for payment of compensation to any other professionals retained to advise the Committee.