

Sunbelt Rentals Holdings, Inc.

Compensation Committee Charter

A. Purpose

The purpose of the Compensation Committee (the “Committee”) of Sunbelt Rentals Holdings, Inc. (the “Company”) is to carry out the responsibilities delegated by the Company’s Board of Directors (the “Board”) as set forth in this Charter and any other activities consistent with this Charter, the Company’s Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) and Amended and Restated Bylaws (the “Bylaws”) and governing law, as the Committee or the Board deems necessary or appropriate.

B. Composition

Appointment

The Committee will consist of at least three members of the Board. The members of the Committee shall be appointed initially by the Board and then subsequently by the Board on the recommendation of the Nominating and Corporate Governance Committee and shall serve until their successors are duly elected and qualified or their earlier resignation or removal. Any member of the Committee may be removed or replaced by the Board either acting on its own initiative or on the recommendation of the Nominating and Corporate Governance Committee. The chair of the Committee (a “Chair”) shall be elected by the full Board. The Committee may, from time to time, delegate duties or responsibilities to subcommittees or to one member of the Committee.

Independence

Each member of the Committee must qualify as “independent” under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the listing standards of the New York Stock Exchange (“NYSE”).

C. Responsibilities

The following are the principal recurring responsibilities of the Committee:

CEO Compensation

At least annually, the Committee will review and approve, or recommend for approval of the Board, the Company’s goals and objectives that are relevant to the compensation of the Chief Executive Officer (the “CEO”). At least annually, the Committee will evaluate the performance of the CEO in light of those goals and objectives and determine and approve, or recommend for approval of the Board, the CEO’s compensation based on such evaluation. In determining the long-term incentive component of CEO compensation, the Committee may consider such factors as it determines to be relevant, which factors may include the Company’s performance and relative stockholder return, the value of similar

incentive awards given to CEOs at comparable companies and the awards given to the Company's CEO in past years. In evaluating and determining CEO compensation, the Committee will consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act or voluntarily sought by the Company ("Say-on-Pay Vote"). The CEO may not be present during portions of any meeting during which such individual's performance and compensation are being deliberated or determined.

Executive Officer Compensation

At least annually, the Committee will evaluate the performance of the Company's named executive officers (NEOs) other than the CEO (together, the "Executive Officers" and each, an "Executive Officer") and determine and approve, or recommend for approval of the Board, the compensation of such Executive Officers in light of the corporate goals and objectives relevant to each Executive Officer. In executing its duties set forth in this paragraph, the Committee will consider the results of the most recent Say-on-Pay Vote. An Executive Officer may not be present during portions of any meeting during which such individual's performance and compensation are being deliberated or determined.

Compensation Plans

The Committee will approve, administer and periodically review, or recommend for approval of the Board, the Company's incentive compensation plans, equity-based plans, and such other employee-benefit plans or programs as the Committee deems appropriate, including the ability to adopt, amend, or terminate such plans, increase the number of shares reserved for issuance under any equity-based plan, grant awards under such plans to eligible individuals or amend previously-granted awards, establish performance objectives, and evaluate performance achievement, and where appropriate or required, recommend compensation plans for approval by the Company's stockholders. The Committee may establish policies and delegate authority in respect of equity-based compensation grants made to employees other than the CEO and the Executive Officers, as it deems appropriate in accordance with applicable law. In executing its duties set forth in this paragraph, the Committee will consider the results of the most recent Say-on-Pay Vote.

Director Compensation

At least annually, the Committee will review and recommend to the Board the form and amount of compensation to be paid to members of the Board for service on the Board and Board committees and for service as a Chair of the Board and Board committees.

Evaluate Compensation Risk

At least annually, the Committee will review the Company's compensation arrangements, policies, and practices to determine whether they encourage excessive risk-taking, to review the relationship between risk management policies and practices and

compensation, and to evaluate compensation policies and practices that could mitigate any such risk.

Stockholder Matters

As applicable, the Committee will advise the Board on management proposals to stockholders on executive and director compensation matters, including advisory votes on executive compensation and the frequency of such votes, and proposals received from stockholders on executive and director compensation matters, and in conjunction with the Company's Nominating and Corporate Governance Committee, the Committee will oversee management's engagement with stockholders and proxy advisory firms on executive and director compensation matters. The Committee will review the results of such votes and consider any implications in connection with the Committee's ongoing determinations and recommendations regarding the Company's executive and director compensation policies and practices, as applicable.

Compensation Disclosures; Committee Report

The Committee will review and discuss with management the Compensation Discussion and Analysis ("CD&A") disclosure and related tabular presentations regarding the CEO and other named Executive Officer compensation and, based on this review and discussion, recommend to the Board whether to include the CD&A disclosure and related tabular presentation in the Company's annual public filings. The Committee will furnish its report on the Committee's discussions and recommendations for inclusion in the Company's annual public filings as required by the rules and regulations of the SEC.

Stock Ownership Guidelines

The Committee will monitor compliance with the stock ownership guidelines for the Company's CEO, Executive Officers, and non-employee members of the Board and periodically review such guidelines and recommend any proposed changes to the Board.

Clawback and Recoupment

If and as the Committee determines to be necessary or appropriate, or as required by applicable law, the Committee will approve, or recommend to the Board for approval, the creation or revision of any clawback policy allowing the Company to recoup compensation paid to employees.

Employment Agreements

The Committee will review and approve and, when appropriate, recommend to the Board for approval, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and the Executive Officers, which includes the ability to adopt, amend, and terminate such agreements, arrangements or plans.

Human Capital Management

The Committee will review and provide oversight of the Company's human capital management policies and strategies, including but not limited to the key performance objectives, internal pay equity, leadership compensation plans, benefit programs, recruiting and retention strategies, and development programs.

Retention of Consultants

The Committee has the sole authority to select, retain, oversee and terminate consultants, legal counsel or other advisors, including compensation consultants (each, a "Consultant"), to advise the Committee as it determines necessary or appropriate to carry out its duties, at the expense of the Company, and to approve the terms of any such engagement and the fees of any such Consultants.

Prior to selecting and receiving advice from any Consultants (other than the Company's in-house legal counsel), the Committee will take into consideration the independence factors for directors set forth in the applicable rules of the SEC and the listing standards of NYSE. However, the Committee is not required to assess the independence of any compensation Consultant or other Consultant that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of the CEO, Executive Officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by such Consultant, and about which such Consultant does not provide advice. The Committee may retain, or receive advice from, any compensation Consultant it prefers, after considering the requisite independence factors. The Committee will evaluate whether any compensation Consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iii) of Regulation S-K.

Performance and Charter Review

The Committee will annually review its own performance and this Charter and will report to the Board on the results of the review and any proposed changes to this Charter.

D. Procedures

The Committee will meet as often as it determines is appropriate to carry out its responsibilities under this Charter, but not less frequently than four times per year. The Chair, in consultation with the appropriate members of management, will determine the reasonable length of the Committee meetings and will set meeting agendas consistent with this Charter.

The Committee is governed by the same rules regarding meetings (including meetings in person, online or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. Minutes for all meetings of the Committee will be prepared to document the Committee's discharge of its responsibilities. The Committee will report to

the full Board with respect to its meetings and provide the Board with a copy of the minutes of all Committee meetings.

Adopted: March 2026