

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-12

McGrath RentCorp

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - Fee paid previously with preliminary materials.
 - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
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P.O. BOX 8016, CARY, NC 27512-9903

Your vote matters!



McGrath RentCorp Annual Meeting of Shareholders

Wednesday, June 3, 2026 2:00 PM, Pacific Time

Annual Meeting to be held live via the Internet - please visit www.proxydocs.com/MGRC for more details.

You must register to attend the meeting online and/or participate at www.proxydocs.com/MGRC

For a convenient way to view proxy materials, VOTE, and obtain directions to attend the meeting go to www.proxydocs.com/MGRC

To vote your proxy while visiting this site, you will need the 12 digit control number in the box below.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. This is not a ballot. You cannot use this notice to vote your shares. We encourage you to access and review all of the important information contained in the proxy materials before voting.

Under United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the Internet.

If you want to receive a paper or e-mail copy of the proxy material, you must request one. There is no charge to you for requesting a copy. In order to receive a paper package in time for this year's meeting, you must make this request on or before May 22, 2026.

SEE REVERSE FOR FULL AGENDA

Meeting Materials: Notice of Meeting and Proxy Statement & Annual Report on Form 10-K

Important Notice Regarding the Availability of Proxy Materials for the Shareholders Meeting To Be Held On June 3, 2026 For Shareholders of Record as of April 16, 2026

To order paper materials, use one of the following methods.



Internet:
www.investorelections.com/MGRC



Call:
1-866-648-8133



Email:
paper@investorelections.com

* If requesting material by e-mail, please send a blank e-mail with the 12 digit control number (located below) in the Subject line. No other requests, instructions OR other inquiries should be included with your e-mail requesting material.

Your control number

Have the 12 digit control number located in the box above available when you access the website and follow the instructions.



**THE BOARD OF DIRECTORS RECOMMENDS A VOTE:
FOR ON PROPOSALS 1, 2, 3 AND 4**

PROPOSAL

1. Election of Directors: Each to be elected and to serve until the 2027 Annual Meeting of Shareholders or until their successors are elected and qualified.
 - 1.01 Nicolas C. Anderson
 - 1.02 Kimberly A. Box
 - 1.03 Smita Conjeevaram
 - 1.04 William J. Dawson
 - 1.05 Joseph F. Hanna
 - 1.06 Philip B. Hawkins
 - 1.07 Bradley M. Shuster
 2. To approve the amendment and restatement of the Company's 2016 Stock Incentive Plan (the "2016 Plan") as the Amended and Restated 2026 Stock Incentive Plan (the "2026 Plan") and to: (i) increase the number of authorized shares of the Company's Common Stock issuable under the 2026 Plan by 576,108 shares; (ii) re-approve the Internal Revenue Code Section 162(m) performance criteria and award limits; (iii) set minimum vesting periods for certain awards; (iv) set annual limits on the grant date fair value of awards to our non-employee directors; and (v) extend the term of the 2026 Plan for ten years from the date of shareholder approval.
 3. To ratify the appointment of Grant Thornton LLP as the independent auditors for the Company for the year ending December 31, 2026.
 4. To approve, in a non-binding vote, the compensation of the Company's named executive officers.
- Note: To transact such other business as may properly come before the Annual Meeting or at any postponement or adjournment thereof.