

**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.

(1) Title of each class of securities to which transaction applies:

N/A

(2) Aggregate number of securities to which transaction applies:

N/A

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

N/A

(4) Proposed maximum aggregate value of transaction:

N/A

(5) Total fee paid:

N/A

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.

(1) Amount previously paid:

N/A

(2) Form, Schedule or Registration Statement No.:

N/A

(3) Filing Party:

N/A

(4) Date Filed:

N/A



Using a **black ink** pen, mark your votes with an X as shown in this example.
Please do not write outside the designated areas.



2020 Annual Meeting Proxy Card

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

A Proposals – The Board of Directors recommends a vote FOR all the nominees listed and FOR Proposals No. 2 and 3.

1. Election of Directors*:

*Each to be elected and to serve until the 2021 Annual Meeting of Shareholders or until their successors are elected and qualified.



| | For | Withhold | | For | Withhold | | For | Withhold |
|--------------------------|--------------------------|--------------------------|-------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| 01 - Kimberly A. Box | <input type="checkbox"/> | <input type="checkbox"/> | 02 - William J. Dawson | <input type="checkbox"/> | <input type="checkbox"/> | 03 - Elizabeth A. Fetter | <input type="checkbox"/> | <input type="checkbox"/> |
| 04 - Joseph F. Hanna | <input type="checkbox"/> | <input type="checkbox"/> | 05 - Bradley M. Shuster | <input type="checkbox"/> | <input type="checkbox"/> | 06 - M. Richard Smith | <input type="checkbox"/> | <input type="checkbox"/> |
| 07 - Dennis P. Stradford | <input type="checkbox"/> | <input type="checkbox"/> | 08 - Ronald H. Zech | <input type="checkbox"/> | <input type="checkbox"/> | | | |

2. To ratify the appointment of Grant Thornton LLP as the independent auditors for the Company for the year ending December 31, 2020.

For Against Abstain

3. To hold non-binding, advisory vote to approve the compensation of the Company's named executive officers.

For Against Abstain

B Authorized Signatures – This section must be completed for your vote to count. Please date and sign below.

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) – Please print date below.

Signature 1 – Please keep signature within the box.

Signature 2 – Please keep signature within the box.



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McGrath RentCorp

The Board of Directors solicits this Proxy for the Annual Meeting of Shareholders to be held on Wednesday, June 3, 2020, at 2:00 p.m. (PDT) virtually only at www.meetingcenter.io/270411791

The undersigned hereby constitutes and appoints Melodie Craft and Keith E. Pratt, or each of them, with full power of substitution and revocation, attorneys and proxies of the undersigned at the Annual Meeting of Shareholders of McGrath RentCorp or any adjournments thereof, and to vote, including the right to cumulate votes (if cumulative voting is required), the shares of Common Stock of McGrath RentCorp registered in the name of the undersigned on the Record Date for the Annual Meeting.

The Board of Directors recommends a vote **FOR** all the nominees named on the reverse side and **FOR** Proposals No. 2 and No. 3. The shares represented by this Proxy will be voted as directed on the reverse side; **if no specification is made, the shares will be voted FOR said nominees and proposals.** The proxies are authorized to vote in their discretion upon such other business as may properly come before the Annual Meeting to the extent authorized by Rule 14a-4(c) promulgated by the Securities and Exchange Commission.

The undersigned hereby acknowledges receipt of the Notice of Annual Meeting of Shareholders, the Proxy Statement and the 2019 Annual Report to Shareholders furnished with this Proxy.

PLEASE RETURN THIS SIGNED AND DATED PROXY IN THE ACCOMPANYING ADDRESSED ENVELOPE.

(Items to be voted appear on reverse side)