

MCGRATH RENTCORP

Fair Disclosure Policy

(Amended and Restated on December 11, 2012)

I. INTRODUCTION

McGrath RentCorp (the “Company”) has adopted a written “Fair Disclosure Policy” concerning the disclosure of material non-public information by the Company to ensure compliance with Regulation FD (“Regulation FD”) as promulgated by the Securities and Exchange Commission (the “SEC”). This Fair Disclosure Policy (i) prohibits the selective disclosure of material, non-public information about the Company, (ii) sets forth procedures that will prevent such disclosure, and (iii) provides for the broad, public distribution of material information regarding the Company.

II. NATURE OF LIABILITY FOR SELECTIVE DISCLOSURE

The SEC adopted Regulation FD in response to the perceived problem of selective disclosure of material non-public information to analysts, institutional investors and others. Under Regulation FD, whenever the Company, or certain persons acting on its behalf, discloses material non-public information regarding the Company to certain enumerated persons, the Company must make public disclosure of that same information simultaneously (for intentional disclosures), or promptly thereafter (for non-intentional disclosures).

III. APPLICATION OF REGULATION FD

Regulation FD applies to communications by an executive officer, director, investor relations officer, public relations officer or any employee possessing equivalent functions or any other employee or agent who regularly communicates on behalf of the Company or its subsidiaries with the persons listed below.

The Company cannot make selective disclosures of material non-public information to any of the following four categories of persons (“Regulation FD Persons”), unless the disclosure is specifically excluded by Regulation FD:

- (a) broker-dealers and their associated persons;
- (b) investment advisors, certain institutional investment managers and their associated persons;
- (c) investment companies, hedge funds and affiliated persons; and
- (d) any holder of the Company’s securities under circumstances in which it is reasonably foreseeable that such person would purchase or sell such securities on the basis of the information.

Categories (a), (b), and (c) include sell-side analysts, buy-side analysts, large institutional investment managers and other market professionals who may be likely to trade on the basis of selectively disclosed information.

IV. EXCLUSIONS

Certain disclosures by the Company or persons acting on its behalf are excluded from coverage of Regulation FD. The exclusions are:

- (a) communications made to a person who owes a duty of trust or confidence - i.e., a “temporary insider” - such as the Company’s attorneys, investment bankers or accountants;
- (b) communications made to any person who expressly agrees to maintain the information in confidence pursuant to a written confidentiality agreement;
- (c) business communications with customers; and
- (d) communications made in connection with offerings of securities that involve capital raising transactions registered under the Securities Act of 1933.

It is important to note that Regulation FD does apply to material non-public information disclosed in connection with unregistered offerings (e.g. private placements) made by the Company.

V. AVOIDING LIABILITY

Where the Company makes an intentional disclosure of material non-public information to securities professionals or Company securityholders, Regulation FD requires the simultaneous disclosure of the same information to the general public. A selective disclosure is intentional when the Company or a person acting on its behalf either knows, or is reckless in not knowing, prior to making the disclosure, that the information is both material and non-public.

Where the Company or individuals acting on its behalf inadvertently disclose material non-public information (i.e., it later determines that the information was not public or was material), it is required to make public disclosure promptly thereafter. This means that the Company must make a public disclosure as soon as reasonably practicable (but in no event later than 24 hours) after a senior official of the Company learns of the disclosure and knows that the information disclosed was material and non-public or is reckless in not knowing that the information disclosed was material and non-public.

VI. REGULATION FD DISCLOSURE PROCEDURES

The Company intends to be fully compliant with Regulation FD. The following policies and procedures have been adopted by the Company to ensure compliance with Regulation FD:

- (a) The Company shall identify an executive officer to act as “Compliance Officer,” who shall in turn designate other officers or senior level employees in each department or operating group to be responsible for insuring that the Compliance Officer is aware of developments within that department or group that may be material. The current Compliance Officer is Randle F. Rose, the Company’s Chief Administrative Officer.
- (b) Only the Chairman, the Chief Executive Officer, the Chief Financial Officer, the Compliance Officer, and those employees specifically designated by them, are authorized to speak publicly on behalf of the Company (“Authorized Spokesperson”). Any other directors, officers or employees are prohibited from having any communication with any Regulation FD Persons and should refer all inquiries from the media, analysts, stockholders and/or the financial community to the Compliance Officer. As a general matter, any directors, officers or employees that are not Authorized Spokespersons, are

strictly prohibited from disclosing internal matters or developments which relate in any way to material non-public information with any person not affiliated with the Company (including, without limitation, family members, relatives and friends), except as required in the performance of such individual's duties and in accordance with this Fair Disclosure Policy.

- (c) The Compliance Officer is responsible for administering and directing compliance with Regulation FD and the policies and procedures set forth in this Fair Disclosure Policy. Any questions relating to compliance with Regulation FD should be directed to the Compliance Officer. The form and content of all public disclosures must be approved by the Compliance Officer or someone designated by the Compliance Officer. Company employees shall promptly report to the Compliance Officer any violations of the Company's Fair Disclosure Policy.
- (d) As information concerning the Company or the market for its stock which may be material arises within a department or operating group, it shall be promptly and fully disclosed to the Compliance Officer.
- (e) The Compliance Officer shall make a prompt determination, consulting legal counsel as necessary, as to whether or not the information is "material." Information is considered "material" if there is a substantial likelihood that a reasonable investor would consider it important in making a decision to purchase, hold or sell the Company's securities (e.g., information regarding a possible merger or acquisition involving the Company, the introduction of important products or major marketing changes). Examples of information that is particularly sensitive and should be treated as material include, without limitation, projections of future earnings or changes in estimates of earnings or sales; increases or decreases in dividend payments; stock splits or securities offerings; possible mergers, acquisitions, joint ventures or significant asset sales or purchases; a significant labor dispute or major litigation; and significant contracts and technology licenses. In addition, any information that could be expected to affect the stock price for the Company's securities, whether it is positive or negative, should be considered material.
- (f) If the information is material, the Compliance Officer may authorize immediate release of the information unless it is determined that disclosure is not then legally required and can be deferred to a later date. Disclosure of material information is required only in situations where there is an affirmative disclosure obligation. If disclosure is authorized, the form and content of all public disclosures shall be approved by the Compliance Officer and Company legal counsel, as necessary. If disclosure is to be deferred, instructions shall be immediately given that such information is not to be disclosed or discussed except on a strict "need-to-know" basis.
- (g) Material non-public information must not be selectively disclosed. All public disclosures must be made in one of the following manners ("Public Disclosure Procedures"):
 - (i) in a Form 8-K, 10-K, 10-Q or similar filing with the SEC; or
 - (ii) through the issuance of a press release, widely distributed through regular channels, containing the material information; or
 - (iii) through a conference call held in an open manner, permitting all interested investors to listen in either by telephonic means or through Internet webcasting.

Adequate notice by press release and website posting of the scheduled conference call and webcast must set forth the time and date of the conference call and webcast, instructions on how to access the call and webcast and the general topic of the conference call and webcast. As to quarterly earnings calls and generally for other conference calls, the required notice should be given at least 72 hours before the call. A replay of the call or the webcast will be available to the public for at least one year. The Company will archive the webcast and the calls; or

- (iv) other methods deemed adequate by the Compliance Officer, after consultation with legal counsel.
- (h) As a Nasdaq-listed company, the Company may disclose new material information during a conference call that is properly announced and is fully accessible to all investors, per the Public Disclosure Procedures set forth above, provided that the Company informs the Nasdaq's market surveillance desk of the nature of the information during trading hours at least 10 minutes before the presentation.
- (i) Earnings guidance will not be provided to securities analysts unless done through a Public Disclosure Procedure set forth above. Generally, the Company will not review materials prepared by Regulation FD Persons. Even if the Company elects to review such materials, it and its representatives will not comment (orally or in writing) upon any such material, except to confirm the factual accuracy of such materials consistent with available public information.
- (j) Any updates to or confirmation of the Company's previously disclosed material non-public information (e.g. earnings guidance) shall be done only through a Public Disclosure Procedure. The Company will not comment in response to requests from analysts or investors to update or affirm guidance, except in FD compliant circumstances.
- (k) To the extent practicable, an Authorized Spokesperson familiar with the Company's disclosure record will accompany senior management in any meetings or discussions with analysts and stockholders to monitor for unintentional disclosure of material non-public information.
- (l) In the case of unintentional disclosures, the Company must make a public disclosure through a Public Disclosure Procedure as soon as reasonably practicable (but no later than 24 hours) after a senior official of the Company learns of the disclosure and determines that the information disclosed was material and non-public.
- (m) Prior to agreeing to making a presentation at any analyst, investor or industry conference, any Authorized Spokesperson must receive the approval of the Compliance Officer. The content to be presented at such conferences is subject to the approval of the Compliance Officer. In no event may material non-public information be disclosed at such conferences unless such information is simultaneously disclosed through a Public Disclosure Procedure.
- (n) In the event that any director is authorized to speak on behalf of the Company and such director plans to speak privately to a shareholder or group of shareholders, discussion topics shall be limited to those topics that have been pre-cleared by the Compliance Officer. All requests for information, comments or interviews (other than routine product inquiries) made to any officer, director or employee of the Company should be directed

to the Compliance Officer, or in the Compliance Officer's absence, the Chief Financial Officer, who will clear all proposed responses which shall be in compliance with this Fair Disclosure Policy. Great care should be taken not to comment on expected future financial results.

- (o) The Compliance Officer or an individual designated by the Compliance Officer shall be responsible for monitoring trading in the Company's securities in order to isolate circumstances in which the market for the securities may be affected by information which has not been publicly disclosed by the Company. If there is unusual trading activity, the Compliance Officer and the Company's legal counsel shall jointly endeavor to determine whether the market is being influenced by selectively disclosed information or rumors, and, if so, what corrective action by the Company, if any, is warranted. The Compliance Officer or an individual designated by the Compliance Officer shall also be responsible for monitoring analyst and investor communications to determine if any corrective action by the Company is necessary.
- (p) All Authorized Spokespersons that are making any authorized disclosures on behalf of the Company, whether oral or in writing, shall use the 1995 Private Securities Litigation Reform Act safe harbor for forward-looking statements in connection with all public disclosures.
- (q) Discussing business information that belongs to the Company on Internet chat rooms, blogs or any other social media outlets, including, for example, Twitter, Facebook, and LinkedIn, is prohibited unless such practice has been expressly authorized in advance by the Compliance Officer. Employees understand that unless they are Authorized Spokespersons, their discussion in any forum, including Internet chat rooms, blogs and other social media outlets, can have a detrimental impact on the Company, as it may compromise sensitive Company information. Misuse of Internet-based communications is considered a violation of the Company's Fair Disclosure Policy.
- (r) The Company considers violation of its Fair Disclosure Policy and Regulation FD to be grounds for discipline, including termination for cause.