

Dear Shareholders,

I am pleased to report that 2022 was an exciting year of strategic growth for McGrath.

We achieved this growth through dedication and hard work across our Company. We:

- Tenaciously focused on our largest business and core strategic growth engine, Mobile Modular;
- Successfully completed integration of Design Space, Kitchens-to-Go, and Titan Container, each acquired during the prior year;
- Collectively expanded our competitive geographic footprint and delivered financial results;
- Tirelessly pursued strategic M&A that led to simultaneous opportunities for McGrath to acquire Vesta Modular for geographic expansion and divest non-core Adler Tank Rentals, which were combined into one simultaneous transformational event that we announced on February 1, 2023; and
- While all this was going on, we carefully managed a significant rebranding effort that culminated in the launch of our new company brand in October 2022. After 43 years in business, our branding now intentionally signifies the company's evolving strategy and McGrath's expansion into new geographies and pursuit of new revenue streams, including Custom Modular Solutions, Site Related Services, and our Mobile Modular Plus program.*

These are just a few of the more significant highlights from our year. I am very pleased with all that we accomplished in 2022. We could not have done it without a massive effort from our team members – thank you!

As everyone is undoubtedly aware, the U.S. economic environment was unpredictable throughout 2022 and continues to be. We are not letting that deter us from our strategic focus to grow our modular business and achieve further traction as a solutions provider, not just an equipment rental company. We continue to deploy significant capital to grow both organically and by acquisition.*

We are a resilient and well-managed company that has successfully thrived in all sorts of economic cycles and emerged stronger and more focused each time.

Proof of our management track record is evidenced in the fact that McGrath has the rare distinction of being one of around 130 publicly listed companies currently known as Dividend Champions, all of whom have increased their dividends for more than 25 consecutive years. We are especially proud that the performance of the business has allowed us to return value to shareholders in this manner consistently – 2022 marked our 32nd consecutive year of dividend growth!

Strategic Focus

As I shared last year, our strategic priorities for the next few years are centered on our modular business.*

Mobile Modular represents a significant growth opportunity, including the ability to expand our footprint and add services that provide enhanced value to our customers. We have been working hard to provide value as a solutions provider, not just an equipment provider. We start by providing a high-quality modular building for rent or sale that can be customized to specific requirements. We then provide furniture and other products inside the building through Mobile Modular Plus to allow for the occupants' comfortable and effective use of the building. But, we do not stop there. We also provide services outside the building, such as site preparation, connections to electrical and plumbing, overhead protections, and other exterior enhancements, as well as our Kitchens-to-Go product line. We are very pleased that our Mobile Modular Plus, Site Related Services, and Custom Modular Sales initiatives gained momentum throughout 2022. Our Mobile Modular Portable Storage business is also growing very nicely and executing well.

We are still in the early innings of focused growth in our largest business, and it is clear that we are now providing customers with more services that fit their needs when procuring a modular solution. We have been steadily developing these capabilities and receiving a very good reception from the market.

2022 Results

Starting with the bottom line, full-year Adjusted EBITDA grew 16% to \$289 million on revenues of \$734 million.

In addition to returning \$44 million to shareholders in the form of dividends in 2022, we paid down debt and invested nearly \$188 million in rental equipment purchases, reflecting strong organic investment in the business.

This robust progress was achieved with the combination of good market conditions and solid execution of our strategy. As a result, each of our business units finished 2022 strong:

Mobile Modular realized healthy growth in units on rent, pricing, and utilization, all while adding new equipment to the rental fleet; and maintained focus on pricing strategically, with solid gains on fleet average pricing, as well as pricing on new orders. The performance of Portable Storage was also robust. Describing performance by the two major components of our modular rentals, the commercial segment of our fleet grew 27%. We saw broad-based demand from municipal and government agencies as they refurbished facilities and added permanent structures; on the private industry side of this segment, customers needed swing space for expansion projects, and we served small and large construction projects across our geographies. In the education segment of our fleet, we realized projects for modernization as well as growth in districts that experienced an influx of student population. Mobile Modular has an experienced and technically proficient sales force that can help customers across these segments with any application of a modular building. We consistently receive very high reviews for the experience we provide for our customers.

TRS-RenTelco experienced favorable market conditions in both general-purpose and communications rentals. Our general-purpose rentals grew by 6%, with a particular strength in aerospace and defense customers. On the communications side, 5G continues to drive rentals in the lab for R&D and in the field for tower upgrades and bandwidth expansions. Fleet utilization was strong for the year, as was pricing. The need for more bandwidth and speed is never ending, and TRS is thriving in the quest for technology and faster communications.

Adler Tank Rentals also experienced favorable market conditions and improved broad-based demand and growth in all of its geographic regions and industry verticals. Our strategy to operate the business to generate maximum cash flow allowed us to keep fleet investments at a minimum while generating cash to deploy into other parts of McGrath. Overall, this was a smart strategy as we emerged from the challenges of the pandemic, and it set the business up on a good footing for us to have the option to divest the asset.

On February 1, 2023, we announced the simultaneous acquisition of Vesta Modular and the divestiture of Adler Tank Rentals. These transactions provided a unique opportunity to leverage the value of a non-core business and to increase investment in our growing modular business. While Adler had been part of the McGrath family of businesses for over 14 years, the sale to Ironclad Environmental was a way to give the business a new opportunity. Going forward, it will be part of an industry-leading provider of specialty waste management solutions and temporary storage and containment equipment for hazardous and non-hazardous industrial waste and will be positioned for future investment and growth. With the sale of Adler, McGrath will now have a more streamlined and focused portfolio of assets.

2023 Outlook*

Our 2023 performance will reflect this streamlined strategic shift that is significantly increasing our portfolio mix to our modular business and its competitive footprint, to which we have been intentionally shifting our investment focus over the last two years.

On a go-forward basis, our revenue mix will shift to approximately 80% modulars and 20% electronics.

Through the strategic acquisition of Vesta Modular, we will expand our geographic coverage into 13 additional states and increase our density in another 15 states. This will open up new markets for us and provide catalysts to accelerate our coverage in the attractive long-term growth markets we already operate in. The Vesta Modular acquisition also aligns closely with our work to expand the solution's capabilities of our modular business.

Our TRS business has a very strong market position in the electronic test and measurement rental industry, and we have run the business very successfully over many years. TRS is an important part of McGrath. It is a high ROIC business with consistent profitability and steady growth over time. TRS is staffed with a highly competent team capable of keeping business operations growing now and in the future. It is one of the top two competitors in its space and is positioned well to capture upside opportunities in the growing technology area.

We are excited about our strategy, the investments we have made, our demonstrated integration performance, and our organic growth trajectory. By executing well and leveraging our culture of service excellence, we are developing many opportunities to add to our success. The Vesta Modular acquisition will add to our execution strength and success in implementing our long-term growth strategy. All of our team members are an important part of our future, and we are excited to have added new team members from Vesta Modular, and we welcome them to a new home.

I truly believe our company values, starting with a culture of ethics and integrity, trust, and respect, are the foundation of our success.

We are very proud of McGrath's strong full-year 2022 performance. As we look ahead, for 2023, we will be working hard to continue to grow our business while maintaining our focus on return on capital and delivering strong returns for our shareholders.

2023 Shareholders Meeting

Our Annual Meeting is scheduled for June 7, 2023. We will hold the Annual Meeting of Shareholders in a virtual meeting (via live audio webcast) format only. The details of how shareholders can participate in our virtual Annual Meeting are included in the proxy materials that accompany this letter.

I want to thank each of you for your business, professional commitment, interest, and investment in McGrath.

We remain committed to furthering McGrath's success as an investment, a solutions provider, an employer, and a contributor to the communities in which we live and work. With an experienced leadership team, track record of execution, strong balance sheet, and healthy free cash flow generation, we are well-positioned for long-term growth.

On behalf of McGrath's leadership team and our nearly 1,200 employees, I wish you a good 2023 and look forward to writing to you again at this same time next year. Thank you for your continued confidence and investment in McGrath!

Sincerely,
Joe Hanna
President and Chief Executive Officer

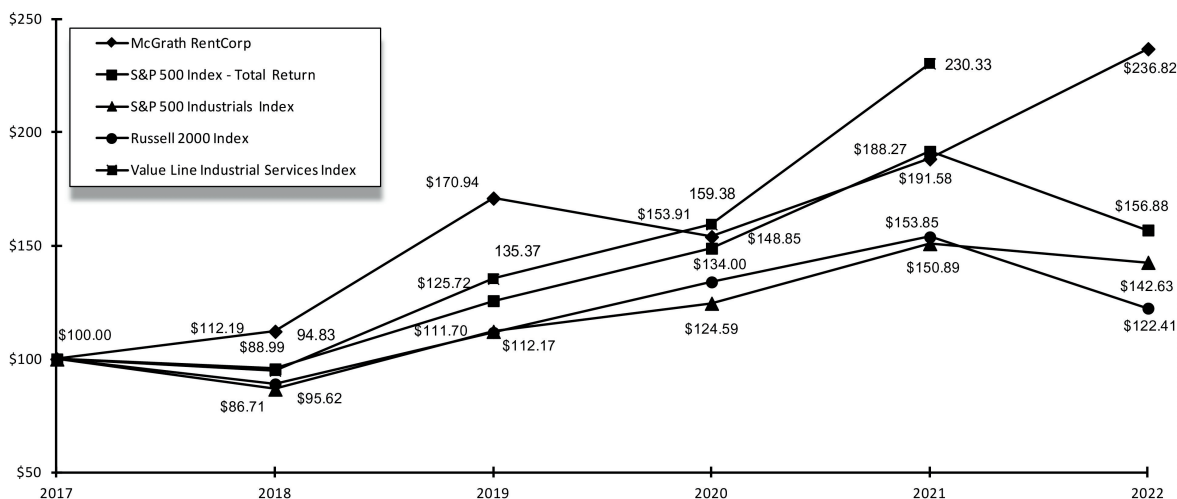
FORWARD-LOOKING STATEMENTS AND OTHER INFORMATION

Statements in this letter, which are not historical facts, are forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, including statements under the subheading "2023 Outlook" and statements denoted by *. Management cautions that forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties that could cause our actual results to differ materially from those projected in such forward-looking statements, including the risks discussed in the "Risk Factors" section and elsewhere in our Form 10-K for the year ended December 31, 2022. Readers should not place undue reliance on these forward-looking statements and except as otherwise required by law, we do not undertake any duty to update them.

Performance Graph

The following graph compares McGrath RentCorp’s annual percentage change in cumulative total return on common shares over the past five years with the cumulative total return of companies comprising the S&P 500 Index, the S&P 500 Industrials Index, and the Russell 2000 Index. This presentation assumes that \$100 was invested in shares of the relevant issuers on December 31, 2017, and that dividends received were immediately invested in additional shares. The graph plots the value of the initial \$100 investment at one-year intervals for the fiscal years shown. The S&P 500 Industrials Index replaces the Value Line Industrial Services Index in this analysis and going forward, as the Value Line Index data is no longer accessible. The Value Line Industrial Services Index has been included with data through 2021.

Comparison of Five-Year Cumulative Total Return*
McGrath RentCorp, S&P 500, S&P 500 Industrials Index, Russell 2000 and Value Line Industrial Services Index
(Performance Results Through 12/31/22)

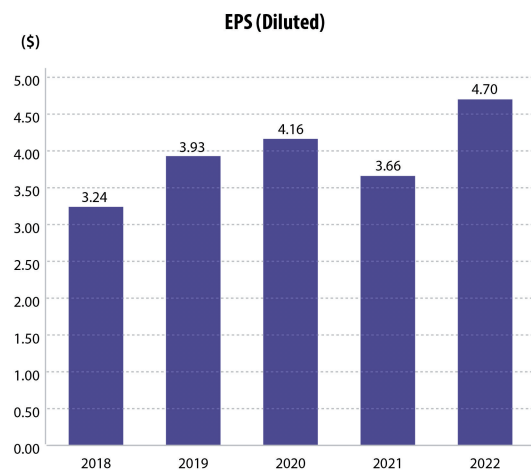
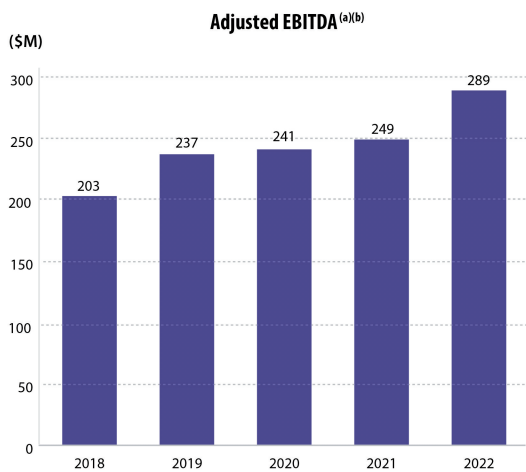
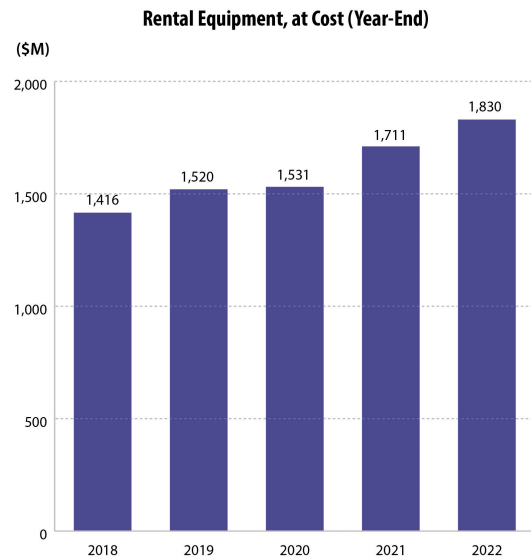


* Cumulative total return assumes reinvestment of dividends.

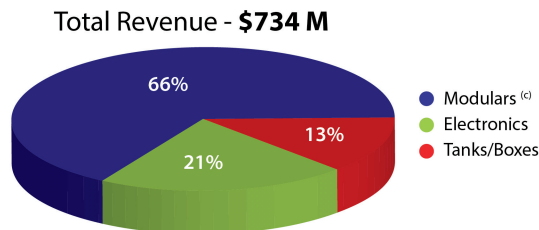
Source:

ZACKS TOTAL RETURN ANNUAL COMPARISON
CUMULATIVE TOTAL RETURN SUMMARY

	2017	2018	2019	2020	2021	2022
McGrath RentCorp	\$100.00	\$112.19	\$170.94	\$153.91	\$188.27	\$236.82
S&P 500 Index—Total Return	\$100.00	\$ 95.62	\$125.72	\$148.85	\$191.58	\$156.88
S&P 500 Industrials Index	\$100.00	\$ 86.71	\$112.17	\$124.59	\$150.89	\$142.63
Russell 2000 Index	\$100.00	\$ 88.99	\$111.70	\$134.00	\$153.85	\$122.41
Value Line Industrial Services Index	\$100.00	\$ 94.83	\$135.37	\$159.38	\$230.33	\$230.33



Total Revenue 2022 by Business Segment



(a) Adjusted EBITDA is a non-GAAP financial measure. For a reconciliation of Adjusted EBITDA to net income and Net Cash Provided by Operating Activities, both GAAP financial measures, see pages 46 and 47 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022 which is included in this Annual Report.
 (b) The Company defines Adjusted EBITDA as net income before interest expense, provision for income taxes, depreciation, amortization, non-cash impairment costs, share-based compensation and transaction costs.
 (c) Modulares includes Mobile Modular, Mobile Modular Portable Storage, Kitchens To Go and Enviroplex.

McGRATH RENTCORP

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS To Be Held June 7, 2023

To the Shareholders of McGrath RentCorp:

NOTICE IS HEREBY GIVEN that the 2023 Annual Meeting of Shareholders (the “Annual Meeting”) of McGrath RentCorp, a California corporation (the “Company”), will be held virtually only at www.meetnow.global/MZHJMK2, on Wednesday, June 7, 2023, at 2:00 p.m., PST. Shareholders will be able to listen, vote, and submit questions from any remote location that has internet connectivity. There will be no physical location for shareholders to attend. The Annual Meeting will be held for the following purposes:

1. To elect seven (7) directors of the Company, as specifically set forth in the attached proxy statement, to serve until the 2024 Annual Meeting of Shareholders or until their successors are elected and qualified;
2. To ratify the appointment of Grant Thornton LLP as the independent auditors for the Company for the year ending December 31, 2023;
3. To approve, in a non-binding vote, the compensation of the Company’s named executive officers;
4. To recommend, in a non-binding vote, the frequency of future non-binding shareholder votes to approve the compensation of the Company’s named executive officers; and
5. To transact such other business as may properly come before the Annual Meeting and any adjournment or postponement thereof.

The foregoing items of business are more fully described in the Proxy Statement which is attached and made a part hereof.

The Board of Directors of the Company has fixed the close of business on April 20, 2023, as the record date for determining the shareholders entitled to notice of and to vote at the Annual Meeting and any adjournment or postponement thereof.

IMPORTANT

We are holding the Annual Meeting as a virtual meeting (via live audio webcast) format only. On behalf of the Board of Directors and management of the Company, we cordially invite you to attend the Annual Meeting by virtual presence by logging into our live webcast at: www.meetnow.global/MZHJMK2.

Whether or not you expect to attend the Annual Meeting via virtual presence, please complete, date, sign, and return the enclosed proxy card using the enclosed return envelope, as promptly as possible in order to ensure your representation at the Annual Meeting. Even if you have voted by proxy, you may still vote online if you attend the Annual Meeting via virtual presence. Please note, however, that if your shares are held of record by a broker, bank, or other nominee and you wish to vote at the Annual Meeting, you must obtain a proxy card issued in your name from such broker, bank, or other nominee and register for the Annual Meeting in advance through our transfer agent, Computershare. Once proof of your proxy power (legal proxy) has been obtained, send the proof reflecting your holdings along with your name and email address to legalproxy@computershare.com to obtain your 15-digit control number. Registration must be received no later than 5:00 p.m., Eastern time, on Thursday, June 1, 2023.

If you hold your shares in a brokerage account, your shares will not be voted in the election of directors or the non-binding, advisory vote on the compensation of the Company’s named executive officers unless you provide explicit instructions to your broker as to how you wish to vote your shares. Under the NASDAQ Stock Market rules governing discretionary voting of proxies by the exchange’s members, your broker is not permitted to vote shares with respect to non-routine matters such as the election of directors or the vote on compensation without voting instructions from the beneficial owner of such shares.

By Order of the Board of Directors,
Keith E. Pratt
*Executive Vice President, Chief Financial Officer and
Assistant Corporate Secretary*

Livermore, California
April 28, 2023

McGRATH RENTCORP
5700 Las Positas Road
Livermore, California 94551

PROXY STATEMENT
FOR 2023 ANNUAL MEETING OF SHAREHOLDERS

General Information

This proxy statement (this “Proxy Statement”) is made available to the shareholders of McGrath RentCorp, a California corporation (the “Company,” “we,” “us,” or “our”), in connection with the solicitation by the Board of Directors of the Company (the “Board of Directors” or the “Board”) of proxies in the accompanying form for use in voting at the 2023 Annual Meeting of Shareholders of the Company (the “Annual Meeting”) to be held on Wednesday, June 7, 2023, at 2:00 p.m., PST, via virtual meeting only at www.meetnow.global/MZHJMK2, and any adjournment or postponement thereof. There will be no physical location for shareholders to attend. The shares represented by the proxies received, properly marked, dated, executed, and not revoked will be voted at the Annual Meeting.

The Company expects to mail this Proxy Statement and the enclosed form of proxy to shareholders on or about May 5, 2023.

The rules of the Securities and Exchange Commission (the “SEC”) require us to notify our shareholders of the availability of our proxy materials through the Internet.

**Important Notice Regarding the Availability of Proxy Materials
for the Shareholder Meeting to be held on Wednesday, June 7, 2023**

**Our Proxy Statement and 2022 Annual Report to Shareholders are available at
<https://materials.proxyvote.com/580589>**

The following questions and answers provide important information about the Annual Meeting and this Proxy Statement:

When is the Annual Meeting?

The Annual Meeting will be held on Wednesday, June 7, 2023, at 2:00 p.m., PST, via virtual meeting only. There will be no physical meeting to attend. All of the members of the Board of Directors and our entire management team will participate via virtual presence only.

How do I participate in the virtual Annual Meeting?

You will not be able to attend the Annual Meeting physically. You or your proxyholder may participate, vote, and ask questions at the Annual Meeting by visiting www.meetnow.global/MZHJMK2 and using your 15-digit control number found on your proxy card.

To be admitted to the virtual Annual Meeting, you will need the 15-digit control number included on your proxy card, or the instructions that accompanied your proxy materials. The Annual Meeting will begin promptly at 2:00 p.m., PST. Online check-in will begin at 1:00 p.m., PST, and you should allow ample time for the online check-in procedures. If you have difficulty accessing the virtual Annual Meeting, please call (888) 724-2416 for assistance.

If you hold shares through an intermediary, such as a bank, broker or other nominee, you will need to contact such bank, broker or other nominee to request a legal proxy and register for the Annual Meeting in advance through our transfer agent, Computershare Trust Company, N.A. (“Computershare”). Once proof of your proxy power (legal proxy) has been obtained, send the proof reflecting your holdings along with your name and email address to legalproxy@computershare.com to obtain your 15-digit control number. Registration must be received no later than 5:00 p.m., EST, on Thursday, June 1, 2023.

This year’s shareholders’ question and answer session will include questions submitted live during the Annual Meeting. You may submit a question in advance of the Annual Meeting by sending it via electronic mail to investor@mgrc.com. Questions may be submitted during the Annual Meeting through www.meetnow.global/MZHJMK2. We expect to respond to appropriate questions during the Annual Meeting, and may also respond to questions on an individual basis or by posting answers on our Investor Relations website after the meeting.

What matters will be considered at the Annual Meeting?

Shareholders will vote on the following items at the Annual Meeting:

1. To elect seven (7) directors of the Company, as specifically set forth in this Proxy Statement, to serve until the 2024 Annual Meeting of Shareholders or until their successors are elected and qualified (Proposal No. 1);
2. To ratify the appointment of Grant Thornton LLP as the independent auditors for the Company for the year ending December 31, 2023 (Proposal No. 2);
3. To approve, in a non-binding vote, the compensation of the Company's named executive officers (Proposal No. 3); and
4. To recommend, in a non-binding vote, the frequency of future non-binding shareholder votes to approve the compensation of the Company's named executive officers (Proposal No. 4); and
5. To transact such other business as may properly come before the Annual Meeting and any adjournment or postponement thereof.

How does the Board of Directors recommend that shareholders vote on these matters?

The Board of Directors believes that the election of the nominated directors, the ratification of the appointment of Grant Thornton LLP, and the approval on an advisory basis of the compensation of the Company's named executive officers are in the best interests of the Company and its shareholders and, accordingly, recommends a vote "FOR" the approval of each of these proposals. The Board of Directors further believes that an annual advisory vote to approve the compensation of the Company's named executive officers is in the best interests of the Company and its shareholders and, accordingly, recommends a vote for "ONE YEAR" as the preferred frequency with which shareholders are provided an advisory vote on executive compensation.

How are proxy materials being made available to shareholders?

The SEC adopted amendments to the proxy rules that change how companies must provide proxy materials. These rules are often referred to as "Notice and Access." Under the Notice and Access model, a company may select either of the following two options for making proxy materials available to shareholders:

- the full set delivery option; or
- the notice only option.

Full Set Delivery Option

Under the full set delivery option, a company delivers all proxy materials to its shareholders as it would have done prior to the change in the rules. This can be by mail or, if a shareholder has previously agreed, by e-mail. In addition to delivering proxy materials to shareholders, a company must post all proxy materials on a publicly-accessible website and provide information to shareholders about how to access that website. The Company's proxy materials are available on the following website: <https://materials.proxyvote.com/580589>.

Notice Only Option

Under the notice only delivery option, a company must post all of its proxy materials on a publicly accessible website. However, instead of delivering its proxy materials to shareholders, the company instead delivers a one-page notice of internet availability of proxy materials which includes, among other matters:

- information regarding the date, time, and location of the Annual Meeting of Shareholders as well as the items to be considered at the meeting;
- information regarding the website where the proxy materials are posted; and
- various means by which a shareholder may request paper or e-mail copies of the proxy materials.

A company may use a single method for all of its shareholders or use full set delivery for some while adopting the notice only option for others. The Company is required to comply with these Notice and Access rules in connection with its Annual Meeting and has elected to use the full set delivery option under the rules for all shareholders in connection with this year's Annual Meeting.

Although the Company has elected to use the full set delivery option for the Annual Meeting, we may choose to use the notice only option in the future.

What is the difference between a shareholder of record and a beneficial owner of shares held in street name?

Shareholder of Record. If your shares are registered directly in your name with the Company's transfer agent, Computershare, then you are considered the shareholder of record with respect to those shares, and the proxy materials were sent directly to you by the Company.

Beneficial Owner of Shares Held in Street Name. If your shares are held in an account at a brokerage firm, bank, broker-dealer, or other similar organization, then you are the beneficial owner of shares held in "street name," and the proxy materials were forwarded to you by that organization. The organization holding your account is considered the shareholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct that organization on how to vote the shares held in your account.

How do I vote?

You may vote by signing and dating each paper proxy card you received and returning it in the prepaid envelope. The enclosed proxy will be voted in accordance with the instructions thereon. Unless otherwise stated, all shares represented by such proxy will be voted as instructed. Proxies may be revoked in the manner described below.

What does it mean if I received more than one proxy card?

If you received more than one proxy card, it may mean that you hold shares registered in more than one account. If you received more than one paper proxy card, sign and return each proxy card you received to ensure that all of your shares are voted. If you have any questions regarding your share information or address appearing on the paper proxy card you may call Computershare, the Company's transfer agent, at (800) 962-4284 if you are a shareholder of record, or contact your brokerage firm, bank, broker-dealer, or other similar organization if you are a beneficial owner of shares held in "street name."

Can I change my vote after I have voted?

You may revoke your proxy and change your vote at any time before the final vote at the Annual Meeting. You may vote again on a later date by signing and returning a new proxy card with a later date or by attending the Annual Meeting and voting via online presence at our virtual meeting. However, your attendance at the Annual Meeting via online presence will not automatically revoke your proxy unless you vote again at the Annual Meeting or specifically request that your prior proxy be revoked by delivering a written notice of revocation to the Company's Corporate Secretary at 5700 Las Positas Road, Livermore, California 94551 prior to the Annual Meeting. See "*May I vote my shares via online presence at the virtual Annual Meeting?*" below.

Who is entitled to vote?

The close of business on April 20, 2023, has been fixed as the record date (the "Record Date") for determining the holders of shares of common stock of the Company, no par value ("Common Stock"), entitled to notice of and to vote at the Annual Meeting.

What constitutes a quorum?

As of the close of business on the Record Date, there were 24,476,535 shares of Common Stock outstanding and entitled to vote at the Annual Meeting. The presence at the Annual Meeting of a majority of these shares of Common Stock, either in person by online presence or by proxy, will constitute a quorum for the transaction of business at the Annual Meeting.

How are votes counted and who will count the votes?

Each outstanding share of Common Stock on the Record Date is entitled to one vote on each matter properly brought before the Annual Meeting. However, in compliance with the General Corporation Law of the State of California, if a candidate nominated for election to the Board of Directors has had such candidate's name placed in nomination prior to the shareholder vote and a shareholder gives notice, prior to the voting, of such shareholders' intention to cumulate such shareholder's votes, then (and only then) every shareholder voting for the election of directors will be entitled to cumulate such shareholder's votes for the election of directors and give one candidate a number of votes equal to the number of directors to be elected (seven) multiplied by the number of shares held or may distribute such shareholder's votes on the same principle among as many candidates as the shareholder may select. If, in connection with the election of directors, cumulative voting is selected, then the seven candidates receiving the highest number of affirmative votes shall be elected.

It is intended that shares represented by proxies in the accompanying form will be voted for the election of persons nominated by management. If votes are cast for any candidates other than those nominated by the Board of Directors, the persons authorized to vote shares represented by executed proxies in the enclosed form (if authority to vote for the election of Directors or for any particular nominee is not withheld) will have full discretion and authority to vote cumulatively and allocate votes among any or all of the nominees of the Board of Directors in such order and in such numbers as they may determine in their sole discretion, provided all the above-listed requirements for cumulative voting are met.

An automated system administered by Computershare will tabulate votes cast by proxy and Gilda Malek, the Company's Vice President, General Counsel and Corporate Secretary, will act as the inspector of elections to tabulate votes cast via online presence at the Annual Meeting.

Is my vote confidential?

Proxy instructions, ballots, and voting tabulations that identify individual shareholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within the Company or to third parties, except:

- as necessary to meet applicable legal requirements;
- to allow for the tabulation and certification of votes; and
- to facilitate a successful proxy solicitation.

Occasionally, shareholders provide written comments on their proxy cards, which may be forwarded to the Company's management and the Board of Directors.

How are abstentions and broker "non-votes" treated?

Under the General Corporation Law of the State of California, an abstaining vote and a broker "non-vote" are counted as present and are, therefore, included for purposes of determining whether a quorum is present at the Annual Meeting. However, abstentions are not included in determining the number of shares voting on the proposals submitted to shareholders. Generally, a broker "non-vote" occurs when a nominee (such as a brokerage firm, bank, broker-dealer, or other similar organization) holding shares for a beneficial owner in "street name" does not vote on a particular matter because the nominee does not have discretionary voting power with respect to that matter and has not received voting instructions from the beneficial owner. Broker "non-votes," and shares as to which proxy authority has been withheld with respect to any matter, are not deemed to be entitled to vote for purposes of determining whether shareholders' approval of that matter has been obtained.

What is the voting requirement to approve each of the proposals?

With respect to Proposal No. 1 of this Proxy Statement, a plurality of the votes cast is required for the election of directors. This means that the director nominee with the most votes for a particular slot is elected for that slot. You may vote "FOR" or "WITHHELD" with respect to the election of directors, unless prior to the vote on the election of directors a shareholder has validly given notice of its intent to cumulate votes, in which case you may allocate votes (seven per share of Common Stock held) among all director nominees. In the absence of cumulative voting, only votes "FOR" or "WITHHELD" are counted in determining whether a plurality has been cast in favor of a director. Abstentions and broker "non-votes," if any, will have no effect on this proposal. Brokerage firms, banks, broker-dealers, and other nominees holding shares for holders who have not given specific voting instructions are not permitted to vote in their discretion with respect to Proposal No. 1. If you do not instruct your broker how to vote, your broker may not vote with respect to this proposal and these votes will be counted as broker "non-votes," as is described in "*What happens if I do not give specific voting instructions?*" below. Our Corporate Governance Guidelines set forth our procedures if a director-nominee is elected, but receives a majority of "WITHHELD" votes. In an uncontested election, any director nominee who receives a greater number of votes "WITHHELD" from his or her election than votes "FOR" such election is required to tender his or her resignation following certification of the shareholder vote. The Corporate Governance and Nominating Committee is required to make recommendations to the Board of Directors with respect to any such letter of resignation. The Board of Directors is required to take action with respect to this recommendation within 90 days following certification of the shareholder vote and to disclose its decision-making process.

With respect to Proposal No. 2 of this Proxy Statement, the affirmative vote of a majority of the shares of Common Stock present or represented and entitled to vote at the Annual Meeting is required. You may vote "FOR" or "AGAINST" with respect to the appointment of Grant Thornton LLP as the independent auditors for the Company for the year ending December 31, 2023. Abstentions will have the same effect as voting against this proposal. Because the ratification of auditors is considered a "routine" matter for which brokers may vote in the absence of shareholder direction, there will not be any broker "non-votes" on this proposal.

With respect to Proposal No. 3 of this Proxy Statement, the affirmative vote of a majority of the shares of Common Stock present or represented and entitled to vote at the Annual Meeting is required for approval, on an advisory basis, of the compensation of the Company's named executive officers. You may vote "FOR" or "AGAINST" with respect to approval of the compensation of the Company's named executive officers. Abstentions will have the same effect as voting against this proposal. Broker "non-votes," if any, will have no effect on this proposal.

With respect to Proposal No. 4 of this Proxy Statement, we have determined to view the frequency vote that receives the greatest number of votes cast by the holders of the Company's Common Stock represented and voting at the Annual Meeting as the advisory vote of shareholders on the frequency of approval of the compensation of the Company's named executive officers. Abstentions will have no impact on this proposal. Broker "non-votes," if any, will have no effect on this proposal.

What happens if I do not give specific voting instructions?

For Shares Directly Registered in the Name of the Shareholder: If you return your signed proxy but do not indicate your voting preferences, the Company will vote on your behalf "FOR" the election of the nominated directors, "FOR" the ratification of the appointment of Grant Thornton LLP, "FOR" approval of the compensation of the Company's named executive officers and for the option of "ONE YEAR" as the preferred frequency with which shareholders are provided an advisory vote on executive compensation. If any other matter properly comes before the shareholders for a vote at the Annual Meeting, the proxyholders will vote your shares in accordance with their best judgment. If any other matter properly comes before the shareholders for a vote at the Annual Meeting, the proxyholders will vote your shares in accordance with their best judgment.

For Shares Registered in the Name of a Brokerage Firm, Bank, Broker-Dealer or Other Similar Organization: If your shares are held in street name, your brokerage firm, bank, broker-dealer, or nominee will ask you how you want your shares to be voted. If you provide voting instructions, your shares must be voted as you direct. If you do not furnish voting instructions with respect to shares registered in the name of organizations that are not governed by NASDAQ Rule 2251, those shares will not be voted at the meeting because such organizations do not have discretionary voting power. If you do not furnish voting instructions to brokerage firms that are governed by NASDAQ Rule 2251, one of two things can happen, depending upon whether a proposal is "routine." Under NASDAQ Rule 2251, brokerage firms, banks, broker-dealers, and other similar organizations have the discretion to cast votes on routine matters, such as the ratification of the appointment of an independent auditor (as requested in Proposal No. 2), without voting instructions from their clients. Brokerage firms, banks, broker-dealers, and other similar organizations are not permitted, however, to cast votes on "non-routine" matters, such as the election of directors (as requested in Proposal No. 1) or votes on the compensation of the Company's named executive officers (as requested in Proposal No. 3 and Proposal No. 4), without such voting instructions.

May I vote my shares via online presence at the virtual Annual Meeting?

For Shares Directly Registered in the Name of the Shareholder: Yes. However, we encourage you to vote by proxy card even if you plan to attend the Annual Meeting via online presence. To be admitted to the virtual Annual Meeting, and to vote via online presence at the Annual Meeting, you will need the 15-digit control number included on your proxy card, or the instructions that accompanied your proxy materials.

For Shares Registered in the Name of a Brokerage Firm or Bank: Yes, but in order to do so you will need to contact such bank, broker, or other nominee to request a legal proxy and register for the Annual Meeting in advance through our transfer agent, Computershare. Once proof of your proxy power (legal proxy) has been obtained, send the proof reflecting your holdings along with your name and email address to legalproxy@computershare.com to obtain your 15-digit control number. Registration must be received no later than 5:00 p.m., EST, on Thursday, June 1, 2023.

Your online attendance at the Annual Meeting in and of itself will not automatically revoke a proxy that was submitted earlier by mail.

Where can I find the voting results of the Annual Meeting?

The preliminary voting results will be announced at the Annual Meeting. The final voting results will be tallied by the inspector of elections and reported in a current report on Form 8-K to be filed by the Company within four business days following the date of the Annual Meeting.

Who pays for this proxy solicitation?

The Company will bear the entire cost of soliciting proxies, including the costs of preparing, assembling, printing, and mailing this Proxy Statement, the proxy, and any additional soliciting material furnished to shareholders by the Company. Arrangements will be made with brokerage firms, banks, broker-dealers, nominees, and fiduciaries to send proxies and proxy materials to the beneficial owners of our Common Stock, and these entities may be reimbursed by the Company for their expenses. Proxies may be solicited by directors, officers, or employees of the Company in person or by telephone, e-mail, or other means. No additional compensation will be paid to such individuals for these services.

What is the deadline for receipt of shareholder proposals?

Requirements for Shareholder Proposals to be Considered for Inclusion in the Company's Proxy Materials. Shareholder proposals submitted pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and intended to be presented at the Annual Meeting of the Company's shareholders to be held in 2024, including the nomination of director candidates, must be received by the Company no later than January 5, 2024, in order to be considered for inclusion in the Company's proxy materials for the 2024 shareholder meeting.

Discretionary Authority. The proxies to be solicited by the Board of Directors for the 2024 Annual Meeting of the Company's shareholders will confer discretionary authority on the proxyholders to vote on any shareholder proposal presented at such Annual Meeting if the Company fails to receive notice of such proposal by March 18, 2024.

Nomination of Director Candidates. Shareholders may propose director candidates for consideration by our Corporate Governance and Nominating Committee. In addition to being timely submitted to the Compliance Officer of the Company at our principal executive offices by the deadline described below, any such proposal must include all of the required information listed under "*Shareholder Recommendations for Membership on our Board of Directors.*" Any shareholder director nominee intended to be presented at the Annual Meeting of the Company's shareholders to be held in 2024 must be received by the Compliance Officer no later than January 5, 2024. In order to be included on the Company's proxy card, shareholder nominees' names must be provided no later than April 8, 2024, provided that such shareholder also complies with our advance notice requirements for nominations, specified above.

Householding of Annual Meeting Materials

Some brokerage firms, banks, broker-dealers, or other nominees who are record holders may participate in the practice of "householding" proxy statements and their accompanying documents. This means that only one copy of the proxy materials will be sent to your household regardless of the number of shareholders who reside there. We will promptly deliver a separate copy of these documents without charge to you upon written request to McGrath RentCorp, 5700 Las Positas Road, Livermore, California 94551 Attn: Investor Relations. If you want to receive separate copies of our proxy materials in the future, or if you are receiving multiple copies and would like to receive only one copy per household, you should contact your brokerage firm, bank, broker-dealer, or other nominee who is a record holder, or you may contact us at the address listed above.

Financial and Other Information

We are required to file annual, quarterly, and current reports, proxy statements and other reports with the SEC. Copies of these filings are available through our Internet website at www.mgrc.com under the Investors section or the SEC's website at www.sec.gov. We will furnish copies of our SEC filings (without exhibits), including our annual report on Form 10-K for the fiscal year ended December 31, 2022, and filed with the SEC on February 22, 2023 (the "2022 Annual Report"), without charge to any shareholder upon written request to McGrath RentCorp, 5700 Las Positas Road, Livermore, California 94551 Attn: Investor Relations.

PROPOSAL NO. 1
ELECTION OF DIRECTORS

The Company’s bylaws authorize the number of directors to be not less than five (5) and not more than nine (9). The Board of Directors is currently fixed at nine (9) directors and composed of the following directors whose terms will expire upon the election and qualification of directors at the Annual Meeting: Nicolas C. Anderson, Kimberly A. Box, Smita Conjeevaram, William J. Dawson, Elizabeth A. Fetter, Joseph F. Hanna, Bradley M. Shuster, M. Richard Smith, and Dennis P. Stradford. Messrs. Stradford and Smith are not standing for reelection and the Board will be fixed at seven (7) following the completion of the Annual Meeting. At each Annual Meeting of shareholders, directors will be elected for full terms of one year to succeed those directors whose terms are expiring.

At the 2023 Annual Meeting, the shareholders will elect seven (7) directors. Messrs. Anderson, Dawson, Hanna, and Shuster and Ms. Box, Conjeevaram, and Fetter have each been nominated to serve a one-year term, until the Annual Meeting of Shareholders to be held in 2024, until their successors are elected or appointed and qualified, or until their earlier death, resignation, or removal. The Board of Directors has no reason to believe that any of Messrs. Anderson, Dawson, Hanna, or Shuster or Ms. Box, Conjeevaram, or Fetter will be unable or unwilling to serve as a nominee or as a director if elected.

Messrs. Smith and Stradford are retiring from the Board of Directors as of the date of the Annual Meeting. Accordingly, they are not standing for re-election.

Nominees

The names of the nominees and certain information about them are set forth below.

<u>Name of Nominee</u>	<u>Age</u>	<u>Principal Occupation</u>	<u>Director Since</u>
Nicolas C. Anderson	38	Managing Partner of Elm Grove Partners and Chief Executive Officer of ArcherHall	2022
Kimberly A. Box.....	63	Former President and Chief Executive Officer of Gatekeeper Innovation, Inc.	2018
Smita Conjeevaram.....	62	Former Chief Financial Officer of Fortress Investment Group LLC	2021
William J. Dawson.....	68	Former Chief Financial Officer of Adamas Pharmaceuticals, Inc.	1998
Elizabeth A. Fetter	64	Former Chief Executive Officer of Symmetricom, Inc.	2014
Joseph F. Hanna.....	60	Chief Executive Officer and President of the Company	2017
Bradley M. Shuster	68	Chairman of the Board of Directors of the Company and Executive Chairman and Chairman of the Board of NMI Holdings, Inc.	2017

Nicolas C. Anderson was elected a director of the Company in December 2022. Mr. Anderson currently serves as the founder and Managing Partner of Elm Grove Partners, an entrepreneurial private equity firm focused on control investments in established lower middle-market companies. Since 2013 he has had primary responsibility for raising equity capital and debt financing and leading the investment analysis for potential acquisitions. Mr. Anderson is also currently Chief Executive Officer of ArcherHall, an Elm Grove Partners portfolio company which provides data and document management services to law firms. At ArcherHall, he has led the transformation of the company from a local legal photocopier to one of the largest digital forensics firms in the United States. Previously, Mr. Anderson worked in the investment bank at JPMorgan in New York, as well as two other boutique investment banks. During his career on Wall Street, he worked on over a billion dollars of transactions, including equipment lease financing, mortgage-backed securities, and other complex securitizations, as well as traditional debt and equity financing. He held the Series 7 and Series 63 securities licenses. Mr. Anderson serves on the board of Bank of Marin (NASDAQ: BMRC), where he serves on the Audit Committee and the Nominating and Governance Committee. He previously was on the board of American River Bank (NASDAQ: AMRB) and was the chair of the Directors Loan Committee and a member of the Nominating and Audit Committees, as well as a special committee formed to evaluate and execute M&A opportunities. Mr. Anderson received an AB in Economics from Harvard University and an MBA with Distinction from Harvard Business School.

Mr. Anderson is a seasoned public company independent director, chief executive, private equity investor, and entrepreneur. His leadership in finance and business brings valuable experience to the Board of Directors.

Proxy Statement

Kimberly A. Box was elected a director of the Company in 2018 and currently serves as Chair, Nominating and Governance Committee. Ms. Box was previously the President and Chief Executive Officer of Gatekeeper Innovation, Inc., a healthcare company that creates products to keep medications safe. She joined the company in 2016. Prior to joining Gatekeeper Innovation, Ms. Box enjoyed a successful 29-year career with Hewlett Packard (NYSE: HPQ), holding various executive positions, the most recent being Vice President Global IT Services, a position she held until 2009 when she left Hewlett Packard. Ms. Box also serves on the Board of Directors of Applied Science, Inc. (“ASI”) and formerly American River Bank (NASDAQ: AMRB) until it was acquired in 2021. Ms. Box holds a Bachelor of Science in Business Administration with a concentration in Management and a minor in Computer Science from California State University, Chico. She also completed the Executive Development Program at The Wharton School of the University of Pennsylvania and has a NACD Directorship Certification™ (2021) and a CERT in Cybersecurity Oversight from the Software Engineering Institute at Carnegie Mellon University (2022). Ms. Box is on the NACD Northern California Chapter board and recently served as the Chair, and was named to the NACD Directorship 100™, an annual recognition of the leading corporate directors who significantly impact boardroom practices and performance.

With her diverse cross-industry experience in the information technology and healthcare industries, Ms. Box brings a unique perspective and valuable experience to the Board of Directors. Additionally, Ms. Box’s special skills include experience with global leadership, digital transformation, mergers and acquisition, strategic leadership, IT systems and cybersecurity, managed outsourced services, and community engagement. Ms. Box also has ample public board and committee chair experience.

Smita Conjeevaram was elected a director of the Company in January 2021. Ms. Conjeevaram previously served as Chief Financial Officer of Credit Hedge Funds & Deputy Chief Financial Officer of the Credit Funds for Fortress Investment Group LLC from 2010 to 2013. She also previously served as Chief Financial Officer for Everquest Financial LLC; Strategic Value Partners, LLC; ESL Investments, Inc.; and Sentinel Advisors, LLC. She is a CPA with experience at Price Waterhouse as Manager, International Tax—Financial Services Group and at Ernst & Young as Senior, General Tax. Ms. Conjeevaram serves on the Board of Directors of SS&C Technologies Holdings, Inc. (NASDAQ: SSNC), SkyWest, Inc. (NASDAQ: SKYW), and WisdomTree Investments, Inc. (NYSE: WT). Ms. Conjeevaram has a B.S., Accounting and Business Administration, Magna Cum Laude, from Butler University, Indianapolis, Indiana and a B.A., Economics from Ethiraj College, Madras, India.

Ms. Conjeevaram’s leadership in the financial industry as well as her accounting and compliance background bring significant and valuable experience to the Board of Directors. Additionally, Ms. Conjeevaram’s special skills include experience in the technology industry; investment, finance, and accounting; and risk management. She also has extensive public board and committee member experience and is an Audit Committee financial expert per the listing standards of the NASDAQ Stock Market. The Company and Ms. Conjeevaram believe that she has sufficient time and attention to devote to her McGrath Board responsibilities.

William J. Dawson was elected a director of the Company in 1998 and currently serves as Chair, Audit Committee. Mr. Dawson previously served as the Chief Financial Officer at Adamas Pharmaceuticals, Inc. (NASDAQ: ADMS), a specialty pharmaceutical company, from 2014 until his retirement in 2017, where he had consulted in 2013 until he joined as CFO in 2014. He also previously served as Chief Financial Officer at Catalyst Biosciences, Inc., a then privately-held biotechnology company, for two years from 2010 to 2012 and he was Vice President, Finance and Chief Financial Officer with Cerus Corporation (NASDAQ: CERS), a publicly held biopharmaceutical company, from August 2004 to April 2009. Prior to joining Cerus, he spent a total of 26 years in senior financial positions at companies in biotechnology, healthcare services and information technology, investment banking, energy, and transportation. As an investment banker, Mr. Dawson assisted in three public equity offerings for McGrath RentCorp, beginning with its initial public offering in 1984. He also serves on the Board of Directors of Wellington Trust Company, a private institutional investment management company and subsidiary of Wellington Management Company, LLP, and Nalu Medical, Inc., a privately-held medical device company. Mr. Dawson received an A.B. in Mechanical Engineering from Stanford University and an M.B.A. from Harvard Business School.

With his wealth of experience in financial and strategic transactions, as well as his experiences in the transportation, technology, and energy industries, and as Chief Financial Officer of publicly traded companies, Mr. Dawson provides significant value to the Board of Directors. Additionally, Mr. Dawson’s special skills include experience with mergers and acquisitions; finance, accounting, and SEC filings; capital markets; business development; IT systems and cybersecurity; strategic and corporate development; stockholder engagement; and philanthropic and community engagement. Mr. Dawson also has extensive public board and committee chair experience and is an Audit Committee financial expert per the listing standards of the NASDAQ Stock Market.

Elizabeth A. Fetter was elected a director of the Company in 2014, and currently serves as Chair, Compensation Committee. Ms. Fetter also serves as a member of the Board of Directors of Fox Factory Holding Corporation (NASDAQ: FOXX), the world's leader in suspension and auxiliary products for recreational vehicles, since June 2017. Ms. Fetter previously served as a member of the Board of Directors of Talend (NASDAQ: TLND) (2020-2021), a global leader in cloud data integration and data integrity, and Symmetricom, Inc. (2000-2013), a provider of timekeeping technologies, instruments, and solutions. She was appointed as President and Chief Executive Officer of Symmetricom in April 2013. She served in this capacity until Symmetricom's acquisition by Microsemi Corporation in November 2013. Ms. Fetter also previously served as President and Chief Executive Officer of NxGen Modular LLC, a provider of modular buildings and assemblies from 2011 to 2012. In 2007, Ms. Fetter was President, Chief Executive Officer and a director of Jacent Technologies, a privately held supplier of on-demand ordering solutions for the restaurant industry. Ms. Fetter also served on the boards of Quantum Corporation, a data storage company, from 2005 to 2013 and Ikanos Corporation, a provider of broadband solutions, from 2008 to 2009. She previously held the position of Chair of the Board of Trustees of Alliant International University, Inc., a private-equity funded university, where she served as a trustee from 2004 to 2013 and as a member of the Board of Directors from 2015 to 2017.

Ms. Fetter has additionally previously served as a Division CFO, taught Finance and Accounting at the Graduate level and taught strategy for UC Berkeley Extension International Management Seminars. With over 25 years of public and private company board service and past CEO experience at multiple firms across the industries of technology, telecommunications, and real estate, she is a valuable complement to the Board of Directors. Ms. Fetter holds a B.A., Communications from Penn State University, an M.S., Industrial Administration from Carnegie Mellon University (Tepper & Heinz Schools), and an Advanced Professional Director Certification from the American College of Corporate Directors, a public company director education and credentialing organization.

Joseph F. Hanna was appointed President, Chief Executive Officer and a director of the Company in February 2017 after serving 14 years in positions of progressive responsibility. Mr. Hanna served as the Chief Operating Officer from 2007 to 2017. From 2005 to 2007, he served as Senior Vice President of Operations, and he joined the Company in 2003 as Vice President of Operations. Mr. Hanna has been instrumental in developing and driving the strategic product and geographic expansion of the Company's varied rental businesses throughout his tenure. He is well qualified to serve as Chief Executive Officer and as a member of the Board of Directors as a result of his deep institutional knowledge of the Company, its products, services, strategies, and customers. Previously Mr. Hanna held various sales and operational leadership positions at SMC Corporation of America (a subsidiary of SMC Corporation, Tokyo, Japan). His prior experience also includes serving as an officer in the United States Army. Mr. Hanna received a B.S. in Electrical Engineering from the United States Military Academy, West Point, New York.

Bradley M. Shuster was elected a director of the Company in 2017 and Chairman of the Board in 2021. He previously held the position of Vice-Chairman from 2020 to 2021. Mr. Shuster has served as Executive Chairman and Chairman of the Board of NMI Holdings, Inc. (NASDAQ: NMIH) since January 2019. Mr. Shuster founded National MI and served as Chairman and Chief Executive Officer of the company from 2012 to 2018. Prior to founding National MI, Mr. Shuster was a senior executive of The PMI Group, Inc. (NYSE: PMI), where he served as Chief Executive Officer of PMI Capital Corporation. Before joining PMI in 1995, Mr. Shuster was a partner at Deloitte LLP, where he served as partner-in-charge of Deloitte's Northern California Insurance and Mortgage Banking practices. He also serves as an independent director of Luther Burbank Corporation (NASDAQ: LBC). He holds a B.S. from the University of California, Berkeley and an M.B.A. from the University of California, Los Angeles. Mr. Shuster has received both CPA and CFA certifications. Additionally, Mr. Shuster completed the National Association of Corporate Directors Cyber-Risk Oversight Program, earning the CERT Certificate in Cybersecurity Oversight.

With his extensive experience in the financial sector, as well as his experiences as Executive Chairman and as a senior executive of various publicly traded companies, Mr. Shuster provides significant value to the Board of Directors. Additionally, Mr. Shuster's special skills include experience with mergers and acquisitions; finance, accounting, and investments; business development and operations; strategic and corporate development; and stockholder engagement. Mr. Shuster also has extensive public board and committee chair experience and is an Audit Committee financial expert per the listing standards of the NASDAQ Stock Market.

Required Vote

The nominees will be elected by a plurality of the votes cast. Abstentions and broker "non-votes," if any, will not be counted toward the nominees' total. However, under our Corporate Governance Guidelines, in an uncontested election, any nominee for director who receives a greater number of votes "WITHHELD" from his or her election than votes "FOR" such election (a "Majority Withheld Vote") is required to tender his or her resignation following certification of the shareholder vote.

If prior to the vote on the election of directors a shareholder has validly given notice of its intent to cumulate votes, you will have seven votes per share of Common Stock held which you may allocate among the director nominees. In such an event, the seven nominees receiving the highest number of votes "FOR" will be elected to the Board.

If a nominee for director is required to tender his or her resignation pursuant to our Corporate Governance Guidelines, then the Corporate Governance and Nominating Committee shall consider the tendered resignation and recommend to the Board of Directors whether to accept it. The Board of Directors will act on the Corporate Governance and Nominating Committee's recommendation within 90 days following certification of the shareholder vote. The Board of Directors will promptly disclose its decision whether to accept or reject the director's resignation offer (and the reasons for rejecting the resignation offer, if applicable) in a current report on Form 8-K filed by the Company with the SEC.

Any director who tenders his or her resignation pursuant to this provision shall not participate in the Corporate Governance and Nominating Committee recommendation, or the Board of Directors' action, regarding whether to accept the resignation offer.

If all members of the Corporate Governance and Nominating Committee receive a Majority Withheld Vote at the same election, then the independent directors who did not receive a Majority Withheld Vote shall appoint a committee among themselves to consider the resignation offers and recommend to the Board of Directors whether to accept them; provided, however, that if the only directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer directors, then all directors may participate in the action regarding whether to accept the resignation offers.

Each nominee elected as a director will continue in office until his or her successor has been elected and qualified, or until his or her earlier death, resignation, or retirement.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE ELECTION OF EACH OF THE NOMINEES NAMED ABOVE.

EXECUTIVE OFFICERS AND DIRECTORS

The following table sets forth certain information with respect to the executive officers and directors of the Company as of March 31, 2023:

Name	Age	Position Held with the Company
Joseph F. Hanna	60	Chief Executive Officer, President and Director
Keith E. Pratt	60	Executive Vice President, Chief Financial Officer and Assistant Corporate Secretary
David M. Whitney	58	Vice President, Principal Accounting Officer and Corporate Contoller
Tara Wescott	49	Vice President, Human Resources
Gilda Malek	54	Vice President, General Counsel and Corporate Secretary
Kristina Van Trease	53	Senior Vice President, Strategy and Business Development
Philip B. Hawkins	47	Senior Vice President, Mobile Modular
John P. Skenesky	56	Vice President, TRS-RenTelco
John P. Liefbrig	58	Vice President, Portable Storage
Nicolas C. Anderson(1)(2)	38	Director
Kimberly A. Box(1)(3)	63	Director
Smita Conjeevaram(2)(3)	62	Director
William J. Dawson(1)(2)	68	Director
Elizabeth A. Fetter(1)(2)	64	Director
Bradley M. Shuster(1)(3)	68	Chairman of the Board of Directors

- (1) Member of the Compensation Committee
- (2) Member of the Audit Committee
- (3) Member of the Corporate Governance and Nominating Committee

Nicolas C. Anderson, Kimberly A. Box, Smita Conjeevaram, William J. Dawson, Elizabeth A. Fetter, Joseph F. Hanna, and Bradley M. Shuster are nominees to the Board of Directors and their descriptions appear under “*Proposal No. 1: Election of Directors—Nominees.*”

Keith E. Pratt was appointed Executive Vice President of the Company in February 2017. He was appointed Senior Vice President in June 2007 and joined the Company in January 2006 as Vice President and was appointed Chief Financial Officer in March 2006. Prior to joining the Company, he was with Advanced Fibre Communications (AFC), a public telecommunications equipment company in Petaluma, California, where he served as Senior Vice President and Chief Financial Officer. Mr. Pratt served as Chief Financial Officer from 1999 until AFC was acquired by Tellabs, Inc. at the end of 2004. He also served as Director of Corporate Development at AFC from 1997 to 1999 prior to becoming Chief Financial Officer. Prior to Mr. Pratt joining AFC, he served as Director, Strategy & Business Development Group at Pacific Telesis Group, Inc. from 1995 to 1997. Mr. Pratt has an undergraduate degree from Cambridge University in Production Engineering and an M.B.A. from Stanford University.

David M. Whitney joined the Company as its Corporate Contoller in 2000 and was elected Vice President and Principal Accounting Officer in March 2006. Previously he was Manager of Regional Accounting for The Permanente Medical Group in Oakland, California. Mr. Whitney holds a B.S. in Accounting from California State University at Hayward and is a Certified Public Accountant.

Tara Wescott joined the Company in 2020 as the Vice President, Human Resources. Prior to joining McGrath, Ms. Wescott held various senior executive leadership roles in Human Resources between 2000—2020 at Macy’s Inc., including leading Human Resources for Macys.com and Macy’s Technology. Ms. Wescott graduated from California State University, East Bay with a B.S. in Business Administration with a concentration in Marketing.

Gilda Malek joined the Company in 2023 as Vice President, General Counsel and Corporate Secretary. In her role, Ms. Malek oversees our legal, safety and real estate functions. Prior to joining the Company, Ms. Malek served as Deputy General Counsel at Confluent, a SaaS company, for nearly two years. Prior to Confluent, Ms. Malek worked at AECOM, a global infrastructure firm, in various leadership roles in the company’s Legal Department between 2007 and 2020. Responsibilities included subsidiary General Counsel, division Chief Counsel and Corporate Deputy General Counsel. Ms. Malek received her J.D. from University of San Francisco, School of Law, and her B.A. in Political Science from University of California, Irvine.

Kristina Van Trease was appointed Senior Vice President, Strategy and Business Development in February of 2022. She previously served as Vice President and Division Manager of Adler Tank Rentals, a former division of the Company, from August 2016 through January 2022. Prior to that, Ms. Van Trease was responsible for the startup of our Mobile Modular Portable Storage business and served as Vice President and Division Manager of the business from June 2009 to August 2016. From July 2007 through June 2009, she served as our Director of Corporate Development. She joined the Company in 1992 and has served in corporate management roles as well as sales and management positions for the Company’s TRS-RenTelco division. Ms. Van Trease received a B.S. in Business Administration with a concentration in Marketing from San Jose State University.

Philip B. Hawkins was appointed Senior Vice President and Division Manager, Mobile Modular in January of 2022. In addition to his existing oversight of Enviroplex, Inc. since June 2019, he also oversees Kitchens to Go by Mobile Modular as of April 2021. He previously served as Vice President and Division Manager of Mobile Modular from November 2011 through December 2021 and as Vice President and Division Manager of TRS-RenTelco from June 2007 to November 2011. Mr. Hawkins also held the role of Manager, Corporate Financial Planning and Analysis from June 2004 to June 2007. Prior to that, Mr. Hawkins was a Senior Business Analyst for Technology Rentals and Services (TRS), an electronics equipment rental division of CIT Technologies Corporation, from December 2003 until TRS was acquired by the Company in June 2004. He previously served as Director of Portfolio Management and held other leadership roles with Dell Financial Services from April 1999 to December 2003. Mr. Hawkins received B.S. degrees in Accounting, Finance and Computer Information Systems from Arizona State University.

John P. Skenesky was appointed Vice President and Division Manager of TRS-RenTelco in November 2011. He previously served as the division’s Director of Sales and Product Management from June 2007 to November 2011 and Director of Operations and Product Management from June 2004 to June 2007. Mr. Skenesky joined the Company in 1995 and served in branch management and sales roles for the RenTelco division. Prior to joining the Company, Mr. Skenesky served in lab and product management roles at Genstar Rentals from 1991 to 1994. He also served in the United States Navy from 1984 to 1990 as an electronics technician on submarines. Mr. Skenesky received an M.B.A. from Texas Christian University in 2007.

John P. Loeffrig joined the Company and was appointed Vice President and Division Manager of Mobile Modular Portable Storage in August 2016. He previously served as Vice President Sales North America for Modular Space Corporation from 2005 to 2015. Mr. Loeffrig has held several executive leadership roles with equipment rental and business-to-business service organizations, including Aramark Corporation from 2002 to 2005 and GE Capital from 1988 to 2002. He also served on the Modular Building Institute Board of Directors for eight years and was elected President in 2013. Mr. Loeffrig received B.A. degrees in Business Administration and Marketing from Carthage College.

Each executive officer of the Company serves at the pleasure of the Board of Directors.

Characteristics of Director Nominees

The chart below details our Board of Directors’ diversity composition by various characteristics as defined by the NASDAQ Stock Market board diversity and disclosure Rule 5605(f). For more information regarding our philosophy concerning the diversity and recruitment of our directors, see “*Qualifications of Directors and Assessment of Diversity*” in this Proxy Statement. This table includes information only on our director nominees.

Board Diversity Matrix as of April 20, 2023				
Total Number of Directors	7			
	Female	Male	Non-Binary	Did Not Disclose Gender
Part I: Gender Identity				
Directors.....	3	4		
Part II: Demographic Background				
African American or Black.....			1	
Alaskan Native or Native American				
Asian.....	1			
Hispanic or Latinx				
Native Hawaiian or Pacific Islander				
White.....	2	3		
Two or More Races or Ethnicities				
LGBTQ				
Did Not Disclose Demographic Background				

Corporate Governance Overview

Our Board of Directors is committed to strong and effective corporate governance, and, as a result, it regularly monitors our corporate governance policies and practices to ensure compliance with applicable laws, regulations, and rules, as well as best practices.

Our corporate governance program features the following:

- We have an independent Chairman of the Board of Directors;
- All of our directors, other than our Chief Executive Officer, are independent;
- All of our directors are up for re-election annually;
- Three of our seven director nominees are women; additionally, two of our nominees are diverse representatives from under-represented communities (as those communities are defined pursuant to California AB 979);
- Each director attended at least 75% of the aggregate total number of Board meetings and the total number of meetings of Board committees on which such director served during the time he or she served on the Board or committees in 2022;
- We have no shareholder rights plan in place;
- Our Board committees regularly review and update, as necessary, the committee charters, which clearly establish the roles and responsibilities of each such committee, and such charters are posted on our website for review;
- Our Board generally has an executive session among our non-employee and independent directors after every board meeting;
- The majority of our Audit Committee members qualify as Audit Committee financial experts;
- Our Board enjoys unrestricted access to the Company's management, employees, and professional advisers;
- We have a code of business conduct and ethics that is reviewed regularly for best practices and is posted on our website for review;
- We have a clear set of corporate governance guidelines that are reviewed regularly for best practices and posted on our website for review;
- We are committed to corporate and social responsibility;
- We have no supermajority voting provisions in our charter documents;
- We have a compensation recoupment policy;
- Our insider trading policy prohibits hedging, pledging, or engaging in derivative actions relating to our stock by all employees, officers, and directors;
- Our Board performs an annual self-assessment to evaluate its effectiveness in fulfilling its obligations;
- We conduct an annual say-on-pay vote;
- Board and Chief Executive Officer succession planning is a focus and continual Board discussion topic;
- Our corporate governance documents do not contain a supermajority standard for the approval of a merger or a business combination, which transaction requires the affirmative vote of a majority of the outstanding shares;
- We had no related party transactions as defined by the Securities and Exchange Commission in 2022; and
- We have a stock ownership and holdback requirement to ensure that our executive officers remain aligned with the interests of the Company and our shareholders.

Director Independence

The Board of Directors has determined that the six (6) non-employee directors on the Board of Directors, consisting of Messrs. Anderson, Dawson, and Shuster and Mses. Box, Conjeevaram, and Fetter, are "independent," as defined in the listing standards of the NASDAQ Stock Market and regulations of the SEC. Messrs. Smith and Stradford are not standing for re-election at the Annual Meeting. Mr. Hanna, as an executive officer of the Company, is not considered independent. In making these determinations, our Board of Directors considered transactions and relationships between each director and his or her immediate family and the Company and our subsidiaries, including those reported in the section below captioned "*Certain Relationships and Related Transactions.*" The purpose of this review was to determine whether any such relationships or transactions were material and, therefore, inconsistent with a determination that such a director is independent. As a result of this review, the Board of Directors affirmatively determined, based on its understanding of such transactions and relationships, that the six (6) non-employee directors are independent of the Company and, therefore, a majority of the members of our Board of Directors are independent, under the applicable listing standards of the NASDAQ Stock Market.

Leadership Structure of the Board of Directors

Our Board of Directors is currently comprised of eight (8) independent directors and one (1) management director. Two directors are not standing for re-election at the Annual Meeting, at which time the Board will have six (6) independent directors and one (1) management director. Our Corporate Governance Guidelines state that the Board of Directors should remain free to decide whether the Chairman and Chief Executive Officer positions should be held by the same person. This allows the Board of Directors to determine the best arrangement for the Company and its shareholders, given changing circumstances of the Company and the composition of the Board of Directors. Currently, the positions are separated. Mr. Hanna, our Chief Executive Officer, is a seasoned leader with over 20 years of management and operational experience in the Company, and he clearly understands and drives our strategic growth and interacts well with the Chairman of the Board and the other directors. Mr. Shuster, our non-executive chairman, has extensive experience as a senior executive of a public company and substantial experience on other public boards of directors and board committees. Additionally, he is experienced in the fields of mergers and acquisitions; finance, accounting, and investments; business development and operations; strategic and corporate development; stockholder engagement; and is an Audit Committee Financial Expert per the listing standards of the NASDAQ Stock Market, which is coupled with his deep knowledge of our Company. We believe our current leadership structure is optimal at this time.

Board Succession

Our Board of Directors is committed to adding new directors to infuse new ideas and fresh perspectives in the boardroom. As part of our board's succession planning, the Corporate Governance and Nominating Committee and our Board of Directors regularly review the composition of the Board of Directors and assess the balance of knowledge, experience, skills, expertise, tenure, and diversity that is appropriate for the Board of Directors and the Company.

Board Tenure

Our Board of Directors recognizes that its current members have served on the Board of Directors for various tenures, with the shortest tenure being just under one year but with other directors serving for greater than 10 years. Our Board of Directors believes that the Board represents a balance of industry, technical and financial experiences, which provide effective guidance and oversight to management. Our governance policies reflect our belief that directors should not be subject to term limits. While term limits could facilitate fresh ideas and viewpoints being consistently brought to the Board of Directors, we believe they are counterbalanced by the disadvantage of causing the loss of a director who, over a period of time, has developed insight into our strategies, operations, and risks and continues to provide valuable contributions to board deliberations. Nonetheless, our Board of Directors is committed to adding new directors to infuse new ideas and fresh perspectives in the boardroom. In the past five years, four new directors have joined our Board of Directors, with the latest, Mr. Anderson, joining our Board in 2022. Our Nominating and Corporate Governance Committee will continue to prioritize diversity of background, as well as diversity from underrepresented communities, in future Board searches.

Shareholder Engagement

Our board of directors and management focus on creating long-term, sustainable shareholder value. Key to this goal is shareholder engagement at conferences and in one-on-one meetings to discuss our financial performance, corporate governance practices, executive compensation programs, and other matters. Our conversations with shareholders allow us to better understand our shareholders' perspectives and provide us with useful feedback to calibrate our priorities.

Meetings and Committees of the Board of Directors

The Board of Directors met twelve (12) times in 2022. No director attended fewer than 75% of either (i) the total number of meetings of the Board of Directors held in 2022, or (ii) the total number of meetings of the committees of the Board of Directors held in 2022 on which he or she served. All then in office attended the 2022 Annual Meeting of Shareholders via virtual participation. All directors are expected to attend the 2023 Annual Meeting via virtual participation. The standing committees of the Board of Directors currently consist of the Compensation Committee, the Audit Committee, and the Corporate Governance and Nominating Committee.

Compensation Committee

The Compensation Committee held three (3) meetings in 2022. The Compensation Committee currently consists of Messrs. Anderson, Dawson, and Shuster and Ms. Box and Fetter. Ms. Fetter serves as its Chair. The Board of Directors has determined that all current members of the Compensation Committee are "independent," as defined in the listing standards of the NASDAQ Stock Market and SEC regulations. In addition, the Board of Directors has determined that all current members of the Compensation Committee qualify as "non-employee directors" within the meaning of SEC Rule 16b-3 as promulgated under the Exchange Act, and as "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code").

The Board of Directors adopted and approved a charter for the Compensation Committee. A copy of this charter is posted on our website at www.mgrc.com under the Investors section. The functions of the Compensation Committee, which are discussed in detail in its charter, are to (a) evaluate executive officer and director compensation policies, goals, plans, and programs; (b) determine the cash and non-cash compensation of the executive officers of the Company; (c) review and oversee the Company's equity-based and other incentive compensation plans for employees; (d) evaluate the performance of the Company's executive officers; and (e) direct and review the production of any reports required by the applicable rules and regulations of the SEC.

Compensation decisions for the executive officers of the Company are made by the Compensation Committee after the review by the Board of Directors. The Compensation Committee directs the Chief Executive Officer to develop the incentive compensation guidelines for the other executive officers and to recommend the incentive compensation bonuses for each of the other executive officers, subject to approval by the Compensation Committee. Compensation decisions for directors are made by the Board of Directors based on recommendations from the Compensation Committee.

Audit Committee

The Audit Committee held five (5) meetings in 2022. The Audit Committee currently consists of Messrs. Anderson and Dawson, and Ms. Conjeevaram and Fetter. Mr. Dawson serves as its Chair. After considering transactions and relationships between each member of the Audit Committee or his or her immediate family and the Company and its subsidiaries and reviewing the qualifications of the members of the Audit Committee, the Board of Directors has determined that all current members of the Audit Committee are "independent," as defined in the listing standards of the NASDAQ Stock Market and SEC regulations. The Board of Directors has also determined that all current members of the Audit Committee are financially literate and have the requisite financial sophistication, as required by the listing standards of the NASDAQ Stock Market. Furthermore, the Board of Directors has determined that Messrs. Anderson and Dawson and Ms. Conjeevaram and Fetter each qualify as Audit Committee financial experts, as defined by the applicable SEC rules, pursuant to the fact that, among other things, Mr. Dawson was the Chief Financial Officer at several public and private companies, including the Chief Financial Officer of Adamas Pharmaceuticals, Inc.; Mr. Anderson is currently Managing Partner of Elm Grove Partners, a private equity firm, and is also Chief Executive Officer of ArcherHall; Ms. Fetter has served as the CEO of three public companies, served as a divisional CFO, taught finance and accounting at the graduate level, and served as a financial expert on other boards; and Ms. Conjeevaram is a CPA and has served in the capacity of Chief Financial Officer for four privately held financial and investment firms and is also an experienced independent director and audit committee member; and in those respective capacities each has acquired the relevant experience and expertise and has the attributes set forth in the applicable rules as being required for an Audit Committee financial expert.

The Board of Directors adopted and approved a charter for the Audit Committee. A copy of this charter is posted on our website at www.mgrc.com under the Investors section. The functions of the Audit Committee, which are discussed in detail in its charter, are to (a) oversee the engagement, replacement, compensation, qualification, independence, and performance of the Company's independent auditors; (b) oversee the conduct of the Company's accounting and financial reporting processes and the integrity of the Company's audited financial statements and other financial reports; (c) oversee the performance of the Company's internal accounting, financial, and disclosure controls function; and (d) oversee the Company's compliance with its policies and other legal requirements as such compliance relates to the integrity of the Company's financial reporting. The Audit Committee has also established procedures for (a) the receipt, retention, and treatment of complaints received by us regarding accounting, internal accounting controls, or auditing matters, and (b) the confidential, anonymous submission by our employees of concerns regarding questionable accounting or auditing matters. The Audit Committee also oversees the preparation of a report for inclusion in our annual proxy statements and is charged with the other duties and responsibilities listed in its charter. For details, see "*Report of the Audit Committee of the Board of Directors*" in this Proxy Statement. The Audit Committee is a separately designated standing audit committee as defined in Section 3(a)(58)(A) of the Exchange Act.

Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee held two (2) meetings in 2022. The Corporate Governance and Nominating Committee consists of Mr. Shuster and Ms. Box and Conjeevaram. Ms. Box serves as its Chair. Our Board of Directors has determined that all current members of the Corporate Governance and Nominating Committee are “independent,” as defined in the listing standards of the NASDAQ Stock Market and SEC regulations.

The Board of Directors adopted and approved a charter for the Corporate Governance and Nominating Committee. A copy of this charter is posted on our website at www.mgrc.com under the Investors section. The functions of the Corporate Governance and Nominating Committee, which are discussed in detail in its charter, are to assist the Board of Directors in all matters relating to (a) the establishment, implementation, and monitoring of policies and processes regarding the recruitment and nomination of candidates to the Board of Directors and committees of the Board of Directors; (b) the review and making of recommendations to the Board of Directors regarding the composition and structure of the Board of Directors and committees of the Board of Directors; (c) the development, evaluation, and monitoring of the Company’s corporate governance processes and principles; (d) the development and implementation of, and monitoring of compliance with, the Company’s Code of Business Conduct and Ethics and making recommendations to the Board of Directors of revisions to the Code of Business Conduct and Ethics from time to time, as appropriate; and (e) the administration of the Board of Directors’ annual self-evaluation process and the sharing of the results thereof with the Board of Directors for discussion and deliberation.

Environmental, Social and Governance Matters

We believe that sound corporate citizenship and attention to environmental, social, and governance (“ESG”) principles are essential to our success. Wherever possible, the products, services, and practices of the Company are designed to promote the ESG principles. We are committed to operating with integrity, contributing to the local communities surrounding our offices and facilities, promoting diversity, developing our employees, focusing on sustainability, and being thoughtful environmental stewards.

Our Board provides oversight of management’s efforts around these ESG topics, including risk oversight of ESG-related matters, and is committed to supporting the Company’s efforts to operate as a sound corporate citizen. Company management provides updates to the Board on the Company’s work in ESG during each quarterly Board meeting and the Board discusses the same. Additionally, the Charter for our Board Nominating and Governance Committee also provides that this committee is specially designated to oversee ESG matters.

We believe that an integrated approach to business strategy, corporate governance, and corporate citizenship creates long-term value. Among the ways in which we have demonstrated our commitment to ESG matters are the following:

- Commitment to minimizing adverse impacts on the environment through energy management programs, including high-efficiency HVAC and energy systems, responsible use of limited available land, and use of natural light.
- When possible, the Company uses recycled building materials and construction components that can be further recycled on its modular building products.
- Creation of a strong corporate culture that promotes the highest standards of ethics and compliance for our business, including a Code of Business Conduct and Ethics that sets forth principles to guide employee, designated executive, and non-employee director conduct.
- Company and employee commitment to the local communities where our facilities are located, including supporting various non-profits, charities, and other community programs, and providing national disaster relief through the McGrath Cares fund.
- Equal employment opportunity hiring practices, policies, and management of employees.
- Anti-harassment policy that prohibits hostility or aversion towards individuals in protected categories, prohibits sexual harassment in any form, details how to report and respond to harassment issues, and strictly prohibits retaliation against any employee for reporting harassment.
- Commitment to fostering and promoting a diverse workforce and a collaborative work environment.

The Role of the Board of Directors in the Oversight of Risk

While Company management is primarily responsible for managing risk, the Board of Directors and each of its committees play a role in overseeing the Company's risk management practices. The full Board of Directors is ultimately responsible for risk oversight, and it discharges this responsibility by, among other things, receiving regular reports from Company management concerning the Company's business and the material risks facing the Company. Each of the Board's committees also plays a role in risk oversight as follows:

Audit Committee. Under its charter, the Audit Committee plays a key role in the Board of Directors' risk oversight process. The Audit Committee's duties include discussing the Company's guidelines and policies with respect to risk assessment and risk management with Company management and the Company's independent auditors. The Audit Committee also receives regular reports from Company management and discusses with management the steps taken to monitor and control risk exposures. In addition, the Audit Committee reviews all of the Company's quarterly financial reports, including any disclosure therein of risk factors affecting the Company and its businesses. The Audit Committee regularly receives reports from, among others, the Company's Chief Financial Officer, Principal Accounting Officer, and its Compliance Officer. The Audit Committee provides regular reports to the full Board of Directors on its risk oversight activities and any issues identified.

Compensation Committee. Under its charter, the Compensation Committee reviews with its independent compensation consultant and management, as appropriate, the Company's compensation and succession plans, policies, and practices. The Compensation Committee also sets performance goals under the Company's annual bonus and long-term incentive plans. In setting the performance targets and overseeing the Company's compensation plans, policies, and practices, the Compensation Committee considers whether such plans, policies, and practices are consistent with the long-term interests of the Company's shareholders. The Compensation Committee also considers risks that may be created and whether any such risks are reasonably likely to have a material adverse impact on the Company. The Compensation Committee considers the overall mix of compensation for all employees as well as the various risk control and mitigation features of its compensation plans, including appropriate performance measures and targets and incentive plan payout maximums. The Compensation Committee provides regular reports to the full Board of Directors on the Company's compensation plans, policies, and practices and the Compensation Committee's oversight of compensation-related risks.

Corporate Governance and Nominating Committee. Under its charter, the Corporate Governance and Nominating Committee is responsible for, among other things, developing and recommending to the Board of Directors a set of effective corporate governance guidelines and procedures designed to assure compliance with applicable governance standards. The Corporate Governance and Nominating Committee is also responsible for providing oversight of the Company's ESG strategy, policies, and practices. As part of that responsibility, the Corporate Governance and Nominating Committee receives annual presentations from the Company's management on the Company's work in this area and discusses the Company's ESG work and strategies with the Company's management. The Corporate Governance and Nominating Committee provides regular reports to the Board of Directors.

Through the activities of the Audit, Compensation, and Corporate Governance and Nominating Committees, as well as the full Board of Directors' interactions with management concerning the Company's business and the material risks that may impact the Company, the independent directors on the Board of Directors are able to monitor the Company's risk management process and offer critical insights to Company management.

Qualifications of Directors and Assessment of Diversity

The Corporate Governance and Nominating Committee will consider for nomination all bona fide candidates proposed by management or shareholders and will nominate directors that it believes will serve the best interests of the Company and its shareholders. Candidates must have the education and business or organizational experience and skills that will enable them to excel in carrying out their responsibilities on the Board of Directors. Candidates must possess and have demonstrated in professional endeavors the highest personal and professional ethics, integrity, and values, and be committed to representing the long-term best interests of shareholders. Further, candidates must have an inquisitive and objective perspective, practical wisdom, and mature judgment, and be willing and able to challenge management in a constructive manner. Candidates will also be judged on their ability to work in a collegial manner with a sense of common purpose, energy, industry knowledge, business sense, and trust with other members of the Board of Directors and management, as one group acting in unison to solve difficult problems as they may arise. The candidate's specific knowledge of the Company, its markets, and its strategy will also be considered.

When evaluating candidates, the Corporate Governance and Nominating Committee considers the diversity of the backgrounds, experience, and skills of the current directors on the Board of Directors, including their gender, age, ethnic, and cultural backgrounds, the long-term needs of the Company based on its strategic direction, and responsible succession planning for all Board positions. The Corporate Governance and Nominating Committee selects candidates who will provide the most value to the Board of Directors, management, and shareholders. The Corporate Governance and Nominating Committee assesses the effectiveness of its policy regarding diversity as part of the annual self-evaluation process.

The Board of Directors' recommendations for inclusion in the slate of directors at an annual or special meeting of shareholders, or for appointment by the Board of Directors to fill a vacancy, are based on its determination, after reviewing recommendations from the Corporate Governance and Nominating Committee, as to the suitability of each recommended individual.

Director Nomination Process

Continuing Directors

The Corporate Governance and Nominating Committee will apply its director candidate selection criteria described above, including a director's past contributions to the Board of Directors, prior to recommending a director for re-election to another term. Directors may not be re-nominated annually as a matter of course. Once the Corporate Governance and Nominating Committee evaluations are completed and the Corporate Governance and Nominating Committee has considered all other potential director candidates, it recommends the best slate of candidates for approval by the full Board of Directors.

New Directors

Generally, once a need to add a new member to the Board of Directors is identified, the Corporate Governance and Nominating Committee will initiate a search by working with staff support, seeking input from members of the Board of Directors and senior management, and hiring a consultant or search firm, if necessary.

After a slate of possible candidates is identified, certain members of the Corporate Governance and Nominating Committee, other members of the Board of Directors, and senior management have the opportunity to interview the prospective candidate(s). The remaining members of the Board of Directors who do not interview the prospective candidate(s) are kept informed. After completing its selection process, the Corporate Governance and Nominating Committee ultimately determines and recommends the best candidate(s) for approval by the full Board of Directors.

A description of the procedure to be followed by security holders in submitting director recommendations is set forth in the "Shareholder Recommendations for Membership on our Board of Directors" in this Proxy Statement. The director candidate selection criteria will be equally applied to both continuing directors and shareholder-submitted director candidates.

Director Compensation

Our Compensation Committee periodically seeks input from independent compensation consultants on a range of external market factors, including evolving compensation trends, appropriate peer companies, and market survey data. The Compensation Committee reviews non-employee director compensation every two years. In November 2022, our Compensation Committee retained Pearl Meyer & Partners, LLC ("Pearl Meyer") to conduct a review and analysis of the non-employee director compensation program to be considered by the Compensation Committee in establishing the two-year 2023 and 2024 compensation review cycle remuneration levels for our non-employee directors.

The 2022 compensation described below was approved by the Board of Directors based on Pearl Meyer's analysis and recommendations of the Compensation Committee. For a more complete description of the methodologies used by our compensation consultants and the Compensation Committee, please refer to "Compensation Consultant and Peer Group Selection" in this Proxy Statement.

For 2022, each non-employee director of the Company was compensated for his or her services as a director with an annual retainer of \$75,000. In addition to the annual retainers, the Chairs of the Board of Directors, Audit Committee, Compensation Committee, and Corporate Governance and Nominating Committee received additional annual retainers of \$40,000, \$20,000, \$15,000, and \$10,000, respectively. Each other member of the Audit Committee, Compensation Committee, and Corporate Governance and Nominating Committee received annual retainers of \$10,000, \$7,500, and \$5,000, respectively. Members of the Board of Directors do not receive additional compensation for attending Board or committee meetings. All non-employee directors are reimbursed for expenses incurred in connection with attending Board of Directors or committee meetings. Mr. Hanna received no additional compensation for his service as a director. These annual retainers are included in the "2022 Non-Employee Director Compensation Table" below.

For fiscal years 2023 and 2024, based on Pearl Meyer’s November 2022 analysis, the Compensation Committee recommended, and the Board of Directors approved, an increase to the non-employee director annual retainer to adjust to the peer group median. For fiscal years 2023 and 2024, each non-employee director of the Company will receive an annual retainer of \$85,000. In addition, to the annual retainer the Chairs of the Board of Directors, Audit Committee, Compensation Committee, and Corporate Governance and Nominating Committee will receive additional annual retainers of \$75,000, \$25,000, \$18,500, and \$10,000, respectively. Each other member of the Audit Committee, Compensation Committee, and Corporate Governance and Nominating Committee will receive annual retainers of \$10,000, \$7,500, and \$5,500, respectively. Any non-employee director not serving on the Board of Directors for the full calendar year will receive prorated compensation based on that portion of the year in which he or she served. Mr. Hanna will not receive any additional compensation for his services as a director.

In addition to cash compensation, each of the non-employee directors of the Company has historically received an annual Restricted Stock Unit (“RSU”) equity grant denominated as a fair value and then converted to shares rounded to the nearest 100 at the date of grant. Based on Pearl Meyer’s analysis conducted in 2020, the Compensation Committee recommended, and the Board of Directors approved, the fair value of the 2022 equity grant of approximately \$120,000. On February 25, 2022, the Board of Directors granted each non-employee director RSUs under the 2016 Plan 1,500 shares of the Company’s Common Stock with a vesting date of April 1, 2023. Each of these grants represented an equivalent total equity compensation of \$121,875, based on the NASDAQ Stock Market close price of \$81.25 on February 25, 2022. The total equity compensation values can fluctuate slightly each year due to rounding. These 2022 RSU grants are included in the “2022 Non-Employee Director Compensation Table” in this Proxy Statement.

Based on Pearl Meyer’s 2022 analysis, the Compensation Committee recommended, and the Board of Directors approved, no change to the fair value of the 2023 and 2024 equity grant of approximately \$120,000. On February 24, 2023, the Board of Directors granted each non-employee director RSUs under the 2016 Plan 1,200 shares of the Company’s common stock with a vesting date of April 1, 2024. Each of these grants represented an equivalent total equity compensation of \$125,112, based on the NASDAQ Stock Market closing price of \$104.26 on February 24, 2023. The total equity compensation values can fluctuate slightly each year due to rounding. These 2023 RSU grants will be included in the “2023 Non-Employee Director Compensation Table” in next year’s Proxy Statement.

The table below summarizes the compensation paid by the Company to its non-employee directors for the fiscal year ended December 31, 2022.

2022 NON-EMPLOYEE DIRECTOR COMPENSATION TABLE

Name	Fees Earned or Paid in Cash (\$)	Stock Awards(2) (\$)	Total (\$)
Nicolas C. Anderson(1)	\$ 7,708	\$ 29,706	\$ 37,414
Kimberly A. Box.....	\$ 92,500	\$ 121,875	\$ 214,375
Smita Conjeevaram.....	\$ 90,000	\$ 121,875	\$ 211,875
William J. Dawson.....	\$ 102,500	\$ 121,875	\$ 224,375
Elizabeth A. Fetter.....	\$ 100,000	\$ 121,875	\$ 221,875
Bradley M. Shuster.....	\$ 128,542	\$ 121,875	\$ 250,417
M. Richard Smith.....	\$ 92,500	\$ 121,875	\$ 214,375
Dennis P. Stradford.....	\$ 87,500	\$ 121,875	\$ 209,375

- (1) Nicolas C. Anderson joined the Board of Directors on December 1, 2022, and was granted RSU’s under the 2016 Plan of 300 shares of the Company’s common stock that represented an equivalent total equity compensation of \$29,706 based on the NASDAQ Stock Market closing price of \$99.02 on December 1, 2022.
- (2) Pursuant to the Director Award Agreements, awards vest in full immediately prior to the specified effective date of a Change In Control or a Corporate Transaction.

Director Stock Ownership

The Board of Directors believes that, in order to align the interests of directors and shareholders, directors should have a significant financial (equity) stake in the Company. Each director has a target ownership level of 5,000 shares of Common Stock to be achieved by each director within five years of joining the Board of Directors or as soon thereafter as practicable. In evaluating whether the Common Stock value ownership guideline has been met, all Common Stock owned is considered. As of April 20, 2023, the ownership level of each of our non-employee directors, except Mr. Anderson (who joined the Company in 2022) and Ms. Conjeevaram (who joined the Company in 2021), exceeded the target.

Director Annual Evaluation

It is important to the Company that the Board and its committees are performing effectively and in the best interests of the Company and its shareholders. The Board performs an annual self-assessment, led by the Chair of the Corporate Governance and Nominating Committee, to evaluate its effectiveness in fulfilling its obligations. As part of this annual self-assessment, directors are able to provide feedback on the performance of other directors. The Chair of the Corporate Governance and Nominating Committee then follows up on this feedback and takes such further action as he or she deems appropriate.

No Political Contributions

It is the Company's policy that no Company funds or assets will be used to make a contribution to any political party, political campaign, political candidate, or public official in the United States or any foreign country, unless the contribution is lawfully and expressly authorized by the Board of Directors or our Chief Executive Officer. The Company made no political contributions in 2022 and intends to make no political contributions in the future.

EXECUTIVE COMPENSATION AND OTHER INFORMATION

Compensation Discussion and Analysis

In this Proxy Statement, we refer to Messrs. Hanna, Pratt, and Hawkins, and Mses. Craft and Van Trease collectively as our named executive officers or NEOs. Mr. Hanna is our Chief Executive Officer, Mr. Pratt is our Chief Financial Officer and Mr. Hawkins, and Mses. Craft and Van Trease were our next three highest compensated executive officers serving as of December 31, 2022. In this Proxy Statement, we refer to the NEOs and Messrs. Whitney, Skenesky, Lieffrig, and Ms. Wescott collectively as “executive officers.” Ms. Craft resigned from the Company effective March 10, 2023, and Ms. Malek was appointed as our Vice President, General Counsel and Corporate Secretary, effective March 21, 2023.

Business Performance Highlights and Alignment with Compensation

Our full-year 2022 revenue and profit growth reflect a diligent focus on execution as we made the most of healthy market conditions across each of our business segments. We pursued our strategic growth focus on the modular segment with significant organic investment in new fleet, while managing pricing to higher rates and improving fleet utilization. We also made progress with our modular growth initiatives for additional services and new equipment sales. In addition to our operational accomplishments, we continued our strategic work to explore options to accelerate and strengthen our long-term return on capital and growth momentum. This strategic work during 2022 culminated in the Vesta Modular acquisition and Adler Tank Rentals divestiture, which we announced on February 1, 2023.

To support and enhance the Company’s focus on driving the achievement of short-term (annual) profitability targets as well as long-term (three-year) financial return targets, the compensation plans for amounts paid out in 2022 for the executive officers were based on pre-tax income (“PTI”) for corporate officers and division earnings before interest and taxes (“Divisional EBIT”) for division officers. PTI/Divisional EBIT accounted for 100% of the annual profitability bonus target in compensation plans for amounts paid out in 2022. The metric used to determine the achievement of long-term performance-based restricted stock units (“RSUs”) is based upon the achievement of three-year ROIC targets. In addition, in an effort to retain key managers, attract new talent, and build an ownership mentality for executive officers, the Compensation Committee continued its approval of granting a mix of time-based and performance-based RSUs. The time-based grants vest over three years, and performance-based grants continued to vest at the end of each three-year performance period. This approach more closely aligns our equity compensation with our peer companies and common market practices. As we do each year, we will continue to reevaluate our forms of equity and consider the most appropriate grant approach.

2023 Incentive Plan Changes

In 2023, we are changing our Cash Bonus Plan metric to use a consistent metric of company-wide Adjusted EBITDA for all of our executive officers. Adjusted EBITDA is defined by the Company as net income before interest expense, provision for income taxes, depreciation, amortization, non-cash compensation, and transaction costs. Adjusted EBITDA is a common short-term incentive plan metric among our peers, and we believe this will simplify the plan and incentivize all of our executive officers, including division leaders, to work towards the same goal.

Additionally, we currently use a single metric, ROIC, to measure achievement for our performance-based restricted stock units (“RSUs”). Beginning in 2023, we plan to measure performance achievement using two evenly weighted metrics:

- 50% based on ROIC achievement to plan
- 50% based on revenue achievement to plan

We believe this will provide a balanced focus on both returns and growth over the three-year performance period.

Executive Compensation Practices at a Glance

We strive to have compensation programs that serve to attract and retain our best people, align the interests of our employees with that of our shareholders by focusing incentive compensation on pay for performance, and at the same time assure good corporate governance. Over the years, always with a focus on enhancing long-term shareholder value, we have implemented many changes, including granting RSUs with longer-term targets, stock ownership guidelines, a compensation recoupment policy, a risk-hedging policy, change in control arrangements, limited perquisites, net settlement features in equity grants to reduce the effect of dilution, and setting realistic stretch targets specifically focused on our rental industry metrics.

What We Do

Pay for Performance under Our Cash Bonus Plan: We link pay to performance and shareholder interests by establishing an annual cash bonus plan based on financial metrics and personal annual priorities established in advance by the CEO and/or the Compensation Committee.

Performance-Based Long Term Incentive Compensation: 50% of the RSUs granted to our executive officers have performance-based vesting subject to goals associated with corporate or divisional ROIC performance. In 2023, we will also be using revenue as an additional measurement.

Compensation Recoupment Policy: The policy may require an executive officer in the event of a financial restatement to reimburse the Company with respect to any incentive compensation (including cash and equity awards) received during the past three years.

Capped Incentives under Our Annual Cash Bonus Plan: Bonuses under our annual cash bonus plan are capped for our executive officers — the cap is tied to their base salary for the relevant year, and in no case is it greater than 200% of their target bonus.

Equity Awards Vesting: Performance-based awards vest at the end of each three-year performance period. Time-based awards are subject to a three-year vesting schedule.

Stock Ownership and Holdback Guidelines: Our executive officers and directors are subject to stock ownership and holdback guidelines.

Compensation Committee Independence and Experience: The Compensation Committee is comprised solely of independent directors who have extensive experience.

Thorough Compensation Risk Assessment: The Compensation Committee regularly conducts a comprehensive risk assessment of the Company's executive compensation programs and practices every two years to ensure prudent risk management.

Independent Compensation Advisor: The Compensation Committee utilizes its own independent advisor.

Annual Stockholder Advisory Vote: We conduct an annual shareholder advisory vote on the compensation of our NEOs.

What We Do Not Do

No "Single Trigger" Change of Control Payments: We generally do not have "single trigger" severance payments owing solely on account of the occurrence of a change of control event.

No Guaranteed Bonuses: We do not provide guaranteed minimum bonuses or uncapped incentives under our annual cash bonus plan.

No Re-Pricing of Equity Awards: Our equity plans prohibit repricing of equity awards without shareholder approval.

No Special Perquisites or Retirement Benefits: We do not provide special perquisites or retirement benefits to our executive officers that are not generally made available to all of our employees except that any executive officer employed with the Company for at least 10 years may remain on the Company's health insurance policy after retiring if he or she pays 100% of the premiums.

No Tax Gross-Ups: We do not provide tax gross-ups.

No Hedging in Company Securities: Our employees and directors are prohibited from engaging in any hedging transaction with respect to company equity securities.

No Pledging of Company Securities: Our employees and directors are prohibited from engaging in any pledging transaction with respect to company equity securities.

The following sections describe all features of our executive compensation in more detail.

Compensation Philosophy and Objectives

The purpose of the Company's executive compensation program is to attract and retain exceptional managerial talent and to reward performance by establishing measurable objectives to drive future performance, thus aligning our executive officers' interests with those of our shareholders. We believe the most effective compensation program is one that is designed to reward the achievement of specific annual, long-term, and strategic goals of the Company. Our primary objective is to align our executive officers' interests with the interests of our shareholders by rewarding the achievement of established goals that contribute to increased long-term shareholder value. To that end, part of our executive officers' compensation is directly tied to identifiable, objective goals by which performance can be measured. In addition, in structuring our executive compensation program, we consider the compensation of our executive officers relative to the compensation paid to similarly-situated executives of our peer group companies and the broader general market.

Advisory Vote on Executive Compensation

At the 2022 Annual Meeting, 97.6% of the shares of Common Stock present and entitled to vote on the advisory vote on the executive compensation proposal were in favor of our named executive officer compensation. The Board of Directors and Compensation Committee reviewed these final vote results and determined that, given the significant level of support, our executive compensation policies and decisions discussed in the "*Compensation Discussion and Analysis*" were appropriate to achieve our objectives.

We believe it is important for our shareholders to have an opportunity to vote on executive compensation on an annual basis. The advisory vote provides shareholders with the opportunity to express their views regarding our executive compensation philosophy, policies, programs, and decisions, as disclosed in this Proxy Statement for the applicable year. Our Board of Directors and Compensation Committee value the opinions of our shareholders and, to the extent there is any significant vote against our compensation practices for executive officers, we will consider our shareholders' concerns and assess whether any actions should be taken. In addition to our annual advisory votes on executive compensation, we are committed to ongoing engagement with our shareholders on executive compensation and corporate governance issues. These dialogue opportunities take place throughout the year through meetings, telephone calls, and correspondence involving our senior management and may, on occasion, also involve directors and representatives of our shareholders. We appreciate and welcome the support and feedback from our shareholders on these critical compensation topics as we seek to ensure we attract and retain the best leadership, reward measurable performance, and maximize shareholder value.

Accordingly, our Board of Directors recommends that you vote FOR Proposal 3 at the Annual Meeting. For more information, see "*Proposal 3—Non-Binding Advisory Vote To Approve the Compensation of the Company's Named Executive Officers*" and "*Proposal 4—Non-Binding, Advisory Vote on the Frequency of an Advisory Vote on Executive Compensation*" in this Proxy Statement.

Executive Compensation Program Design

The Compensation Committee has the responsibility for establishing, implementing, and continually monitoring the compensation of the Company's executive officers. The Compensation Committee oversees and approves the design of the executive compensation program to ensure that the total compensation paid to our executive officers is fair, reasonable, competitive, and aligned with the goals and objectives of the Company. For the fiscal year ended December 31, 2022, the principal components of compensation for executive officers were:

1. Annual base salary;
2. Non-equity annual performance-based incentive compensation ("Annual Cash Bonus") pursuant to the Non-Equity Performance-Based Incentive Plan (the "Cash Bonus Plan");
3. Long-term equity incentive compensation;
4. Double trigger change in control severance benefits for our CEO and CFO; and
5. Involuntary termination severance plan for the NEOs and the following officers approved by the Compensation Committee for participation in the plan: Messrs. Whitney, Skenesky, Lieffrig, and Ms. Wescott.

The Compensation Committee determined that these five elements, with a significant percentage of total compensation allocated to “at-risk” performance-based incentives, best align the interests of our executive officers with our shareholders and achieve our overall goals for executive compensation. The Annual Cash Bonus rewards achievement of annual incentive goals and the long-term equity incentive compensation rewards achievement of long-term growth in shareholder value and sustained financial health of the Company. There is no pre-established policy or target for the allocation between either cash and non-cash or short-term and long-term incentive compensation. Rather, the Compensation Committee reviews relevant market compensation data from its compensation consultant and other sources and uses its judgment to determine the appropriate level and mix of incentive compensation on an annual basis.

Compensation Consultant and Peer Group Selection

The Compensation Committee periodically seeks input from its outside compensation consultant on a range of external market factors, including evolving compensation trends, appropriate peer companies, and market survey data. In November 2022, the Compensation Committee retained Pearl Meyer to conduct a review and analysis of our current compensation program to be considered by the Compensation Committee in establishing the compensation levels and severance guidelines for our non-employee directors and executive officers. After consideration of several factors relating to the independence of Pearl Meyer, including those guidelines set forth in the NASDAQ listing standards, the Compensation Committee determined that Pearl Meyer is independent.

In late 2022, Pearl Meyer provided an analysis with relevant market data and alternatives to consider when making compensation decisions for our executive officers. The analysis compared each element of total compensation against a peer group of publicly traded companies and compensation survey data (the “Compensation Peer Group”). The Compensation Peer Group consisted of companies against which we compete for recruiting and retaining qualified line and staff executives and independent non-employee directors. In selecting the Compensation Peer Group, the Compensation Committee also sought to comply with best-practice parameters by including companies in a similar industry or geography and with similar financial metrics, such as revenue, market capitalization, and net income. The Compensation Committee generally reviews total compensation and considers it compared to the Compensation Peer Group.

Other factors were also taken into consideration when determining executive officer remuneration levels, including:

- 1) Divisional size (revenues or earnings) contribution to Company-wide results relative to other divisions.
- 2) Divisional business complexity relative to other divisions of the Company.
- 3) Stature/experience/length of service of executive officer in role relative to market comparisons.
- 4) Geographic location of executive officer and relative market comparisons.
- 5) Definition and extent of responsibilities of executive officer role by the Company versus peer group sources.
- 6) Divisional leadership transition or new business initiatives.
- 7) Appropriate weighting or relativeness of different peer group sources.
- 8) Other factors the Compensation Committee may deem appropriate.

The companies comprising the 2021-2022 Compensation Peer Group are as follows:

Air Transport Services Group, Inc.	Civeo Corporation	Cohu, Inc.
Form Factor, Inc.	GATX Corporation	H&E Equipment Service, Inc.
Harmonic, Inc.	Herc Holding Inc.	Montrose Environmental Group, Inc.
Triton International LTD	US Ecology, Inc.	Willis Lease Finance Corp.
WillScot Mobile Mini Holdings Corporation		

In connection with Pearl Meyer’s November 2022 non-employee director and executive compensation assessment, the Company reviewed the Compensation Peer Group and determined there would be no changes to the Peer Group companies for 2023.

Process of Setting and Approving Executive Compensation; Role of Chief Executive Officer

The Compensation Committee approves annual compensation levels and equity awards to all of our executive officers. The process is described below:

The five steps below describe the process of setting and approving executive compensation and the role of the Chief Executive Officer in a typical year.

1. The Compensation Committee reviews an independent compensation consultant’s analysis (performed every other year) to evaluate for each executive officer (1) a target total compensation amount; (2) the appropriate allocation of base salary, annual bonus, and long-term equity incentive compensation; (3) risk of any compensation element that could have an adverse impact on the Company; and (4) if there should be any change to the forms of compensation to better align our executive officers’ interests with those of our shareholders.

2. For the Chief Executive Officer, the allocation of base salary, annual bonus, and long-term equity incentive compensation and the applicable performance target levels are determined by the Compensation Committee, in consultation with the Chairman of the Board of Directors and separately with all of the independent directors. The Chief Executive Officer has no role in setting his compensation.

3. For each of the other executive officers, the Chief Executive Officer recommends the allocation of base salaries, annual bonuses, and long-term equity incentive compensation and the applicable performance target levels. These recommendations are presented to the Compensation Committee for the Compensation Committee’s consideration and, if appropriate, approval.

4. Shortly after the end of the fiscal year, the Chief Executive Officer reviews the performance of each executive officer (other than himself) against his or her established personal objectives for the year and general management responsibilities and then determines the achievement level attained.

5. At the end of the fiscal year, the Compensation Committee reviews the Chief Executive Officer’s performance. The Compensation Committee then determines, based on the market data and the Chief Executive Officer’s performance, and after consultation with the Chairman of the Board of Directors and separately with all independent directors, the compensation of the Chief Executive Officer.

2021 and 2022 Annual Base Salary

The table below sets forth the annual base salary of each of our named executive officers in 2021 and 2022. Based on the performance results of 2021, the outlook for the Company in 2022, the updated analysis conducted by the Compensation Committee’s compensation consultant, and Mr. Hanna’s input for the named executive officers other than himself, the Compensation Committee considered and approved the increased base salaries due to merit adjustments for the named executive officers in 2022 as shown in the table below.

Name	2021 Base Salary	2022 Base Salary
Joseph F. Hanna.....	\$ 664,000	\$ 700,000
Keith E. Pratt	\$ 466,000	\$ 480,000
Philip B. Hawkins.....	\$ 318,000	\$ 350,000
Melodie Craft.....	\$ 335,000	\$ 345,000
Kristina Van Trease	\$ 287,000	\$ 316,000

2022 Non-Equity Performance-Based Incentive Compensation

The 2022 Cash Bonus Plan is comprised of two components. The first component compensates the executive officers for his or her efforts leading to the Company’s success at meeting its annual profitability goals. Annual profitability targets is pre-tax income for corporate executive officers (Messrs. Hanna, Pratt, and Whitney and Mses. Craft, Van Trease, and Wescott) and division earnings before interest and taxes for division executive officers (Messrs. Hawkins, Skenesky, and Lieffrig). In February 2022, Ms. Van Trease was promoted from a division executive officer position to a corporate executive officer position, therefore, Ms. Van Trease was still a division executive officer in the beginning of 2022 and Ms. Van Trease’s 2022 Cash Bonus Plan was calculated using both Company PTI and Divisional EBIT. The second component measures the executive officer’s success at accomplishing his or her personal annual priorities. These two components are used to ensure an emphasis on annual profitability and to define each executive officer’s specific role with measurable goals to achieve annual and long-term increases in shareholder value. The weighting of these two components varies depending on the individual executive officer’s ability to influence profitability; however, generally, the profitability component is approximately two-thirds to three-quarters of the total so as to better align compensation with total shareholder return.

Component 1—Profitability:

The profitability goal for the corporate NEOs, Messrs. Hanna and Pratt and Ms. Craft, is based 100% on the Company’s PTI. The profitability goal for the corporate NEO, Ms. Van Trease, is based 100% on the Company’s PTI from February to December 2022 and 100% on Divisional EBIT for January 2022. For the division NEO, Mr. Hawkins, his profitability goal is based 100% on Divisional EBIT.

PTI and Divisional EBIT are calculated from results reported on the Company’s income statement, excluding one-time acquisition-related transaction costs disclosed by the Company in its annual and quarterly reports.

We use a collaborative process between our Chief Executive Officer, Chief Financial Officer, and various other executive officers to determine the annual profitability goal for each of the executive officers of the Company. The goals are then recommended to the Compensation Committee. The Compensation Committee then reviews each executive officer’s compensation history and performance before determining final levels for such profitability goals.

The annual profitability goals for each division and the Company are established at the beginning of each fiscal year based upon a “realistic stretch” philosophy. The Company’s management determines the potential annual financial performance for each division and the Company based upon its outlook for the opportunity levels in the markets in which it operates, strategic and tactical initiatives, and other key factors and special circumstances, applying a “realistic stretch” view to what potentially can be accomplished. We expect that although it would take a significant amount of effort on the part of each individual, 100% of the target annual profitability level can be achieved for the year. We assume any amount in excess of the target annual profitability goal would be difficult to achieve without extraordinary effort or the occurrence of significant and unforeseen changes in the competitive landscape. Each executive officer has a designated percentage of base salary for the calendar year that can be earned for achieving 100% of his or her respective annual profitability goal. For 2022, based on input from Pearl Meyer, and consistent with common practices in the market, the threshold for the 2022 Cash Bonus Plan is such that 80% achievement will result in 50% bonus eligibility. Achievement below 80% results in zero payout. At 120% achievement, the plan pays a maximum of two times the bonus target for profitability. Achievement and resulting bonus payouts for performance between Threshold and Target, and for performance between Target and Maximum, are determined based upon straight-line interpolation.

	<u>% of Goal Achieved</u>	<u>% of Bonus Earned</u>
Below	< 80%	0
Threshold	80%	50%
Target	100%	100%
Maximum	120%	200%

Component 2—Personal Annual Priorities:

The second component for the Cash Bonus Plan measures each executive officer’s success at accomplishing his or her personal annual priorities. Final determination of the personal annual priorities for each executive officer rests with the Chief Executive Officer (other than the personal annual priorities of the Chief Executive Officer, which are determined by the Compensation Committee, after consultation with the Chairman of the Board of Directors and separately with all independent directors). These personal annual priorities are measured periodically throughout the year and paid annually, using a collaborative process between the Chief Executive Officer or the Executive Vice President and each executive officer. The personal annual priorities generally are comprised of a maximum of four (4) items deemed to be the most critical priorities that require action to be taken for the current evaluation period. Each priority is weighted according to (1) the critical nature of the priority relative to other priorities; and (2) the amount of time and effort involved in accomplishing the priority relative to other priorities.

Listed below under “2022 Cash Bonus Plan Percentages” is a schedule identifying each named executive officer and the percentage amounts of base salary for the calendar year 2022 that could have been earned under this component for achieving a 100% rating for all personal priorities. Each personal annual priority goal represents a challenge and complete success is not always solely in the control of the executive officer. There are factors that may affect the outcome, including changes in market conditions and unanticipated variables. Each personal annual priority is measured and the overall weighted average of achievement for all personal annual priorities is multiplied by the total percentage of base salary allotted to personal annual priorities available to each executive officer. The Compensation Committee annually uses its discretion to allocate specific percentages of profitability and personal annual priorities for each executive officer.

2022 Cash Bonus Plan Percentages:

Based on each named executive officer's performance results in 2021, the outlook for the Company in 2022, and Mr. Hanna's input for executive officers other than himself, the Compensation Committee considered and approved the Cash Bonus Plan percentages for the profitability goal and the personal annual priorities components in 2022 for the named executive officers as shown in the table below (which includes percentages applicable if the target is met for each goal, as well as the maximum percentages applicable if the target is exceeded for each goal).

Name	Profitability (at 100% of Achievement)	Maximum Profitability (at maximum average percentage)	Personal Annual Priorities (at 100% of Achievement)	Maximum Personal Annual Priorities (at 100% of Achievement)	Total Annual Bonus as a Percentage of Base Salary (at 100% of Achievement)	Maximum Annual Bonus as a Percentage of Base Salary
Joseph F. Hanna.....	75.00%	150.00%	25.00%	25.00%	100.00%	175.00%
Keith E. Pratt	40.00%	80.00%	20.00%	20.00%	60.00%	100.00%
Philip B. Hawkins.....	40.00%	80.00%	20.00%	20.00%	60.00%	100.00%
Melodie Craft.....	25.00%	50.00%	25.00%	25.00%	50.00%	75.00%
Kristina Van Trease....	40.00%	80.00%	20.00%	20.00%	60.00%	100.00%

Under the terms of the 2022 Cash Bonus Plan, in the event of a named executive officer's termination by the Company without cause or a resignation for good reason, which occurs prior to the end of the fiscal year, the bonus will be prorated based on the number of days such named executive officer was employed prior to such termination for the year of termination, with the bonus amount calculated as follows: (i) for the profitability component, the target bonus amount, and (ii) for the priorities component, full satisfaction of the specified priorities. In the event of a change of control, the bonus will be prorated based on the number of days the named executive officer was employed prior to the change of control, with the bonus amount calculated as follows: (i) for the profitability component, the target bonus amount, and (ii) for the priorities component, full satisfaction of the specified priorities.

2022 Goals and Results:

With respect to annual profitability goals:

- Messrs. Hanna and Pratt and Ms. Craft and Van Trease's Company profitability goal for PTI was \$140,148,000, and results achieved were \$154,344,000, or 110.13% of plan.
- Mr. Hawkins and Ms. Van Trease had division-specific profitability goals of Divisional EBIT of \$77,908,000 and \$10,961,000, respectively. Results achieved were \$79,534,000 (102.09%) and \$18,546,000 (169.20%), respectively.

Therefore, based on the terms of the 2022 Cash Bonus Plan, total profitability goal bonus amounts earned for each of Messrs. Hanna, Pratt, and Hawkins, and Ms. Craft and Van Trease were \$790,913, \$289,248, \$139,167, \$129,936, and \$195,549, respectively.

With respect to personal annual priorities goals:

- Mr. Hanna achieved 100% of his 2022 personal annual priorities goals, consisting of implementing and executing on our MGRC growth strategy, implementing flexible work model to support our company culture, and execution of our M&A strategy.
- Mr. Pratt achieved 100% of his 2022 personal annual priorities goals, consisting of supporting the MGRC growth strategy, maximizing shareholder value, and strengthening investor positioning with our updated strategies.
- Mr. Hawkins achieved 100% of his 2022 personal annual priorities goals, consisting of executing on our core business initiatives, delivery of our strategic initiatives, and the execution of the due diligence process for the acquisition with Vesta Modular which began in the third quarter of 2022.
- Ms. Craft achieved 100% of her 2022 personal annual priorities goals, consisting of Corporate Secretary responsibilities, enhancements of risk management framework, improved safety performance, oversight of corporate legal matters, and other organizational excellence initiatives.
- Ms. Van Trease achieved 100% of her 2022 personal annual priorities goals, consisting of M&A activities for 2022, land optimization, and the accelerations of our re-rents and Value Added Products (VAPS) strategies.

Each of Messrs. Hanna, Pratt, and Hawkins, and Ms. Craft and Van Trease received \$175,000, \$96,000, \$70,000, \$86,250, and \$63,200, respectively, based on the achievement of their 2022 personal annual priorities goals.

The Annual Bonus amounts under the Cash Bonus Plan paid to each of the named executive officers are also listed in column (g) in the “*Summary Compensation Table*” in this Proxy Statement.

Long-Term Incentive Compensation

The Compensation Committee has approved 50% of a NEO’s equity value to be granted as performance-based RSUs vesting at the end of each three-year performance period and 50% of a NEO’s equity value to be granted as service-based RSUs vesting over three years. Performance RSUs are earned based upon achievement of a three-year corporate ROIC target (for corporate executive officers) and on division specific ROIC targets for divisional executive officers. Having each divisional officer’s performance tied directly to his or her respective division’s performance allows for that officer to be measured with diminished influence, positive or negative, of any other division’s performance.

The 2020 to 2022 Company RSU grant three-year ROIC target was 9.55%. The actual three-year cumulative ROIC total achieved was 9.31% (97.52% of goal). Although ROIC achievement resulted in 87.5% of RSUs being earned, the Board of Directors, at their sole discretion, authorized an additional 10% of RSUs as earned for the 2020 to 2022 RSU period. This was in recognition of management’s contributions to the Company’s performance during the years impacted by the COVID pandemic. Therefore, Mr. Hanna earned 8,658 RSUs, Mr. Pratt earned 3,120 RSUs, Mr. Hawkins earned 1,902 RSUs, Ms. Craft earned 1,560 RSUs, and Ms. Van Trease earned 1,521 RSUs.

Executive Officer Stock Ownership and Stock Holdback Guidelines

The Board of Directors believes that, in order to better align the interests of management and shareholders, executive officers should have a significant financial (equity) stake in the Company. Each executive officer has a target level of Company Common Stock value to achieve within seven (7) years of his or her date of hire. The target level of Common Stock value to be achieved is a multiple of each executive officer’s base salary. The multiples of executive officer base salary are four (4) times for the Chief Executive Officer and two (2) times for all other executive officer positions. In evaluating whether the Common Stock value ownership guideline has been met, all shares of Common Stock owned, Employee Stock Ownership Plan (“ESOP”) shares and 50% of the value (market price less strike price) of all vested unexercised stock options are considered. The Board of Directors evaluates whether exceptions should be made for any executive officer on whom this requirement would impose a financial hardship.

It is the Company’s policy that each executive officer has a 10% holdback provision for RSU equity grant settlements to facilitate earlier achievement of stock ownership under the Company’s stock ownership guidelines.

Equity Granting Policy

In 2007, the Board of Directors adopted an equity granting methodology whereby there is one annual equity grant date, which is the date when the blackout window opens after the year-end earnings are released. All designated non-employee directors, executive officers, and key employees are eligible to receive an equity grant on the annual equity grant date with an exercise price (for stock options or SARs) or grant price (for RSUs), equal to the NASDAQ Stock Market close price on that day. The Board of Directors may authorize the Chief Executive Officer an additional allotment of options or shares to be granted at his discretion to new hires and promotion candidates, other than executive officers, over the course of a given time frame, with the grant date and exercise or grant price based on the last trading day of each month of the employment event. This allotment is not available to executive officers, as all grants to executive officers must be made by the Compensation Committee.

Compensation Recoupment Policy

In 2011, the Board of Directors adopted a Compensation Recoupment Policy that applies to executive officers if the Company is required to restate its financial statements. The Board believes it is desirable and in the best interests of the Company and its shareholders to maintain and enhance a culture that is focused on integrity and accountability and believes that this policy discourages conduct detrimental to the Company’s sustained growth. This Compensation Recoupment Policy requires any current or former executive officer, in the event of a financial restatement, to reimburse the Company with respect to any incentive compensation (including cash and equity awards) received during the past three years that is in excess of that which would have been received if such compensation had been based upon the financial statements as so restated. The Compensation Recoupment Policy is posted on our website at www.mgrc.com under the Investors/Corporate Governance section.

Risk-Hedging Policies

Pursuant to the Company's Insider Trading and Blackout Policy, officers and directors of the Company are prohibited from engaging in short-term or speculative securities transactions with respect to the Company's Common Stock. These prohibited transactions can have the effect of reducing or canceling the risk of an investment in the Common Stock, particularly in the short-term. These prohibited transactions may create the appearance that the executives are trading on inside information. Additionally, certain forms of hedging or monetization transactions allow a shareholder to lock in much of the value of his or her stock holdings, often in exchange for all or part of the potential for upside appreciation in the stock. These transactions allow the holder to continue to own the covered securities but without full risks and rewards of ownership. Therefore, Company personnel are also specifically prohibited from engaging in short sales, hedging transactions, buying or selling puts or calls, buying any of the Company's securities on margin, pledging transactions, and engaging in derivative transactions related to the Company's securities (such as exchange-traded options). The Company's Insider Trading Policy further provides that Company personnel who purchase or sell Company securities in the open market may not correspondingly sell or purchase any Company securities of the same class during the six months following the purchase. The Insider Trading Policy is posted on our website at www.mgrc.com under the Investors/Corporate Governance section.

Perquisites and Other Personal Benefits

Executive officers are entitled to and eligible only for the same fringe benefits for which all of our employees are eligible. We do not have programs in place to provide personal perquisites for any employee. Our healthcare and other insurance programs, including the programs' participation costs, are the same for all eligible employees, except that any executive officer employed with the Company for at least 10 years may remain on the Company's health insurance policy after retiring from the Company, provided that such executive officer pays 100% of the premiums. Our annual matching contributions to the Company's Employee Stock Ownership and 401(k) Plan ("KSOP"), expressed as a percentage of eligible wages, up to a stated percentage of eligible wages (and any discretionary contributions that we may make to the KSOP, expressed as a percentage of eligible wages), are also the same for all eligible employees, including each named executive officer, subject to all applicable Internal Revenue Service contribution limits and formulas for plans of these types.

Change in Control Arrangements

The Company maintains a "Change in Control Severance Plan" for our CEO and CFO. The Change in Control Severance Plan as approved in 2013, contained an initial two-year term with no automatic renewal, though the Compensation Committee has renewed it since that time and most recently made changes to the Plan in February 2022. The Compensation Committee adopted the Change in Control Severance Plan to help ensure appropriate behavior by individuals in key management roles in evaluating, presenting, and acting upon change in control opportunities involving the Company that may arise. The Compensation Committee believes that maintaining this Change in Control Severance Plan is in the best interests of shareholders in helping to ensure (a) the individuals in those management roles most likely to influence a change in control opportunity are appropriately incentivized to act in the best interests of shareholders; (b) continuity of management before and during an impending transaction, or the need for continuity in management after a change in control; and (c) the Company's continuing ability to attract talented senior management members, as well as to avoid executives departing due to limited or no remuneration protections in the event of a change in control transaction. Further, the Compensation Committee believes that stable corporate leadership exhibiting the desired management behaviors is imperative for shareholders to be in a position to realize a favorable premium in the potential sale of the Company.

Key provisions of the adopted Change in Control Severance Plan include:

- 1) Current executive roles covered by the Change in Control Severance Plan include the CEO and CFO.
- 2) No "single trigger" payouts; all severance benefits are contingent upon a change of control (as defined in the Change in Control Severance Plan) coupled with an involuntary termination by the Company without Cause (as defined in the Change in Control Severance Plan) or a resignation for Good Reason (as defined in the Change in Control Severance Plan), within 12 months of a change in control.
- 3) No payouts for cause-based terminations.
- 4) Change in control severance benefits include: (a) two times annual base salary; (b) amount equal to two times target bonus for the year of termination; (c) medical benefits under COBRA for up to 24 months for CEO and 12 months for CFO; (d) 12 months reasonable outplacement assistance; and (e) full acceleration of equity awards (except for equity awards subject to performance-based vesting conditions).
- 5) No tax gross-up provisions on payouts.
- 6) Participants must execute a general release to receive severance benefits.

Acceleration Under Equity Plan

Existing equity compensation plans provide for full acceleration of equity awards upon a qualifying termination after a change in control for all employees of the Company. In the case of equity compensation awards that are subject to performance goals, in the event of a change in control or a termination of employment by the Company without cause, all outstanding equity awards that are subject to performance-based vesting conditions will become vested assuming achievement of target performance on a pro-rated basis based on the date of such termination of employment or change in control. The period over which such equity compensation awards may be exercised shall be governed by the applicable provisions of the Company's stock plans and related award agreements. In addition, the covered employee shall enjoy any additional rights provided under the terms of an equity compensation award, including but not limited to the terms of the Company's 2016 Stock Incentive Plan, 2007 Stock Incentive Plan, or any other Company equity plan. The Compensation Committee believes that providing this vesting acceleration assists us in attracting and retaining key employees, including our executives, and promotes stability and continuity of our key employees, which we believe is in the best interests of our shareholders. For details, see "*Potential Payments upon Termination or Change in Control*" in this Proxy Statement.

Involuntary Termination Severance Plan

The Compensation Committee established a formal Involuntary Termination Severance Plan (the "Severance Plan") to address involuntary termination severance eligibility and payments for executive officer-level positions. The Compensation Committee believes that maintaining this Severance Plan is in the best interests of shareholders in helping to ensure the Company's continuing ability to attract and retain talented senior executives. For the fiscal year ended December 31, 2022, our CEO and CFO and the following officers have been selected by the Compensation Committee to be covered by the Severance Plan: Messrs. Hawkins, Lieffrig, Skenesky, and Whitney, and Mses. Craft, Van Trease, and Wescott.

Key provisions of the Severance Plan include:

- 1) Upon termination by the Company without cause outside of a change in control transaction, severance benefits include: (a) for our CEO and CFO, a severance payment of up to the equivalent of 12 months of base salary and target bonus for the year of termination, and for other participants, a severance payment of up to the equivalent of 6 months of base salary, (b) for our CEO and CFO, medical benefits under COBRA for the shorter of their cash severance period and 12 months, and for other participants, medical benefits under COBRA for the shorter of their cash severance period and 6 months, and (c) 6 months reasonable outplacement assistance.
- 2) Upon termination by the Company without Cause (as defined in the Change in Control Severance Plan) or resignation for Good Reason (as defined in the Change in Control Severance Plan) within 12 months after a change in control, each participant other than our CEO and CFO will be entitled to receive (a) a severance payment of up to the equivalent of 6 months of base salary, (b) medical benefits under COBRA for the shorter of their cash severance period and 6 months, and (c) 6 months reasonable outplacement assistance. Severance benefits following a change in control for our CEO and CFO are governed by the Change in Control Severance Plan discussed above.
- 3) No acceleration of vesting of outstanding equity awards (except in the event of a change in control, as provided for in existing equity plan and related equity agreements).
- 4) No payouts for cause-based terminations.
- 5) No tax gross-up provisions on payouts.
- 6) Participants must execute a general release to receive severance benefits.

In addition, the Company's annual cash bonus plan for executive officers generally provides that upon such executive officer's termination of employment without cause or resignation for good reason, which occurs prior to the end of the plan term, such executive officer would receive a pro-rated bonus based on the number of days of employment prior to such termination for the plan year, with the bonus amount calculated based on full satisfaction of the target components under the plan.

Tax and Accounting Implications

Deductibility of Executive Compensation

Section 162(m) of the Code generally limits our corporate tax deduction for compensation paid to certain executive officers to \$1 million per year. Prior to December 22, 2017, when the Tax Cuts and Jobs Act of 2017 ("TCJA") was signed into law, this limitation did not apply to compensation that qualified as "performance-based" compensation under Section 162(m) of the Code. Under the TCJA, this "performance-based" exception was repealed for taxable years beginning after December 31, 2017, except with respect to certain "grandfathered" compensation.

The Compensation Committee intends to maximize our ability to deduct executive compensation for tax purposes to the extent structuring our executive compensation for tax purposes is in alignment with our compensation philosophy. The Compensation Committee nonetheless reserves the right to use its judgment to authorize compensation payments that may not be deductible when the committee believes that such payments are appropriate and in the best interests of our shareholders, after taking into account changing business conditions or the executive officer's performance.

Accounting for Stock-Based Compensation

We accrue our named executive officers' salaries and incentive awards as an expense when earned. For our stock-based compensation, the Financial Accounting Standards Board's Accounting Standards Codification Topic 718, *Compensation—Stock Compensation* ("ASC 718"), requires us to recognize compensation expense within our income statement for all share-based payment arrangements, which includes employee stock option plans. The expense is based on the grant-date fair value of the equity award granted and is recognized ratably over the requisite service period. The Compensation Committee considers the expense of equity awards as part of its overall evaluation of our equity compensation program.

Compensation Policies and Practices and Risk Management

The Compensation Committee considers potential risks when reviewing and approving the compensation programs for our executive officers and other employees. We have designed our compensation programs, including our incentive compensation plans, with specific features to address potential risks while rewarding employees for achieving long-term financial and strategic objectives through prudent business judgment and appropriate risk-taking. The following elements have been incorporated in our programs available for our executive officers:

- **A Balanced Mix of Compensation Components**—The target compensation mix for our executive officers is composed of base salary, annual cash bonus incentives, and long-term equity awards.
- **Multiple Performance Factors**—Our incentive compensation plans use both company-wide metrics and individual annual priorities, which encourage a focus on the achievement of objectives for the overall benefit of the Company.
- **Different Performance Metrics**—We generally use different performance metrics between our cash bonus and performance RSU programs, providing a balance and mitigating against the potential for undue risk in meeting a single goal.
- **Realistic Performance Goals**—Financial performance goals in our performance-based incentive plans are set at levels that are intended to be attainable without the need to take inappropriate risks.
- **Capped Incentive Awards**—Payouts for both the annual cash bonus incentive awards and our performance RSUs are capped for our executive officers.
- **Stock Ownership Guidelines**—Our stock ownership guidelines align the interests of our executive officers with preservation and appreciation of stockholder value over time.
- **Multi-Year Vesting**—Equity awards vest over multiple years, requiring long-term commitment on the part of employees.
- **Competitive Positioning**—The Compensation Committee considers our executive compensation program structure and levels relative to our peers. The Compensation Committee generally targets total compensation to be in a market competitive range relative to our peer group and compensation survey data.
- **Corporate Governance Programs**—We have implemented corporate governance guidelines, a code of conduct, a compensation recoupment policy, and other corporate governance measures and internal controls.

The Compensation Committee also reviews the key design elements of our compensation programs in relation to industry practices, as well as the means by which any potential risks may be mitigated, such as through our internal controls and oversight by management and the board. As a result of this review, the Compensation Committee concluded that, based on a combination of factors, our compensation policies and practices do not incentivize excessive risk-taking that could have a material adverse effect on the Company.

Compensation Committee Report

Notwithstanding anything to the contrary set forth in any of the Company's previous filings under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, that might incorporate future filings, including this Proxy Statement, with the SEC, in whole or in part, the following report shall not be deemed to be incorporated by reference into any such filings, nor shall the following report be deemed to be incorporated by reference into any future filings under the Securities Act or the Exchange Act, unless specifically stated to be incorporated by reference therein.

The Compensation Committee of the Company has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

Submitted by the Compensation Committee:

Elizabeth A. Fetter, Chair
Nicolas C. Anderson
Kimberly A. Box
William J. Dawson
Bradley M. Shuster

Summary Compensation Table

The following table provides summary information concerning the compensation earned during the fiscal years ended December 31, 2022, December 31, 2021, and December 31, 2020, by each of our named executive officers.

Summary Compensation Table(1)

(a) Name and Principal Position	(b) Year	(c) Salary (\$)	(d) Bonus (\$)	(e) Stock Awards (\$)(2)	(f) Option Awards (\$)(2)	(g) Non-Equity Incentive Plan Compensation (\$)(3)	(h) Nonqualified Deferred Compensation Earnings (\$)	(i) All Other Compensation (\$)(4)	(j) Total (\$)
Joseph F. Hanna	2022	\$700,000	—	\$1,350,376	—	\$965,913	—	\$104,878	\$3,121,167
President and Chief Executive Officer.....	2021	\$663,344	—	\$1,875,010	—	\$580,509	—	\$142,817	\$3,261,680
	2020	\$644,462	—	\$1,249,594	—	\$626,724	—	\$147,619	\$2,668,399
Keith E. Pratt	2022	\$480,000	—	\$524,876	—	\$385,248	—	\$43,993	\$1,434,117
Executive Vice President, Chief Financial Officer and Assistant Corporate Secretary	2021	\$465,619	—	\$523,045	—	\$256,742	—	\$70,621	\$1,316,027
	2020	\$454,488	—	\$450,304	—	\$266,021	—	\$73,929	\$1,244,742
Philip B. Hawkins	2022	\$350,000	—	\$325,000	—	\$209,167	—	\$30,999	\$915,166
Senior Vice President and Division Manager, Mobile Modular	2021	\$317,723	—	\$366,677	—	\$165,180	—	\$48,228	\$897,808
	2020	\$309,731	—	\$274,404	—	\$192,467	—	\$41,614	\$818,216
Melodie Craft(5)	2022	\$345,000	—	\$325,000	—	\$216,186	—	\$26,439	\$912,625
Vice President, Legal Affairs and Risk Management and Corporate Secretary	2021	\$334,585	—	\$301,822	—	\$158,802	—	\$29,152	\$824,361
	2020	\$322,704	—	\$225,152	—	\$158,391	—	\$14,040	\$720,287
Kristina Van Trease	2022	\$316,000	—	\$255,126	—	\$258,749	—	\$27,518	\$857,393
Senior Vice President, Strategy and Business Development	2021	\$286,893	—	\$228,082	—	\$131,259	—	\$27,586	\$673,820
	2020	\$290,308	—	\$219,524	—	\$112,912	—	\$22,439	\$645,183

- (1) Amounts disclosed in this and other tables may minimally vary from amounts presented within the CD&A narrative due to rounding to the nearest dollar for tabular purposes.
- (2) The amounts in columns (e) and (f) reflect the aggregate grant date fair value amounts, in accordance with ASC the 718, of awards granted pursuant to the 2016 Plan. RSUs were granted to our NEOs on February 25, 2022, with a grant date fair value of \$675,188 for Mr. Hanna; \$262,438 for Mr. Pratt; \$162,500 for Mr. Hawkins; \$162,500 for Ms. Craft; and \$127,563 for Ms. Van Trease. The grant date fair value of each RSU granted to the NEOs is equal to the closing share price of our common stock of on the date of grant of \$81.25. The performance-based RSUs were granted to our NEOs on February 25, 2022, with a grant date fair value of \$675,188 for Mr. Hanna; \$262,438 for Mr. Pratt; \$162,500 for Mr. Hawkins; \$162,500 for Ms. Craft; and \$127,563 for Ms. Van Trease, based on target level of performance. If the maximum level of performance were achieved, each NEO would earn 200% of the target number of performance-based RSUs awarded. Based on the closing price of our common stock on the grant date, the maximum value of the performance-based RSUs awarded to each NEO is as follows: Mr. Hanna— \$1,350,376; Mr. Pratt — \$524,876; Mr. Hawkins — \$325,000; Ms. Craft— \$325,000; and Ms. Van Trease — \$255,126. Assumptions used in the calculation of these amounts are included in the notes of the Company’s audited financial statements for the fiscal year ended December 31, 2022, included in the 2022 Annual Report. These amounts reflect the Company’s accounting expense and do not correspond to the actual value that may be realized by the named executive officers.
- (3) The amounts in column (g) reflect amounts earned by the named executive officers during the fiscal year ended December 31, 2022, and paid in 2023 pursuant to the Cash Bonus Plan. See “Non-Equity Performance-Based Incentive Plan Compensation” in this Proxy Statement for additional detail.

- (4) The amounts in column (i) reflect the cash contributions allocated to each named executive officer pursuant to the provisions of the Company's Employee Stock Ownership and 401(k) Plan and dividend equivalent payouts for vested RSUs and PSUs that were not factored into the grant date fair values of such RSUs and PSUs. The table below details the amounts paid to each named executive officer.
- (5) Ms. Craft resigned from the Company effective March 10, 2023.

Name	Year	Employee Stock Ownership and 401(k) Plan Cash Contribution (\$)	RSU and PSU Dividend Payment (\$)	Total (\$)
Joseph F. Hanna	2022	\$12,200	\$92,678	\$104,878
	2021	\$11,600	\$131,217	\$142,817
	2020	\$11,400	\$136,219	\$147,619
Keith E. Pratt	2022	\$12,200	\$31,793	\$43,993
	2021	\$11,600	\$59,021	\$70,621
	2020	\$11,400	\$62,529	\$73,929
Philip B. Hawkins.....	2022	\$12,200	\$18,799	\$30,999
	2021	\$11,600	\$36,628	\$48,228
	2020	\$11,400	\$30,214	\$41,614
Melodie Craft	2022	\$12,200	\$14,239	\$26,439
	2021	\$11,600	\$17,552	\$29,152
	2020	\$11,400	\$2,640	\$14,040
Kristina Van Trease.....	2022	\$12,200	\$15,318	\$27,518
	2021	\$11,600	\$15,986	\$27,586
	2020	\$11,400	\$11,039	\$22,439

CEO Compensation Pay Ratio

We believe our executive compensation program must be internally consistent and equitable to motivate our employees to create shareholder value. We monitor the relationship between the compensation of our executive officers and the compensation of our non-managerial employees. For 2022, the total compensation of Joseph F. Hanna, our President and Chief Executive Officer, of \$3,121,167, as shown in the "Summary Compensation Table" above, (the "CEO Compensation"), was approximately 50 times the total compensation of a median employee of \$62,298, calculated in the same manner.

Our CEO to median employee pay ratio is calculated in accordance with the SEC's rules pursuant to Item 402(u) of Regulation S-K. We identified the median employee by examining the 2022 total cash compensation for all individuals, excluding our CEO, who were employed by us on December 31, 2022, the last day of our payroll year. We included all employees, whether employed on a full-time, part-time or seasonal basis. We did not make any assumptions, adjustments or estimates with respect to total cash compensation, and we did not annualize the compensation for any full-time employees that were not employed by us for all of 2022. We believe the use of total cash compensation for all employees is a consistently applied compensation measure because we do not widely distribute annual equity awards to employees.

2022 GRANTS OF PLAN-BASED AWARDS

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1)			Estimated Future Payouts Under Equity Incentive Plan Awards (2)			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (3)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)				
Joseph F. Hanna		\$ 262,500	\$ 700,000	\$ 1,268,750	—	—	—	—	—	—	—
	2/25/2022	—	—	—	12,465	16,620	24,930	—	—	—	\$ 1,350,375
Keith E. Pratt		\$ 96,000	\$ 288,000	\$ 504,000	—	—	—	—	—	—	—
	2/25/2022	—	—	—	4,845	6,460	9,690	—	—	—	\$ 524,875
Philip B. Hawkins		\$ 70,000	\$ 210,000	\$ 367,500	—	—	—	—	—	—	—
	2/25/2022	—	—	—	3,000	4,000	6,000	—	—	—	\$ 325,000
Melodie Craft		\$ 43,125	\$ 172,500	\$ 280,313	—	—	—	—	—	—	—
	2/25/2022	—	—	—	2,640	3,520	5,280	—	—	—	\$ 325,000
Kristina Van Trease		\$ 63,200	\$ 189,600	\$ 331,800	—	—	—	—	—	—	—
	2/25/2022	—	—	—	2,355	3,140	4,710	—	—	—	\$ 255,125

- (1) The amounts listed in these columns reflect the threshold, target and maximum amounts payable to the named executive officers pursuant to the Cash Bonus Plan. See “*Non-Equity Performance-Based Incentive Plan Compensation*” for additional detail. The threshold assumptions assume achieving 80% of the profitability target and no achievement of the personal annual priorities.
- (2) On February 25, 2022, each named executive officer received a grant of time-based RSUs that vest 33% on each anniversary of the grant date until fully vested. Each unit represents a right to receive one share of Common Stock or an amount equal to the fair market value of the Common Stock underlying the unit on the vesting date. In addition, each named executive officer also received a grant of performance-based RSUs which are subject to a performance-based vesting component at the end of a three-year performance period. Unless earlier forfeited under the terms of the performance-based RSUs, each RSU vests and converts into no less than 50% and no more than 200% of one share of Common Stock. The performance RSUs vest 100% at the end of the three-year performance period if the performance goal is satisfied.
- (3) The amounts listed in this column reflect the maximum amount payable to the named executive officers under the terms of the performance-based RSUs pursuant to the Cash Bonus Plan. Each RSU vests and converts into no less than 50% and no more than 200% of one share of Common Stock amounts payable to the named executive officers. The amounts in the table above reflect the probable performance outcome of a maximum payout of 200%. See “*Non-Equity Performance-Based Incentive Plan Compensation*” for additional detail.

2022 OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

	Option Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
Joseph F. Hanna	56,000	0(1)		\$ 34.57	03/02/2024	—	—	—	—
								2,002(2)	\$ 197,677
								2,961(3)	\$ 292,369
								8,880(4)	\$ 876,811
								5,347(5)	\$ 527,963
								3,205(6)	\$ 316,462
								8,020(7)	\$ 791,895
								8,310(8)	\$ 820,529
								8,310(9)	\$ 820,529
Keith E. Pratt	16,000	0(1)		\$ 34.57	03/02/2024	—	—	—	—
								880(2)	\$ 86,891
								1,067(3)	\$ 105,356
								3,200(4)	\$ 315,968
								2,034(5)	\$ 200,837
								3,050(7)	\$ 301,157
								3,230(8)	\$ 318,930
								3,230(9)	\$ 318,930
Philip B. Hawkins	5,280	0(1)		\$ 34.57	03/02/2024	—	—	—	—
								400(2)	\$ 39,496
								651(3)	\$ 64,280
								1,950(4)	\$ 192,543
								1,281(5)	\$ 126,846
								1,920(7)	\$ 189,581
								2,000(8)	\$ 197,480
								2,000(9)	\$ 197,480
Melodie Craft	—	—		—	—	—	—	—	—
								340(2)	\$ 3,572
								534(3)	\$ 52,727
								1,600(4)	\$ 157,984
								1,174(5)	\$ 115,921
								1,760(7)	\$ 173,782
								2,000(8)	\$ 197,480
								2,000(9)	\$ 197,480
Kristina Van Trease	5,845	0(1)		\$ 34.57	03/02/2024	—	—	—	—
								380(2)	\$ 37,521
								521(3)	\$ 51,444
								1,560(4)	\$ 154,034
								1,027(5)	\$ 101,406
								1,540(7)	\$ 152,060
								1,570(8)	\$ 155,022
								1,570(9)	\$ 155,022

- (1) Stock options vest at the rate of 20% on first anniversary of grant date and then vests 5% each anniversary quarter thereafter. This award was fully vested as of 3/2/22.
- (2) The March 1, 2018 restricted stock unit grant vests 20% on each anniversary of the grant date until fully vested. Each unit represents a right to receive one share of common stock or an amount equal to the fair market value of the Common Stock underlying the unit on the vesting date, with vesting dates of 3/1/19, 3/1/20, 3/1/21, 3/1/22, 3/1/23. This award was fully vested as of 3/1/23.
- (3) The restricted stock unit shall vest 33% on the first annual anniversary of the grant; 33% on the second annual anniversary of the grant; and 34% on the third annual anniversary of the grant, with vesting dates of 2/27/21, 2/27/22, and 2/27/23. Each restricted stock unit represents a right to receive one share of common stock or an amount equal to the fair market value of the common stock underlying the unit on the vesting date. This award was fully vested as of 2/27/23.
- (4) The RSUs are subject to a performance based vesting component at the end of a three-year performance period. Unless earlier forfeited under the terms of the performance based RSU, each RSU vests and converts into no less than 50% and no more than 200% of one share of McGrath RentCorp common stock. The RSUs vest 100% at the end of the three-year performance period if the performance goal is satisfied, with vesting date of 2/27/23.
- (5) The restricted stock unit shall vest 33% on the first annual anniversary of the grant; 33% on the second annual anniversary of the grant; and 34% on the third annual anniversary of the grant. Each restricted stock unit represents a right to receive one share of common stock or an amount equal to the fair market value of the common stock underlying the unit on the vesting date, with vesting dates of 2/25/22, 2/25/23, and 2/25/24.
- (6) The restricted stock unit vests 50% on each anniversary of the grant date until fully vested, with vesting dates of 2/25/22 and 2/25/23. Each unit represents a right to receive one share of common stock or an amount equal to the fair market value of the Common Stock underlying the unit on the vesting date. This award was fully vested as of 2/25/23.

- (7) The RSUs are subject to a performance based vesting component at the end of a three-year performance period. Unless earlier forfeited under the terms of the performance based RSU, each RSU vests and converts into no less than 50% and no more than 200% of one share of McGrath RentCorp common stock. The RSUs vest 100% at the end of the three-year performance period if the performance goal is satisfied, with vesting date of 2/25/24.
- (8) The restricted stock unit shall vest 33% on the first annual anniversary of the grant; 33% on the second annual anniversary of the grant; and 34% on the third annual anniversary of the grant. Each restricted stock unit represents a right to receive one share of common stock or an amount equal to the fair market value of the common stock underlying the unit on the vesting date, with vesting dates of 2/25/23, 2/25/24, and 2/25/25.
- (9) The RSUs are subject to a performance based vesting component at the end of a three-year performance period. Unless earlier forfeited under the terms of the performance based RSU, each RSU vests and converts into no less than 50% and no more than 200% of one share of McGrath RentCorp common stock. The RSUs vest 100% at the end of the three-year performance period if the performance goal is satisfied, with vesting date of 2/25/25.

2022 OPTION EXERCISES AND STOCK VESTED

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$ (1))	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Joseph F. Hanna	65,300	\$ 3,776,470	29,872	\$ 2,421,263
Keith E. Pratt	16,520	\$ 936,188	11,882	\$ 962,394
Philip B. Hawkins	4,480	\$ 275,162	7,450	\$ 603,805
Melodie Craft	—	\$ —	4,454	\$ 362,282
Kristina Van Trease.....	5,715	\$ 364,160	3,170	\$ 256,029

- (1) The “value realized on exercise” represents the number of shares of Common Stock acquired on exercise of the applicable option multiplied by the NASDAQ Stock Market close price of our Common Stock on the applicable date of exercise, less the number of shares of Common Stock acquired on exercise of the option multiplied by the exercise price of the option.

Securities Authorized for Issuance under Equity Compensation Plans

The following table provides information regarding our equity compensation plans as of December 31, 2022:

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders.....	139,350	\$ 33.59	1,263,760
Equity compensation plans not approved by security holders .	—	\$ —	—
Total.....	139,350	\$ 33.59	1,263,760

Our 2016 Stock Incentive Plan was approved by shareholders and has been filed as an exhibit to our Annual Report on Form 10-K.

Potential Payments upon Termination or Change-in-Control

Under the terms of our Cash Bonus Plan, 2016 Plan and related equity award agreements and KSOP, as well as our Change in Control Severance Plan and Involuntary Termination Severance Plan, payments may be made to each of our named executive officers upon his or her termination of employment or a change in control (as defined in each plan) of the Company. See “*Compensation Discussion and Analysis*” and “*Equity Compensation Plan Information*” for a description of, and an explanation of, the specific circumstances that would trigger payments under each plan, agreement, or policy. The following table sets forth the estimated payments that would be made to each of our named executive officers upon voluntary termination, including termination for good reason, termination not for cause, termination for cause, termination in connection with a change in control, and termination due to death or permanent disability. The payments would be made pursuant to the plans, agreements, or Company policies identified in this paragraph. The information set forth in the table below assumes the termination event occurred on December 31, 2022.

The actual amounts to be paid out can only be determined at the time of an executive's separation from the Company and may differ materially from the amounts set forth in the table below. The amounts set forth in the table below do not reflect the withholding of applicable state and federal taxes.

Name	Voluntary Termination or Termination for Good Reason	Involuntary Termination		Termination Not For Cause or Termination for Good Reason & Change in Control(3)	Death or Permanent Disability
		Not For Cause(1)	For Cause		
Joseph F. Hanna					
Non-Equity Incentive Plan	\$ 0	\$ 965,913	\$ 0	\$ 2,365,913	\$ 0
Accelerated Awards Under Equity Incentive Plans(2).....	0	0	0	4,622,316	0
Base Salary	0	1,400,000	0	2,100,000	0
Continuation of Medical Benefits Under COBRA (present value)	0	21,967	0	43,934	0
Reasonable Outplacement Assistance.....	0	7,500	0	15,000	0
Total.....	\$ 0	\$ 2,395,380	\$ 0	\$ 9,147,163	\$ 0
Keith E. Pratt					
Non-Equity Incentive Plan	\$ 0	\$ 385,248	\$ 0	\$ 961,248	\$ 0
Accelerated Awards Under Equity Incentive Plans(2).....	0	0	0	1,640,170	0
Base Salary	0	960,000	0	1,440,000	0
Continuation of Medical Benefits Under COBRA (present value)	0	33,504	0	33,504	0
Reasonable Outplacement Assistance.....	0	7,500	0	15,000	0
Total.....	\$ 0	\$ 1,386,252	\$ 0	\$ 4,089,922	\$ 0
Philip B. Hawkins					
Non-Equity Incentive Plan	\$ 0	\$ 209,167	\$ 0	\$ 209,167	\$ 0
Accelerated Awards Under Equity Incentive Plans(2).....	0	0	0	1,002,606	0
Base Salary	0	525,000	0	525,000	0
Continuation of Medical Benefits Under COBRA (present value)	0	15,689	0	15,689	0
Reasonable Outplacement Assistance.....	0	7,500	0	7,500	0
Total.....	\$ 0	\$ 757,356	\$ 0	\$ 1,759,962	\$ 0
Melodie Craft					
Non-Equity Incentive Plan	\$ 0	\$ 216,186	\$ 0	\$ 216,186	\$ 0
Accelerated Awards Under Equity Incentive Plans(2).....	0	0	0	924,996	0
Base Salary	0	517,500	0	517,500	0
Continuation of Medical Benefits Under COBRA (present value)	0	9,862	0	9,862	0
Reasonable Outplacement Assistance.....	0	7,500	0	7,500	0
Total.....	\$ 0	\$ 751,048	\$ 0	\$ 1,676,044	\$ 0
Kristina Van Trease					
Non-Equity Incentive Plan	\$ 0	\$ 258,749	\$ 0	\$ 258,749	\$ 0
Accelerated Awards Under Equity Incentive Plans(2).....	0	0	0	802,657	0
Base Salary	0	474,000	0	474,000	0
Continuation of Medical Benefits Under COBRA (present value)	0	—	0	—	0
Reasonable Outplacement Assistance.....	0	7,500	0	7,500	0
Total.....	\$ 0	\$ 740,249	\$ 0	\$ 1,542,906	\$ 0

- (1) In connection with a termination of employment not for cause that is unrelated to a change in control, the amounts noted for each of the named executive officers are calculated by including such executive officer's 2022 base salary actually earned and cash bonus paid pursuant to the 2022 Cash Bonus Plan, plus, in accordance with the Company's involuntary termination severance plan described above, an additional one year of base salary for Messrs. Hanna and Pratt, and six months of base salary for Mr. Hawkins and Mes. Craft and Van Trease, as well as payment of the target bonus amount pro-rated based on the date of termination under the 2022 Cash Bonus Plan for all the named executive officers. There would not be any acceleration of equity awards at the time of a termination unrelated to a change in control.
- (2) Assumes termination on December 31, 2022, with a closing NASDAQ Stock Market price of \$98.74 per share.

- (3) In connection with a termination of employment not for cause or a termination of employment for good reason within 12 months of a change in control of the Company, the CEO and CFO would receive 2022 base salary actually earned and payment of target bonus amount pro-rated based on the date of termination under the 2022 Cash Bonus Plan, plus, in accordance with the Company's Change of Control Severance Plan, reasonable outplacement assistance, and (i) for the CEO, an additional two years of base salary, two times target bonus under the 2022 Cash Bonus Plan, and 24 months of COBRA coverage and (ii) for the CFO, an additional two years of base salary, two times target bonus under the 2022 Cash Bonus Plan and 12 months of COBRA coverage. In connection with a termination of employment not for cause or termination of employment for good cause within 12 months of a change in control of the Company, all other named executive officers would receive 2022 base salary actually earned and payment of target bonus amount pro-rated based on the date of termination under the 2022 Cash Bonus Plan, plus, in accordance with the Company's Involuntary Termination Severance Plan, an additional 6 months of base salary, 6 months of COBRA coverage and reasonable outplacement service. Under the Company's 2016 Stock Plan and applicable award agreements, if equity awards are not assumed or replaced by a successor corporation at the time of a change in control, then the vesting of all outstanding unvested equity awards would accelerate and vest in full immediately prior to the specified effective date of a Change In Control or a Corporate Transaction, and if there is a termination of employment not for cause within 12 months of a change in control of the Company, notwithstanding the assumption or replacement of the equity awards by a successor corporation, then (A) all time-based outstanding unvested equity awards would accelerate and vest in full immediately upon such termination of employment, and (B) all performance-based outstanding unvested equity awards would accelerate and vest assuming achievement of target performance on a pro-rated basis based on the date of such termination of employment.

Treatment of Certain Compensation Elements Upon Termination

Executive Severance Policy. We do not have employment agreements. The Compensation Committee has, however, established terms and conditions to address involuntary termination severance benefits for executive officer-level positions in connection with a change in control of the Company or otherwise. For details, see both the "Change of Control Severance Plan" and "Involuntary Termination Severance Plan" discussions within the "Compensation Discussion and Analysis" section of this Proxy Statement.

Pension Benefits. All employees who participate in our KSOP are entitled to their vested amounts upon termination of their employment.

Health and Welfare Benefit and Executive Benefits and Perquisites Continuation. An executive officer is not entitled to any continuation of his or her health and welfare benefits, executive benefits, or perquisites (other than pursuant to COBRA) following the termination of his or her employment, except that any executive officer employed with the Company for at least 10 years may remain on the Company's health insurance policy after he or she retires from the Company, provided he or she pays 100% of the premiums.

Long-Term Incentives. Except in the circumstances discussed above, an executive officer forfeits his or her stock options or unvested shares of restricted stock upon termination of employment, and is not entitled to any continuation of vesting or acceleration of vesting with respect to his or her options or unvested restricted stock awards. The executive would be, however, entitled to exercise any vested options for a period of 90 days after termination and is entitled to continue to hold his or her shares of restricted stock that had previously vested (in the same manner as any other employee of the Company). In the event of a qualifying termination following a change in control, an executive officer is entitled to the acceleration of vesting with respect to all of his or her equity awards, consistent with the Change in Control arrangements described above.

Pay Versus Performance

In accordance with rules adopted by the SEC, we provide the following disclosure regarding executive Compensation Actually Paid ("CAP") (as calculated in accordance with SEC rules) and certain Company performance for the fiscal years listed below. See "Executive Compensation and Other Information" in this Proxy Statement for a complete description of how executive compensation relates to Company performance and how the Compensation Committee makes its decisions.

Year	Summary Compensation Table Total for Joseph Hanna \$	Compensation Actually Paid to Joseph Hanna ⁽¹⁾⁽²⁾⁽³⁾ \$	Average Summary Compensation Table Total for Non-CEO NEOs ⁽⁴⁾ \$	Average Compensation Actually Paid to Non-CEO NEOs ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾ \$	Year-end value of \$100 invested on 12/31/2019 in:			Pre-Tax Income (in millions) \$
					MGRC \$	S&P 500 Industrials Index \$	Net Income (in millions) \$	
2022	3,121,167	4,871,184	1,029,825	1,480,971	138.60	126.96	115.1	154.3
2021	3,261,680	4,386,308	969,855	1,277,750	110.16	157.53	89.7	123.8
2020	2,668,399	1,108,518	857,107	360,892	90.05	123.17	102.0	132.0

(1) Deductions from, and additions to, total compensation in the "Summary Compensation Table" by year to calculate CAP include:

	2022		2021		2020	
	Joseph Hanna	Average Non-CEO NEOs	Joseph Hanna	Average Non-CEO NEOs	Joseph Hanna	Average Non-CEO NEOs
Total Compensation from Summary Compensation Table	\$ 3,121,167	1,029,825	3,261,680	969,855	2,668,399	857,107
Adjustments for Pension						
Adjustment Summary						
Compensation Table Pension	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Amount added for current year service cost	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Amount added for prior service cost impacting current year	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Adjustments for Pension	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Adjustments for Equity Awards						
Adjustment for grant date values in the Summary Compensation Table	\$ (1,350,376)	\$ (357,501)	\$ (1,875,010)	\$ (372,718)	\$ (1,249,594)	\$ (292,346)
Year-end fair value of unvested awards granted in the current year	\$ 2,010,297	\$ 560,930	\$ 1,930,574	\$ 383,763	\$ 983,149	\$ 230,010
Year-over-year difference of year-end fair values for unvested awards granted in prior years	\$ 1,064,726	\$ 241,977	\$ 540,759	\$ 163,405	\$ (838,949)	\$ (267,784)
Fair values at vest date for awards granted and vested in current year	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Difference in fair values between prior year-end fair values and vest date fair values for awards granted in prior years	\$ 25,370	\$ 5,739	\$ 528,305	\$ 133,445	\$ (454,488)	\$ (166,095)
Forfeitures during current year equal to prior year-end fair value.	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Dividends or dividend equivalents not otherwise included in total compensation	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Adjustments for Equity Awards	\$ 1,750,017	\$ 451,146	\$ 1,124,628	\$ 307,895	\$ (1,559,881)	\$ (496,215)
<u>Compensation Actually Paid (as calculated)</u>	<u>\$ 4,871,184</u>	<u>\$ 1,480,971</u>	<u>\$ 4,386,308</u>	<u>\$ 1,277,750</u>	<u>\$ 1,108,518</u>	<u>\$ 360,892</u>

(2) The following summarizes the valuation assumptions used for stock appreciation rights (SARs) included as part of CAP:

- Expected life of each stock option is based on the "simplified method" using an average of the remaining vest and remaining term, as of the vest/FYE date.
- Strike price is based on each grant date closing price and asset price is based on each vest/FYE closing price.
- Risk free rate is based on the Treasury Constant Maturity rate closest to the remaining expected life as of the vest/FYE date.
- Historical volatility is based on daily price history for each expected life (years) prior to each vest/FYE date. Closing prices provided by S&P Capital IQ are adjusted for dividends and splits.
- Represents annual dividend yield on each vest/FYE date.

- (3) Assumptions used in the valuation of equity awards for purposes of calculating CAP were materially the same as at grant date, except for adjusting for expected performance of RSUs at each measurement date.
- (4) Non-CEO NEOs reflect the average "Summary Compensation Table" total compensation and average CAP for the following executives by year:
 2022: Pratt, Keith; Hawkins, Philip; Craft, Melodie; Van Trease, Kristina
 2021: Pratt, Keith; Hawkins, Philip; Liefbrig, John; Craft, Melodie
 2020: Pratt, Keith; Hawkins, Philip; Craft, Melodie; Van Trease, Kristina

Most Important Performance Measures

In our assessment, the most important performance measures used to link CAP (as calculated in accordance with the SEC rules) to Company performance are listed in the table below. The role of each of these performance measures in our executive compensation program is discussed in "Executive Compensation and Other Information" in this Proxy Statement.

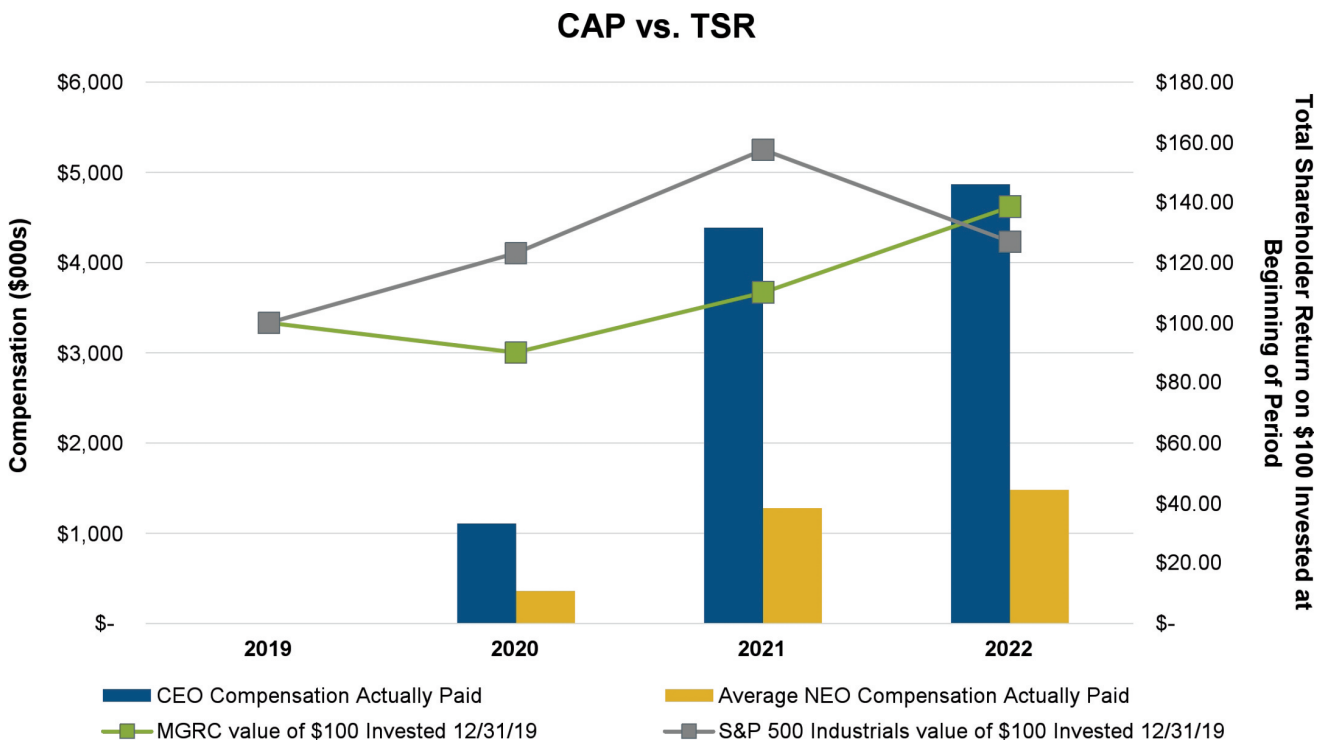
Performance Measures
 Pre-Tax Income
 Return on Invested Capital (ROIC)

Descriptions of the Information Presented in the Pay Versus Performance Table

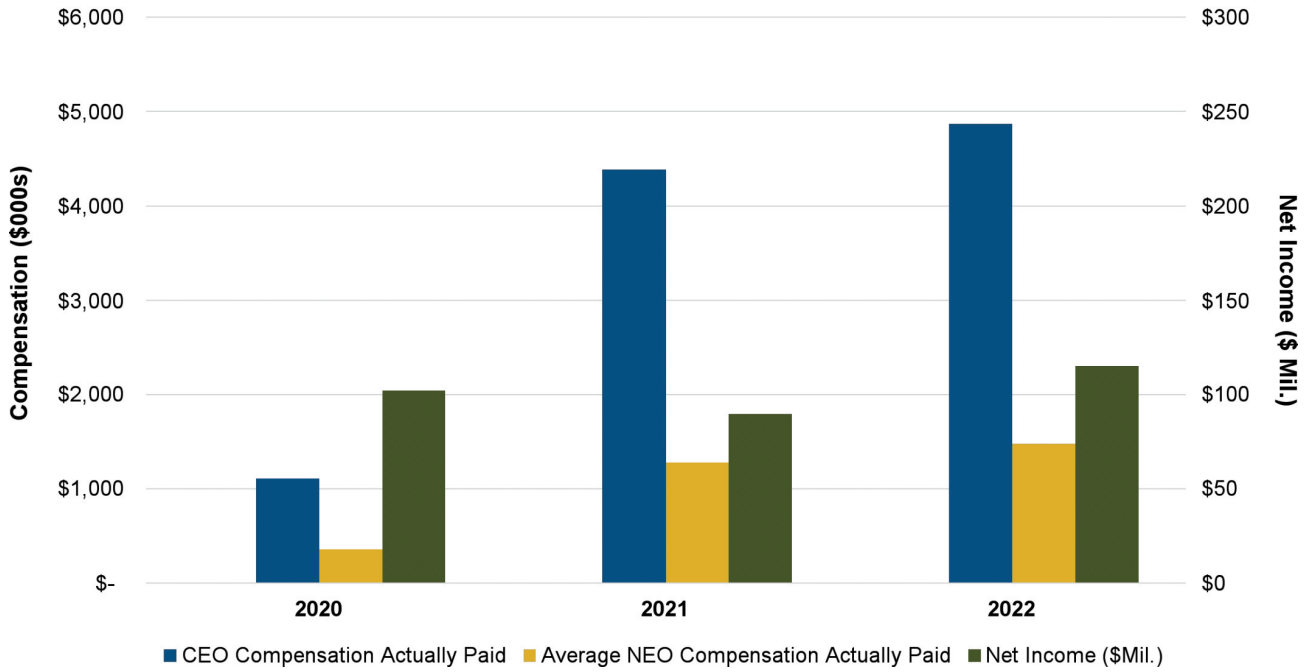
The illustrations below compare CAP (as calculated in accordance with the SEC rules) and the following measures:

- the Company's cumulative TSR and the S&P 500 Industrials Index's cumulative TSR;
- the Company's Net Income; and
- the Company's Pre-Tax Income

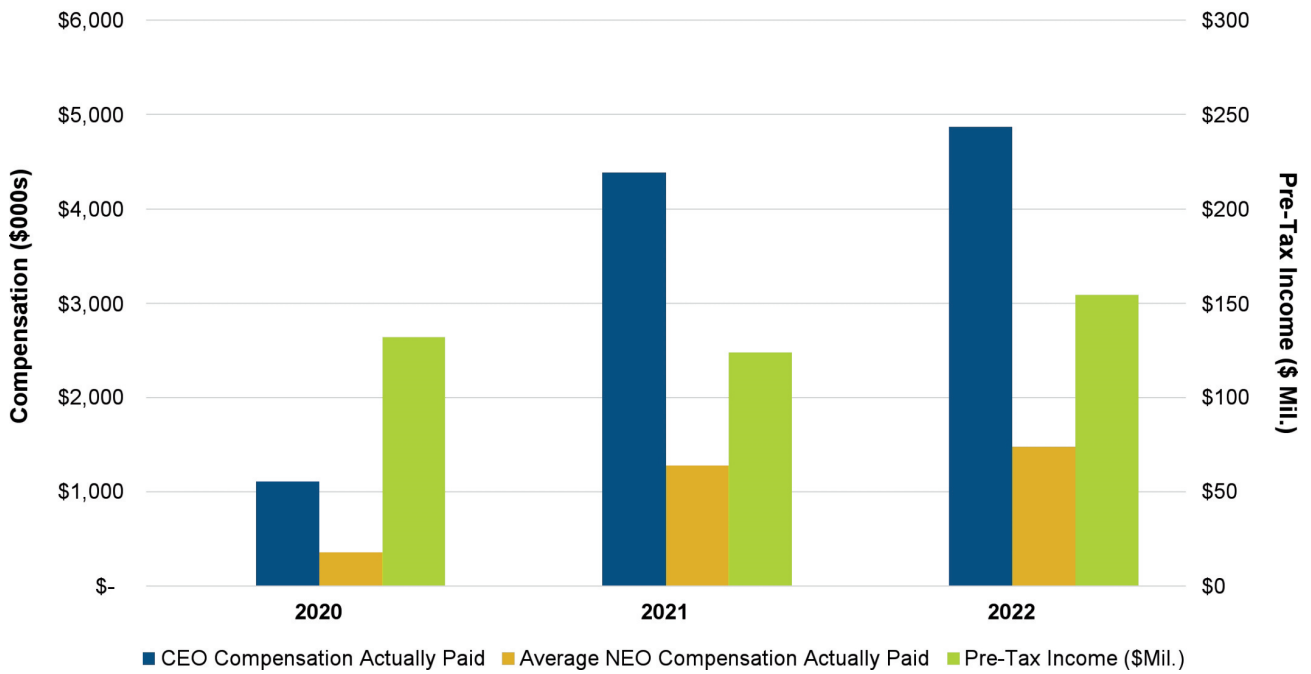
Due to the mechanics of how CAP is calculated, fluctuations in stock price or TSR may have a greater impact on the CAP values than any single financial metric.



CAP vs. Net Income



CAP vs. Pre-Tax Income



Relationships Amongst Directors or Executive Officers

There are no family relationships among any of the directors or executive officers of the Company, with the exception that David M. Whitney and Kristina Van Trease are husband and wife.

Compensation Committee Interlocks and Insider Participation

The Compensation Committee of the Company during 2022 consisted of Messrs. Anderson, Dawson, Shuster, Smith, Stradford, and Mses. Box and Fetter. Mr. Shuster joined the Compensation Committee on September 15, 2022, and Mr. Anderson joined the Compensation Committee on December 1, 2022. No member of the Compensation Committee is a present or former executive officer or employee of the Company or any of its subsidiaries. No executive officer of the Company has served on the board of directors or compensation committee of any entity which has one or more executive officers serving as a member of the Company's Board of Directors or Compensation Committee.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Other than the indemnification agreements described below, there were no transactions in 2022 between the Company and a related person required to be reported under applicable SEC rules.

Indemnification Agreements

The Company has entered into indemnification agreements with each of our directors and executive officers. These agreements require the Company to indemnify our executive officers or directors against expenses and, in certain cases, judgments, settlements, or other payments incurred by an executive officer or director in suits brought by the Company, derivative actions brought by our shareholders, and suits brought by other third parties. Indemnification has been granted under these agreements to the fullest extent permitted under California law in situations where an executive officer or director is made, or threatened to be made, a party to the legal proceeding because of his or her service to the Company. In addition, these agreements require us to advance the expenses incurred by our directors and officers in any proceeding in which indemnification may be provided under the applicable indemnification agreement. In addition, our bylaws provide that we may indemnify our directors, executive officers, or other persons treated as agents under the General Corporation Law of the State of California, and advance related expenses, if approved by the shareholders or a disinterested vote of the Board of Directors.

Policies and Procedures Regarding Related Party Transactions

Pursuant to the Audit Committee Charter, the Audit Committee is responsible for reviewing and discussing with management any transactions or courses of dealing with related parties. The Audit Committee considers the following factors in determining whether to approve or disapprove (with referral to the Board of Directors) any such related party transaction or course of action: (i) the financial accounting accorded the transaction or course of action; (ii) whether the terms or other aspects differ from those that would likely be negotiated with independent parties; and (iii) whether the proposed disclosure of the transaction or course of dealing, if any, is in accordance with generally accepted accounting principles and SEC regulations.

**SECURITY OWNERSHIP OF
CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information known to the Company with respect to beneficial ownership of our Common Stock as of April 20, 2023, by (i) each shareholder known to the Company to own beneficially more than 5% of our Common Stock; (ii) each of our directors; (iii) each executive officer named in the Summary Compensation Table above; and (iv) all directors and executive officers of the Company as a group:

Beneficial Owner(1)(2)	Shares Beneficially Owned(3)	Percentage of Class of Shares Beneficially Owned
The Vanguard Group(4) 100 Vanguard Blvd. Malvern, PA 19355	2,625,188	10.8%
BlackRock, Inc.(5) 55 East 52nd Street New York, NY 10055	2,029,432	8.3%
Franklin Mutual Advisors, LLC(6) 101 John F. Kennedy Parkway Short Hills, NJ 07078-2789	1,613,652	6.6%
Dimensional Fund Advisers LP(7) Building One, 6300 Bee Cave Road Austin, TX 78746.....	1,319,542	5.4%
Joseph Hanna(8)(9).....	160,025	*
Keith E. Pratt(8)(9).....	52,534	*
Philip B. Hawkins(8)(9).....	19,049	*
Melodie Craft(8)(9)(10).....	5,507	*
Kristina Van Trease(8)(9).....	7,711	*
Nicolas C. Anderson(8).....	300	*
Kimberly A. Box(8).....	7,300	*
Smita Conjeevaram(8).....	3,300	*
William J. Dawson(8).....	26,905	*
Elizabeth A. Fetter(8).....	6,600	*
Bradley M. Shuster(8).....	10,500	*
M. Richard Smith(8).....	31,200	*
Dennis P. Stradford(8).....	9,000	*
All executive officers and directors as a group (18 persons)(11).....	392,731	1.6%

* The percentage of shares beneficially owned by this director or executive officer constitutes less than 1% of our Common Stock as of April 20, 2023.

- (1) Except as otherwise indicated, the address of each of the executive officers and directors is c/o McGrath RentCorp, 5700 Las Positas Road, Livermore, California 94551.
- (2) To the Company's knowledge, except as set forth in the footnotes to this table, and subject to applicable community property laws, each shareholder named in this table has sole voting and investment power with respect to the shares set forth opposite such shareholder's name.
- (3) Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to the securities. Shares of the Company's Common Stock subject to equity awards currently exercisable or that will become exercisable within 60 days of April 20, 2023, are deemed outstanding for computing the percentage of the person holding such equity awards, but are not deemed outstanding for computing the percentage of any other person. Percentages are based on 24,476,535 shares of the Company's Common Stock outstanding as of April 20, 2023.
- (4) The Vanguard Group filed Amendment No. 11 to Schedule 13G with the SEC on February 9, 2023, and reported beneficial ownership of 2,625,188 shares, sole dispositive power with respect to 2,560,782 shares of Common Stock, shared voting power with respect to 40,692 shares of Common Stock, and shared dispositive power with respect to 64,406 shares of Common Stock. The Schedule 13G/A contained information as of December 31, 2022, and may not reflect current holdings of the Company's Common Stock.
- (5) BlackRock, Inc. filed Amendment No. 14 to Schedule 13G with the SEC on February 3, 2023, and reported beneficial ownership of 2,029,432 shares and sole voting power with respect to 1,964,310 shares of Common Stock. The Schedule 13G/A contained information as of December 31, 2022, and may not reflect current holdings of the Company's Common Stock.

Proxy Statement

- (6) Franklin Mutual Advisers, LLC filed Amendment No. 1 to Schedule 13G with the SEC on January 24, 2023, and reported beneficial ownership of 1,613,652 shares, sole voting power with respect to 1,529,944 shares, and sole dispositive power with respect to 1,613,652 shares of Common Stock. The securities reported are beneficially owned by one or more open-end investment companies or other managed accounts that are investment management clients of Franklin Mutual Advisers, LLC (“FMA”), an indirect wholly owned subsidiary of Franklin Resources, Inc. (“FRI”). When an investment management contract (including a sub-advisory agreement) delegates to FMA investment discretion or voting power over the securities held in the investment advisory accounts that are subject to that agreement, FRI treats FMA as having sole investment discretion or voting authority, as the case may be, unless the agreement specifies otherwise. Accordingly, FMA reports on Schedule 13G that it has sole investment discretion and voting authority over the securities covered by any such investment management agreement, unless otherwise noted in Item 4 of Schedule 13G. As a result, for purposes of Rule 13d-3 under the Act, FMA may be deemed to be the beneficial owner of the securities reported in Schedule 13G. The Schedule 13G contained information as of December 31, 2022, and may not reflect current holdings of the Company’s Common Stock.
- (7) Dimensional Fund Advisors LP filed Amendment No. 7 to Schedule 13G with the SEC on February 14, 2023, and reported beneficial ownership of 1,319,542 shares, sole voting power with respect to 1,296,764 shares, and sole dispositive power with respect to 1,319,542 shares of Common Stock. Dimensional Fund Advisors LP is an investment advisor registered under Section 203 of the Investment Advisors Act of 1940. It furnishes investment advice to four investment companies who are registered under the Investment Company Act of 1940 and serves as an investment manager or sub-adviser to certain other commingled funds, group trusts and separate accounts (the “Funds”). In its role as an investment advisor, sub-adviser, and/or manager, Dimensional Fund Advisors LP or its subsidiaries (collectively, “Dimensional”) may possess voting and/or investment power over the Common Stock of the Company that is owned by the Funds, and may be deemed to be the beneficial owner of the Common Stock of the Company held by the Funds. However, all securities reported here are owned by the Funds. Dimensional disclaims beneficial ownership of such securities. The Schedule 13G/A contained information as of December 31, 2022, and may not reflect current holdings of the Company’s Common Stock.
- (8) Includes portions of outstanding stock options or RSUs held by executive officers and directors that will be exercisable within 60 days of April 20, 2023, as follows: 159,819 shares for Mr. Hanna; 52,236 shares for Mr. Pratt; 0 shares for Mr. Hawkins; 5,219 shares for Ms. Craft; 6,592 shares for Ms. Van Trease; and 351,524 shares for all executive officers and directors as a group.
- (9) Includes the shares held by the KSOP for the benefit of the named individual. The number of shares included is 206 shares for Mr. Hanna; 298 shares for Mr. Pratt; 19,049 shares for Mr. Hawkins; 288 shares for Ms. Craft; 1,119 shares for Ms. Van Trease; and 37,102 shares for all executive officers and directors as a group. These shares are included because beneficiaries under the KSOP hold sole voting power over the shares (whether or not rights to the shares have vested).
- (10) Ms. Craft resigned from the Company effective March 10, 2023.
- (11) See footnotes (8) and (9).

Communications with the Board of Directors

Our Board of Directors believes that full and open communication between shareholders and members of our Board of Directors is in the best interests of our shareholders. Shareholders may contact any director or committee of the Board of Directors by writing to the Compliance Officer, c/o McGrath RentCorp, 5700 Las Positas Road, Livermore, California 94551. The Compliance Officer will review all such communications for relevance to activities of the Board of Directors and will promptly forward all relevant written communications to the Board of Directors. Comments or complaints relating to our accounting, internal accounting controls, auditing matters, corporate fraud, or violations of federal or state laws may be referred directly to our Audit Committee by writing to the Chairman of the Audit Committee, c/o Compliance Officer, McGrath RentCorp, 5700 Las Positas Road, Livermore, California 94551. Further details can be found in “Reporting Questionable Accounting and Auditing Practices and Policy Prohibiting Retaliation Against Reporting Employees” and “Corporate Governance Guidelines” found on our website at www.mgrc.com under the Investors section.

Shareholder Recommendations for Membership on our Board of Directors

The Corporate Governance and Nominating Committee will consider shareholder recommendations of director nominees. To recommend director nominee(s), a shareholder must submit the following relevant information in writing to the attention of the Compliance Officer at our principal executive offices: (1) the name, age, business, and residence address of the prospective candidate; (2) a brief biographical description of the prospective candidate, including employment history for the past five years and a statement of the qualifications of the prospective candidate; (3) the class and number of shares of our Common Stock, if any, which are beneficially owned by the prospective candidate; (4) a description of all arrangements or understandings between the shareholder and the prospective candidate pursuant to which the nomination is to be made by the shareholder if the shareholder and the prospective candidate are different individuals; (5) the candidate’s signed consent to serve as a director if elected and to be named in our proxy statement; (6) a signed certificate providing the class and number of shares of our Common Stock which are beneficially owned by the shareholder; and (7) any other information that is required to be provided by the shareholder pursuant to Regulation 14A under the Exchange Act. Once the Corporate Governance and Nominating Committee receives the shareholder recommendation, it may deliver to the prospective candidate a questionnaire that requests additional information about the candidate’s independence, qualifications, and other matters, including a possible interview, that would assist the Corporate Governance and Nominating Committee in evaluating the candidate, as well as certain information that must be disclosed about the candidate in our proxy statement or other regulatory filings if nominated.

The Corporate Governance and Nominating Committee will not evaluate candidates differently based on who has made the recommendation. The Corporate Governance and Nominating Committee will consider candidates from any reasonable source, in addition to shareholder recommendations. The Corporate Governance and Nominating Committee has the authority under its charter to hire and pay a fee to consultants or search firms to assist in the process of identifying and evaluating candidates. No such consultants or search firms were used for the slate of director nominees up for election at the Annual Meeting, and, accordingly, no fees have been paid to consultants or search firms in the 2022 fiscal year.

We have not received a director nominee recommendation from any shareholder (or group of shareholders) that beneficially owns more than five percent of our Common Stock.

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires our directors, executive officers, and persons who own more than 10% of our Common Stock (collectively, “Reporting Persons”) to file initial reports of ownership and changes in ownership of our Common Stock with the SEC and the NASDAQ Stock Market. Copies of these reports are also required to be delivered to us. See “*Security Ownership of Certain Beneficial Owners and Management*” above for identification of those persons who qualify as “Reporting Persons.”

We believe, based solely on our review of the copies of such reports submitted on EDGAR and written representations from Reporting Persons, that during the fiscal year ended December 31, 2022, all Reporting Persons complied with all applicable filing requirements in a timely manner.

Code of Business Conduct and Ethics

Our Board of Directors adopted and approved a Code of Business Conduct and Ethics and Whistleblower Policy. This code and Whistleblower Policy apply to all of our employees and our non-employee directors and is posted on our website at www.mgrc.com under the Investors section. The code satisfies the “Code of Ethics” requirements under the Sarbanes-Oxley Act of 2002 as well as the “Code of Conduct” requirements under the Market Place Rules of the NASDAQ Stock Market. The code, among other things, addresses issues relating to conflicts of interests, including internal reporting violations and disclosures, and compliance with applicable laws, rules, and regulations. The purpose of the code is to promote, among other things, honest and ethical conduct, full, fair, accurate, timely, and understandable public disclosures, compliance with applicable laws or regulations, and to ensure to the greatest possible extent that our business is conducted in a legal and ethical manner. Violations under the code or the Whistleblower Policy can be reported anonymously, and the procedures for doing so are set forth in the applicable document. Any waivers or approvals granted under this code with respect to our executive officers and directors may be granted only by the Board of Directors. In addition, any waivers or approvals relating to the principal executive officer, the principal financial officer, the principal accounting officer or controller, or any person performing similar functions must also be obtained from the Audit Committee. Any waivers or approvals to the code with respect to the remainder of the employees may be granted by our Compliance Officer, who is currently Gilda Malek. Any amendments to the code will be promptly disclosed to our shareholders. Our Audit Committee has also established procedures for (a) the receipt, retention, and treatment of complaints received by us regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by our employees of concerns regarding questionable accounting or auditing matters.

Corporate Governance Guidelines

Our Board of Directors adopted and approved a set of Corporate Governance Guidelines. The guidelines set forth the practices our Board follows with respect to, among other things, the composition of the Board and Board committees, director responsibilities, director continuing education, and performance evaluation of the Board. The guidelines are posted on our website at www.mgrc.com under the Investors section.

No Supermajority Vote on Approval of Mergers or Other Business Combinations

Our corporate governance documents do not contain a supermajority standard for the approval of a merger or a business combination. Such transactions require the affirmative vote of a majority of the outstanding shares.

PROPOSAL NO. 2**RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS**

Grant Thornton LLP has been selected by the Audit Committee to be the Company's independent auditors for the Company's fiscal year ending December 31, 2023. Under the Sarbanes-Oxley Act of 2002 and the rules of the SEC promulgated thereunder, the Audit Committee is solely responsible for the appointment, compensation, and oversight of the work of our independent auditors and shareholders are not required to ratify the selection of Grant Thornton LLP. However, we are submitting the selection of Grant Thornton LLP as our independent auditors to our shareholders for ratification as a matter of good corporate practice. In the event that ratification of this selection of independent auditors is not approved by a majority of the shares of Common Stock entitled to vote at the Annual Meeting via online presence or by proxy, the Audit Committee will review our future selection of independent auditors. Even if the appointment of Grant Thornton LLP is ratified by our shareholders, the Audit Committee, in its discretion, may direct the appointment of a different independent auditor at any time during the year if the Audit Committee determines that such a change is in the best interests of the Company and our shareholders.

A representative of Grant Thornton LLP is expected to be present at the Annual Meeting via online presence. The representative will have an opportunity to make a statement and will be available to respond to appropriate questions.

PRINCIPAL ACCOUNTANT FEES AND SERVICES**Audit Fees**

Grant Thornton LLP performed services for the Company in fiscal years 2022 and 2021 related to financial statement audit work, quarterly reviews, and quarterly earnings release reviews. Fees related to services rendered by Grant Thornton LLP for fiscal years 2022 and 2021 were as follows:

	<u>2022</u>	<u>2021</u>
Audit Fees(1)	\$ 1,818,308	\$ 1,869,669
Audit-Related Fees(2).....	\$ 44,405	\$ 44,405
Tax Fees.....	\$ 0	\$ 0
All Other Fees.....	\$ 0	\$ 0
Total.....	<u>\$ 1,862,713</u>	<u>\$ 1,914,074</u>

- (1) Audit fees represent fees for the audit of the Company's consolidated financial statements and internal controls over financial reporting included in our 2022 Annual Report and the review of the Company's consolidated financial statements included in our quarterly reports on Form 10-Q and fees in connection with statutory audits and regulatory filings or engagements.
- (2) Audit-Related Fees include fees associated with obtaining consents in connection with regulatory filings and audit of the Company's Employee Stock Ownership and 401(k) Plans.

Audit and Non-Audit Services Pre-Approval Policy

Under the Sarbanes-Oxley Act of 2002, all audit and non-audit services performed by Grant Thornton LLP, the Company's independent registered public accounting firm, must be approved in advance by the Audit Committee to assure that such services do not impair the auditors' independence from the Company. In April 2004, the Audit Committee adopted an Audit and Non-Audit Services Pre-Approval Policy which sets forth the procedures and conditions pursuant to which audit and non-audit services to be performed by the independent auditors are to be pre-approved. Pursuant to the policy, certain services or categories of services described in detail in the policy may be pre-approved generally on an annual basis together with pre-approved maximum fee levels for such services. The services eligible for annual pre-approval consist of audit services, audit-related services, tax services, and other services. If not pre-approved on an annual basis, proposed services must otherwise be separately approved prior to being performed by the independent auditors. The Audit Committee may also pre-approve particular services on a case-by-case basis. In addition, any services that receive annual pre-approval but exceed the pre-approved maximum fee level also will require separate approval by the Audit Committee. The Audit Committee may delegate authority to pre-approve audit and non-audit services to any member of the Audit Committee, but may not delegate such authority to management. The Company's independent auditors and Chief Financial Officer are required to periodically report to the Audit Committee regarding the extent of services provided by the independent auditors in accordance with the pre-approval policy and the fees for the services performed to date. The Audit Committee pre-approved all of the audit, audit-related, tax, and all other services described as Audit Fees in the table above.

Report of the Audit Committee of the Board of Directors

Notwithstanding anything to the contrary set forth in any of the Company's previous filings under the Securities Act or the Exchange Act that might incorporate future filings, including this Proxy Statement, with the SEC, in whole or in part, the following report shall not be deemed to be incorporated by reference into any such filings, nor shall the following report be deemed to be incorporated by reference into any future filings under the Securities Act or the Exchange Act, unless specifically stated to be incorporated by reference therein.

The Audit Committee currently has five (5) members, consisting of five (5) independent directors, Nicolas C. Anderson, Smita Conjeevaram, William J. Dawson, Elizabeth A. Fetter, and M. Richard Smith. Mr. Dawson serves as its Chairman. The Company's management is responsible for the Company's internal controls, financial reporting, compliance with laws and regulations, and ethical business standards. The Company's independent registered public accounting firm, Grant Thornton LLP, is responsible for performing an independent audit of the Company's consolidated financial statements and internal controls over financial reporting in accordance with generally accepted auditing standards of the Public Company Accounting Oversight Board ("PCAOB") (United States) and to issue reports thereon. The Audit Committee's responsibility is to monitor and oversee these processes as well as the independence and performance of the Company's independent registered public accounting firm. However, the members of the Audit Committee are not professionally engaged in the practice of accounting or auditing and are not experts in the fields of accounting or auditing. They rely, without independent verification, on the information provided to them and on the representations made by management and the independent auditors.

The Audit Committee hereby reports as follows:

1. The Audit Committee has reviewed and discussed the audited consolidated financial statements for the year ended December 31, 2022, and audit of internal controls over financial reporting as of December 31, 2022, with management.
2. The Audit Committee has discussed with Grant Thornton LLP, the Company's independent registered public accounting firm, the matters required to be discussed by the applicable requirements of the PCAOB and the SEC.
3. The Audit Committee has received an independence letter from Grant Thornton LLP as required by the standards of the PCAOB regarding Grant Thornton's communications with the Audit Committee concerning independence and has discussed with Grant Thornton LLP its independence.
4. Based on the reviews and discussions referred to in paragraphs (1) through (3) above, the Audit Committee recommended to the Board of Directors, and the Board of Directors has approved, that the Company's audited consolidated financial statements be included in the 2022 Annual Report that was filed with the SEC on February 22, 2023.

Submitted by the Audit Committee:

William J. Dawson, Chair
 Nicolas C. Anderson
 Smita Conjeevaram
 Elizabeth A. Fetter
 M. Richard Smith

Required Vote

The affirmative vote of the holders of a majority of the shares of the Company's Common Stock present or represented at the Annual Meeting and entitled to vote is required to approve the ratification of the selection of Grant Thornton LLP as our independent auditors for the year 2023. Abstentions will have the same effect as a vote against this proposal and broker "non-votes," if any, will have no effect on this proposal. Because the ratification of auditors is considered a "routine" matter for which brokers may vote in the absence of shareholder direction, there will not be any broker "non-votes" on this proposal.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE RATIFICATION OF THE SELECTION OF GRANT THORNTON LLP.

PROPOSAL NO. 3**NON-BINDING, ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS**

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (“the Dodd-Frank Act”) added Section 14A to the Exchange Act, which requires that we provide our shareholders with the opportunity to vote to approve, on an advisory, non-binding basis, the compensation of our named executive officers as disclosed in this Proxy Statement in accordance with the SEC’s compensation disclosure rules. At the Company’s 2017 Annual Meeting, the Company’s shareholders voted to recommend, on an advisory basis, that advisory votes on executive compensation be held every year. Based on these voting results and consistent with the Company’s recommendation, the Board of Directors is holding an advisory vote on the compensation of the Company’s named executive officers at the 2023 Annual Meeting.

As described in detail under the heading “*Executive Compensation and Other Information—Compensation Discussion and Analysis*,” our executive compensation program is designed to attract and retain exceptional talent, reward past performance, and establish and reward measurable objectives for future performance. Our primary objective is to align our executive officers’ interests with the interests of our shareholders by rewarding the achievement of established goals that contribute to increased long-term shareholder value. Please read the “*Compensation Discussion and Analysis*” in this Proxy Statement for additional details about our executive compensation programs, including information about the fiscal year 2022 compensation of our named executive officers.

As part of designing and implementing the compensation programs for all employees, the Company considers the risks that may be created and whether any such risks may have an adverse impact on the Company, and whether, overall, the Company’s compensation programs are reasonably likely to have a material adverse impact on the Company. In making this determination, the Company considers the overall mix of compensation for employees as well as the various risk control and mitigation features of our compensation plans, including appropriate performance measures and targets and incentive plan payout maximums.

The Compensation Committee continually reviews the compensation programs applicable to our named executive officers to ensure they achieve the desired goals of aligning our executive compensation structure with our shareholders’ interests and current market practices.

A more complete explanation of these changes is included in the “*Compensation Discussion and Analysis*” section of this Proxy Statement.

We are asking our shareholders to indicate their support for our named executive officer compensation as described in this Proxy Statement. This proposal, commonly known as a “say-on-pay” proposal, gives our shareholders the opportunity to indicate whether they approve of our named executive officers’ compensation. This vote is not intended to address any specific element of compensation, but rather relates to the overall compensation of our named executive officers and the philosophy, policies, and practices described in this Proxy Statement in accordance with the SEC’s compensation disclosure rules. Accordingly, we will ask our shareholders to vote “FOR” the following resolution at the Annual Meeting:

“RESOLVED, that the Company’s shareholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed in the Company’s Proxy Statement for the 2023 Annual Meeting of Shareholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the Summary Compensation Table, and the other related tables and disclosure.”

The say-on-pay vote is advisory, and therefore not binding on the Company, the Compensation Committee, or the Board of Directors. The Board of Directors and our Compensation Committee value the opinions of our shareholders and, to the extent there is any significant vote against the named executive officer compensation as disclosed in this Proxy Statement, we will consider our shareholders’ concerns and the Compensation Committee will evaluate whether any actions are necessary to address those concerns.

Required Vote

The affirmative vote of the holders of a majority of the shares of the Company's Common Stock present or represented at the Annual Meeting and entitled to vote is required to approve, on an advisory basis, the compensation of the Company's named executive officers. Abstentions will have the same effect as a vote against this proposal and broker "non-votes," if any, will have no effect on this proposal.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THIS PROXY STATEMENT PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SECURITIES AND EXCHANGE COMMISSION.

PROPOSAL NO. 4

NON-BINDING, ADVISORY VOTE ON THE FREQUENCY OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION

The Dodd-Frank Act also provides that shareholders must be given the opportunity to vote, on a non-binding, advisory basis, for their preference as to how frequently we should seek an advisory vote on the compensation of our named executive officers as disclosed in accordance with the SEC's compensation disclosure rules, which we refer to as an advisory vote on executive compensation. By voting on this Proposal 4, shareholders may indicate whether they would prefer that we seek future advisory votes on executive compensation once every one, two or three years. Shareholders also may, if they wish, abstain from casting a vote on this proposal.

In consideration of good corporate governance, our Board of Directors has determined that an advisory vote on executive compensation that occurs every year is the most appropriate for the Company and therefore our Board of Directors recommends that you vote for a one-year interval for the advisory vote on executive compensation. The Company recognizes that the shareholders may have different views as to the best approach for the Company, and therefore we look forward to hearing from our shareholders as to their preferences on the frequency of an advisory vote on executive compensation.

Shareholders may cast a vote on the preferred voting frequency by selecting the option of one year, two years or three years (or abstain) when voting in response to the resolution set forth below.

“RESOLVED, that the shareholders determine, on an advisory basis, whether the preferred frequency of an advisory vote on the executive compensation of the Company's named executive officers should be every year, every two years, or every three years.”

This vote is advisory and not binding on the Board of Directors or the Company in any way; however, the Board of Directors and the Compensation Committee will take into account the outcome of the vote when considering the frequency of future advisory votes on executive compensation. The Board of Directors may decide that it is in the best interests of our shareholders and the Company to hold an advisory vote on executive compensation more or less frequently than the frequency receiving the most votes cast by our shareholders.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE OPTION OF ONE YEAR AS THE PREFERRED FREQUENCY WITH WHICH SHAREHOLDERS ARE PROVIDED WITH AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.

OTHER MATTERS

The Board of Directors knows of no other business which will be presented at the Annual Meeting. If any other business is properly brought before the Annual Meeting, it is intended that proxies in the enclosed form will be voted in respect thereof in accordance with the judgments of the persons voting the proxies.

By Order of the Board of Directors,

Keith E. Pratt
*Executive Vice President, Chief Financial Officer
and Assistant Corporate Secretary*

April 28, 2023
Livermore, California

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