

UNITED RENTALS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

1. General Purpose.

The general purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of United Rentals, Inc. (the “Company”) is to discharge the responsibilities described below relating to (i) Board and committee composition, (ii) corporate governance and (iii) performance evaluation of the Board and management as more fully described in Section 4.

2. Responsibilities Relating to Board and Committee Composition.

2.1. The Committee’s responsibilities shall be to:

- develop and periodically review criteria for evaluating prospective candidates to the Board or any committee thereof, including any specific minimum qualifications for recommendation to the Board and any specific qualities or skills necessary for one or more directors to possess, with all such criteria for Board or committee candidacy subject to approval by the Board;
- identify individuals qualified to become Board or committee members, consistent with (i) the criteria approved by the Board, including those set forth in the Company’s Corporate Governance Guidelines and Independence Standards, (ii) factors set forth in the applicable committee charter, if any, and (iii) such other factors as the Committee deems appropriate, which may include the candidate’s judgment, skill, background and experience and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board; and
- recommend to the Board those individuals that should be nominees for election or re-election to the Board at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders, or otherwise appointed to the Board or any committee thereof (with authority for final approval remaining with the Board).

2.2. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee (or the Board in the absence of the Committee) shall identify and recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election of the stockholders.

2.3. In the case of a vacancy on any committee of the Board (including the Committee), the Committee (or the Board in the absence of the Committee) shall identify and recommend to the Board an individual to fill such vacancy through appointment by the Board to the relevant committee.

2.4. The Committee shall consider all candidates recommended by the Company’s stockholders in accordance with the procedures set forth in the annual proxy statement and the Company’s Bylaws. The Committee may consider candidates proposed by management, but is not required to do so.

- 2.5. The Committee shall develop, and recommend to the Board, the Independence Standards to be applied in making determinations as to the absence of material relationships between the Company and a director and review such Independence Standards periodically.
 - 2.6. The Committee shall review and assess at least annually the independence of the members of the Board and its committees according to the Independence Standards.
 - 2.7. The Committee shall make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size, structure and composition of the Board or any committee thereof.
 - 2.8. The Committee shall perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.
3. Responsibilities Relating to Corporate Governance.
- 3.1. The Committee shall be responsible for taking a leadership role in shaping the corporate governance of the Company. As part of this responsibility, the Committee shall develop, and recommend to the Board, a set of Corporate Governance Guidelines for the Company and review those Corporate Governance Guidelines at least once a year.
 - 3.2. The Corporate Governance Guidelines should, at a minimum, address (i) director qualification standards, (ii) director responsibilities, (iii) director access to management and, as necessary and appropriate, independent advisors, (iv) director compensation, (v) director orientation and continuing education, (vi) management succession, (vii) annual self-evaluation of the Board, (viii) evaluation of management and (ix) such other matters as may be required by the rules of the New York Stock Exchange (“NYSE”).
 - 3.3. The Committee shall meet at least once a year to review (i) the Company’s policies and practices with respect to environmental, social and governance matters; and (ii) current and emerging trends in environmental, social and governance matters that may affect the Company’s business activities, performance or reputation.
 - 3.4. The Committee shall review stockholder proposals submitted pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, as amended, and recommend appropriate actions to the Board.
 - 3.5. The Committee shall review and consider the Company’s policy on political spending practices.
4. Responsibilities Relating to Board and Management Evaluation.
- The Committee shall coordinate and oversee the evaluation processes for the Board and management that are required by the Company’s Corporate Governance Guidelines; provided, however, that the Committee’s responsibility as it relates to the performance of management shall be limited to ensuring that such evaluation is conducted in accordance with procedures established by the Board’s Compensation Committee.

5. Authority to Retain Advisors; Access to Records.

- 5.1. The Committee shall have sole authority to (i) select, retain and terminate any search firm to be used to identify director candidates and (ii) approve the search firm's fees and other retention terms.
- 5.2. The Committee shall have such other resources and authority necessary or appropriate to carry out its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of, such other advisors or experts as it deems necessary or appropriate, without seeking the approval of the Board or management.
- 5.3. The Company shall provide for appropriate funding, as determined by the Committee, for payment of (i) compensation to any search firm or other advisors or experts employed by the Committee and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties and responsibilities.
- 5.4. The Committee is empowered to investigate any relevant matter brought to its attention with full access to any relevant books, records, facilities and personnel of the Company.

6. Composition, Structure and Operation of the Committee.

- 6.1. The Committee shall be comprised of three or more directors appointed by the Board, based on nominations recommended by the Committee. Each member of the Committee must have no material relationship with the Company as determined by the Board and must otherwise be "independent" within the meaning of the rules of the NYSE.
- 6.2. The Board (or, in the absence of its acting, the Committee) may appoint one member of the Committee to serve as Chairman of the Committee.
- 6.3. Any member of the Committee may be removed by the Board, with or without cause, at any time.
- 6.4. The Committee shall meet as often as it determines is necessary to carry out its duties and responsibilities.
- 6.5. At all meetings of the Committee, a majority of the entire Committee shall be necessary and sufficient to constitute a quorum for the transaction of business.
- 6.6. The vote of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may also act by unanimous written consent as provided in the Company's by-laws or applicable Delaware law.
- 6.7. The Committee may hold meetings, both regular and special, either within or without the State of Delaware. Regular meetings of the Committee may be held without notice at such time and at such place as may from time to time be determined by the Committee. Special meetings of the Committee may be called by any member of the Committee or by the Chairman of the Board. Notice for Committee meetings, when required, shall be given in the same manner as notice for a Board meeting.
- 6.8. Meetings of the Committee shall be presided over by the Chairman of the Committee, if any, or in the absence of a Chairman by a chairman chosen at the meeting.
- 6.9. The Committee shall conduct, in such a manner as the Committee deems appropriate,

and review with the Board an evaluation of the Committee's own performance at least annually to determine whether (i) it is functioning effectively in accordance with the requirements of this Charter and (ii) any amendments or improvements to this Charter are necessary or desirable and should be proposed to the Board.

- 6.10. The Committee shall record minutes of each of its meetings and such minutes shall be duly filed in the Company's records.
- 6.11. The Committee shall make a report to the Board on its activities at the next Board meeting following a Committee Meeting. Such report may be made orally or in writing or by providing copies of relevant minutes.
- 6.12. The Committee may form, and delegate any portion of its duties and responsibilities to, subcommittees so long as such subcommittees are solely comprised of members of the Committee. The requirements for action by a subcommittee shall, except as otherwise provided by act of the Committee, be the same as applicable to the Committee.