

UNITED RENTALS, INC.

STRATEGY COMMITTEE CHARTER

1. General Purpose.

The general purpose of the Strategy Committee (the “Committee”) of the Board of Directors (the “Board”) of United Rentals, Inc. (the “Company”) is to assist management and the Board in overseeing the development and implementation of the Company’s corporate strategy, including long- and short-term strategic planning and related operational decision-making as well as technological and digital innovation, as contemplated by the Company’s Corporate Governance Guidelines.

2. Committee Authority and Responsibilities.

2.1. Management of the Company shall be responsible for the development and execution of the Company’s strategic plans and the Board shall be responsible for approving and overseeing such plans. The Committee’s role is advisory. Accordingly, the Committee shall assist management and the Board with the following responsibilities, which are intended to be illustrative and not exhaustive:

- Identifying and setting strategic goals and developing and refining an overall corporate strategy to meet and/or achieve such goals;
- Identifying significant opportunities and challenges facing the Company, including potential M&A, competition in the industry, regulatory considerations, changes in economic and market conditions and emerging trends, particularly with respect to disruptive technology and products; and
- Assessing the Company’s performance with respect to strategy execution and implementation as well as regularly providing feedback to management and the Board.

2.2. The Committee shall work with management from time to time to set agendas and prepare materials for meetings of the Board where strategy matters are expected to be discussed and otherwise support the Board and serve as a resource to management as requested between regularly scheduled Board meetings regarding the development and/or refinement of the Company’s corporate strategy.

2.3. The Committee shall carry out such other duties or responsibilities as may be delegated to it or otherwise requested by the Board from time to time.

3. Authority to Retain Advisors; Access to Records.

3.1. The Committee shall have the 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 advisors or experts

as it deems necessary or appropriate, without seeking the approval of the Board or management.

- 3.2. The Company shall provide for appropriate funding, as determined by the Committee, for payment of (i) compensation to any 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.
- 3.3. The Committee shall have full access to any relevant books, records, facilities and personnel of the Company.

4. Composition, Structure and Operation of the Committee.

- 4.1. The Committee shall be comprised of three or more directors appointed by the Board, based on nominations recommended by the Company's Nominating and Corporate Governance Committee, and shall include the Chief Executive Officer (at such times as the Chief Executive Officer is also a director).
- 4.2. 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.
- 4.3. Any member of the Committee may be removed by the Board, with or without cause, at any time.
- 4.4. The Committee shall meet as often as it determines is necessary to carry out its duties and responsibilities.
- 4.5. 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.
- 4.6. 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.
- 4.7. The Committee may hold meetings either within or without the State of Delaware. Meetings of the Committee may be called by any member of the Committee or by the Chairman of the Board. Notice for a Committee meeting shall be given in the same manner as notice for a Board meeting.
- 4.8. 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.
- 4.9. The Committee shall record minutes of each of its meetings and such minutes shall be duly filed in the Company's records.

- 4.10. The Committee shall make a report to the full 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.
- 4.11. 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.
- 4.12. The Committee may form, and delegate any portion of its duties and responsibilities to subcommittees so long as such subcommittees are at least partially 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.