

**MOBILE MINI, INC.**  
**Supplemental Code of Ethics for**  
**Chief Executive Officer and Senior Financial Officers**

**As Amended and Restated to be effective January 1, 2017**

Mobile Mini, Inc., a Delaware corporation (the “Company”), is committed to making full, accurate and timely financial disclosure in compliance with applicable laws, rules and regulations and to maintaining its books and records in accordance with applicable accounting policies, laws, rules and regulations. This Supplemental Code of Ethics for the Company’s Chief Executive Officer, Chief Financial Officer, Principal Accounting Officer, Controller and Senior Accounting Officer (collectively, the “Senior Financial Officers”) (this “Supplemental Code”), sets forth specific policies to guide the Company’s Senior Financial Officers in the performance of their duties. As Senior Financial Officers, you perform tasks that are critical to the Company. This Supplemental Code is designed to assist you in those tasks.

The Company’s Code of Business Conduct and Ethics (the “Code”), which this Supplemental Code is intended to supplement, sets forth the fundamental principles and key policies and procedures that govern the conduct of all of us in the Company’s business. You are bound by the requirements and standards set forth in the Code, as well as those set forth in this Supplemental Code and in other applicable policies and procedures of the Company.

**SPECIAL ETHICS OBLIGATIONS FOR EMPLOYEES WITH FINANCIAL REPORTING RESPONSIBILITIES**

Each Senior Financial Officer bears a special responsibility for promoting integrity throughout the Company. Furthermore, Senior Financial Officers have a responsibility to foster a culture throughout the Company as a whole that ensures the fair and timely reporting of the Company’s results of operation and financial condition and other financial information.

Because of this special role, Senior Financial Officers are bound by the following Senior Officer Code of Ethics, and each agrees that he or she will:

- Perform his or her duties in an honest and ethical manner.
- Handle all actual or apparent conflicts of interest between his or her personal and professional relationships in an ethical manner.
- Take all necessary actions to ensure full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, government agencies and in other public communications.
- Comply with all applicable laws, rules and regulations of federal, state and local governments.
- Proactively promote and be an example of ethical behavior in the work environment.

## **DISCLOSURES IN PERIODIC REPORTS AND OTHER PUBLIC COMMUNICATIONS**

As a public company, the Company is required to file various periodic reports with the Securities and Exchange Commission (the “SEC”). It is Company policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws and regulations in all required periodic reports and in all other public communications made by the Company. You must take all steps available to assist the Company in fulfilling these responsibilities consistent with your role within the Company. In particular, you are required to provide prompt and accurate answers to all inquiries made to you in connection with the Company’s preparation of its public reports and disclosure.

The Company’s Chief Executive Officer and Chief Financial Officer are responsible for designing, establishing, maintaining, reviewing and evaluating on a quarterly basis the effectiveness of the Company’s disclosure controls and procedures (as such term is defined by applicable SEC rules). Senior Financial Officers shall take all steps necessary or advisable to ensure that all disclosure in reports and documents filed with or submitted to the SEC, and all disclosure in other public communication made by the Company, is full, fair, accurate, timely and understandable.

Senior Financial Officers are also responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Senior Financial Officers will take all necessary steps to ensure compliance with established accounting procedures, the Company’s system of internal controls and generally accepted accounting principles. Senior Financial Officers will ensure that the Company makes and keeps books, records and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company. Senior Financial Officers will also ensure that the Company devises and maintains a system of internal accounting controls sufficient to provide reasonable assurances that:

transactions are executed in accordance with management’s general or specific authorization;

transactions are recorded as necessary (a) to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and (b) to maintain accountability for assets;

access to assets is permitted, and receipts and expenditures are made, only in accordance with management’s general or specific authorization; and

the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences, all to permit prevention or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on the Company’s financial statements.

Any attempt to enter inaccurate or fraudulent information into the Company's accounting system will not be tolerated and will result in disciplinary action, up to and including termination of employment.

## **COMPLIANCE WITH SUPPLEMENTAL CODE OF ETHICS**

If you have questions about this Supplemental Code, you should seek guidance from the Company's General Counsel. If you know of or suspect a violation of applicable laws or regulations or this Supplemental Code, you must immediately report that information to the General Counsel and the Nominating and Corporate Governance Committee of the Board of Directors. No one will be subject to retaliation because of a good faith report of suspected misconduct.

## **WAIVERS OF THE CODE**

The Company will waive application of the policies set forth in this Supplemental Code only when circumstances warrant granting a waiver, and then only in conjunction with any appropriate monitoring of the particular situation. Changes in and waivers of this Supplemental Code may be made only by the Board of Directors and will be disclosed as required under applicable law and regulations.

## **NO RIGHTS CREATED**

This Supplemental Code is a statement of the fundamental principles and key policies and procedures that govern the Company's Senior Financial Officers in the conduct of the Company's business. It is not intended to and does not constitute an employment contract or assurance of continued employment, and does not create any rights in any employee, client, supplier, competitor, shareholder or any other person or entity.