

## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

### **Membership**

The Nominating and corporate Governance Committee shall consist of three or more directors all of whom in the judgment of the Board of Directors shall be independent in accordance with the listing standards of the NASDAQ Stock Market.

### **Purpose**

The Committee shall consider and make recommendations to the Board of Directors concerning the appropriate size, functions and needs of the Board, shall assist the Board in determining the skills and qualities of individuals being recommended for membership on the Board, and shall review and assess the adequacy of the Company's corporate governance guidelines and codes of business ethics and conduct.

### **Responsibilities and Functions**

The Committee is responsible for considering and making recommendations to the Board concerning the appropriate size, functions and needs of the Board. The responsibilities of the Committee include:

- Developing and recommending to the Board the criteria for Board membership and Board committee membership;
- Considering, recommending and recruiting candidates to fill new positions on the Board;
- Reviewing candidates' qualification for membership on the Board or a committee of the Board;
- Reviewing candidates recommended by shareholders;
- Conducting the appropriate and necessary inquiries into the background and qualifications of possible candidates;
- Recommending director nominees for approval by the Board and the shareholders; and
- If a "lead director" is determined to be necessary, reviewing the role and qualifications of the "lead director," reviewing the independence of the lead director; and ensuring that a lead director is elected from time to time as appropriate and is serving at the pleasure of the independent members of the Board.
- Developing and recommending to the Board for approval standards for determining whether a director has a relationship with the Company that would impair its independence.
- Reviewing and discussing with management the disclosure regarding the operations of the Committee and director independence, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

The Committee shall have the following additional functions:

- At least annually, lead the Board or the non-employee members of the Board, as the Committee shall determine, in a self-evaluation to determine whether the Board and its committee are functioning effectively;
- At least annually, review and assess the adequacy of the Company's corporate governance guidelines and codes of business ethics and conduct, and recommend any proposed changes to the Board;
- Oversee compliance with the Company's corporate governance guidelines and code(s) of business ethics and conduct, and review and consider any requests for waivers of the Company's corporate governance guidelines or code(s) of business ethics and conduct for Company directors, executive officers and other senior financial officers, and make a recommendation to the Board with respect to such request for a waiver;
- Review and approve orientation and continuing education materials and association membership(s) for directors;
- At least annually, evaluate its own performance and report to the Board on such evaluation;
- Periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval;
- Review periodically with the Chairman and the CEO the succession plans relating to such positions as the Committee shall determine (which in any event shall include the chief executive officer, the chief financial officer and the chief operating); and
- Review, at least annually, the Company's compliance with the NASDAQ corporate governance listing requirements, and report to the Board regarding the same.

### **Outside Advisors**

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside counsel and any other advisors.

### **Limitations**

The Committee shall not exercise any powers or duties, or take any action (i) that may not be delegated by the Board pursuant to Section 141 of the Delaware General Corporation Law or the By-Laws of the Company or otherwise prohibited Mobile Mini, Inc. by applicable law or (ii) that has been delegated to other committees of the Board. The Committee shall not have the power to appoint any director of the Company, whether to fill any vacancy or otherwise.

### **Meetings**

The Committee shall meet as necessary, but at least once each year, to enable it to fulfill its responsibilities, The Committee shall meet at the call of its Chairperson, preferably in conjunction with regular Board meetings. The Committee may meet by telephone conference call or by any other means permitted by law or the Company's bylaws. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Without a meeting, the Committee may act by unanimous written consent of all members. The Committee shall determine its own rules and procedures. The secretary need not be a member of the Committee and shall attend Committee meetings and prepare minutes. The Committee shall keep written minutes of its meetings, which shall be recorded or filed with the books and records of the Company. Any member of the Board shall be provided with copies of such Committee minutes if requested.

The Committee may ask members of management or others whose advice and counsel are relevant to the issues then being considered by the Committee, to attend any meetings and to provide such pertinent information as the Committee may request.

Amended and Restated: November 6, 2013