

**BAKERCORP INTERNATIONAL HOLDINGS, INC.**

**CHARTER OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS**

**(Adopted Effective as of September 28, 2011)**

**I. PURPOSE AND ROLE**

The Compensation Committee (the “Committee”) of BakerCorp International Holdings, Inc. (the “Company”) is appointed by the Board of Directors of the Company (the “Board”) to assist the Board with matters related to executive compensation and employee benefits plans. The Committee shall have direct responsibility and authority to:

- (1) Review and approve corporate goals and objectives relevant to compensation of the chief executive officer (the “CEO”) of the Company or its subsidiaries, evaluate the CEO’s performance in light of those goals and objectives, and determine and approve the CEO’s compensation level based on this evaluation;
- (2) Evaluate and determine the compensation of executive officers of the Company or its subsidiaries other than the CEO (the “Executive Officers”) (and, at the election of the Committee, evaluate and determine the compensation of officers and employees of the Company or its subsidiaries other than Executive Officers);
- (3) Establish, amend, modify, or terminate the Company’s incentive compensation and equity-based plans, qualified retirement plans, health or welfare plans, deferred compensation plans, and any other benefit plan, program or arrangement sponsored or maintained by the Company or any of its subsidiaries, or, if such action is reserved by the Board pursuant to the terms of the applicable plan, make recommendations to the Board or the board of directors of any subsidiary of the Company, as applicable, with respect thereto; and
- (4) To the extent applicable, review and discuss with management any “Compensation Discussion and Analysis” of the Company or any of its subsidiaries and, based on such review and discussion, recommend to the Board whether the Compensation Discussion and Analysis should be included in any annual report issued by the Company and to issue an annual compensation report on executive officer compensation for inclusion in any such annual report in accordance with the applicable laws, rules and regulations of the Securities and Exchange Commission (the “SEC”).

This Compensation Committee charter (the “Charter”) has been approved by the Board and may be amended by the Board from time to time in compliance with applicable laws, rules and regulations, including the applicable rules of the SEC and any securities exchange or automated quotation system, if applicable.

## **II. COMPOSITION AND APPOINTMENT**

The Committee will be comprised of one or more directors. Members of the Committee shall be appointed by the Board and shall serve until their death, resignation or removal by the Board. The Board will also appoint members of the Committee as vacancies or newly created positions occur. The Board shall designate one member of the Committee as chairperson (the “Chairperson”). The Board may designate one or more directors as alternate members of the Committee, who may replace any absent or disqualified member at any meeting of the Committee. A member of the Committee shall be deemed to have resigned from the Committee at such time that the member shall no longer be a director of the Company.

## **III. PROCEDURE AND MEETINGS**

The Committee will meet as required to fulfill its responsibilities set forth in this Charter or the Company’s by-laws. The Chairperson or his or her designee shall set in advance of each meeting an agenda and preside over all meetings of the Committee. The Committee shall meet at least one time each year and at such other times as the Chairperson deems appropriate. A majority of the members of the Committee shall constitute a quorum; provided, that, if the Committee consists of two members, both members shall constitute a quorum. The vote of a majority of the members present at any meeting at which a quorum is present shall be the act of the Committee; provided, that, if the Committee consists of two members, the vote of both members shall be the act of the Committee. The Committee may meet in person or telephonically. Any decision or determination of the Committee in writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

The Chairperson or a majority of the members of the Committee may call a special meeting of the Committee. At the discretion of the Committee, other members of the Board and any officer or employee of the Company may be invited to attend and participate in meetings of the Committee. The Committee shall have the authority to form, and delegate authority and responsibilities to, subcommittees when it deems appropriate. The Committee shall periodically review any such delegations and may revoke any such delegation at any time.

## **IV. PRINCIPAL RESPONSIBILITIES AND DUTIES**

The Committee’s responsibilities and duties are:

### **A. Compensation and Benefits Policies**

1. To establish, review, approve and oversee the procedures and substance of the Company’s compensation and benefits policies (subject, if applicable, to shareholder ratification), including establishing, reviewing and approving any incentive-compensation and equity-based plans of the Company or any of its subsidiaries to the extent Board-level approval is required for such plans. The Committee shall provide oversight and supervision to management with regard to the employee pension, profit sharing, severance and other benefit plans and trusts of the Company and its subsidiaries. In establishing and reviewing such compensation and benefits policies, the Committee may consider the recruitment,

development, promotion, retention and compensation of executive officers and other employees of the Company or its subsidiaries and any other factors it deems appropriate. The Committee shall report the results of such review and any action it takes with respect to the Company's compensation and benefits policies to the Board.

**B. Executive Compensation and Performance Evaluation**

1. Subject to the terms of any contracts with the CEO and the Executive Officers, to review and determine the annual salary, bonus, stock options and other compensation, incentives and benefits, direct and indirect, of the CEO and the Company's other Executive Officers.
2. To establish, and annually review and approve, annual and long-term performance goals and objectives for the CEO, the Executive Officers and other Company officers.
3. To review and authorize the Company or any of its subsidiaries to enter into employment, severance or other compensation agreements with the CEO and other Executive Officers of the Company (and, at the option of the Committee, other officers and employees of the Company or its subsidiaries).
4. To periodically review and consider the competitiveness of the Company's executive compensation.
5. To review new executive compensation programs, review on a periodic basis the operation of existing executive compensation programs to determine whether they are properly coordinated, and establish and periodically review policies for the administration of executive compensation programs.

**C. Director Compensation**

1. To review and determine the compensation for non-employee directors periodically (including compensation for service on the Board and Board committees, meeting fees and equity-based compensation). The Committee shall also be responsible for the oversight and administration of any plans or programs providing for the compensation of non-employee directors.

**D. Incentive Compensation Plans and Equity-Based Plans**

1. To administer the executive incentive compensation and equity-based plans and to exercise all of the authority and discretion provided under those plans and to perform such duties and responsibilities as may be assigned by the Board to the Committee under the terms of any executive compensation plan, incentive compensation plan or equity-based plan.
2. To review the creation and/or revision of the executive incentive compensation and equity-based plans and oversee the activities of the individuals responsible for

administering the plans. In determining long-term incentive compensation, the Committee will consider, among other things, the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers and other officers of comparable companies and the awards given to the CEO and the Executive Officers and other key employees in the past.

#### **E. Other Committee Responsibilities**

1. To establish and periodically review policies in the area of management perquisites and "fringe" benefits.
2. To review and approve any contracts or other transactions with current or former executive officers of the Company, including consulting agreements, employment agreements, change-in-control, severance or termination arrangements.
3. To perform such duties and responsibilities as may be assigned by the Board to the Committee under the terms of any executive compensation plan, incentive compensation plan or equity-based plan.
4. To plan for executive development and succession.
5. To recommend to the Board those aspects of the Company's compensation policy which require consideration and approval by the full Board.
6. To oversee compliance with any compensation reporting requirements of the SEC applicable to the Company or its subsidiaries.
7. To consider and discuss with management and the Board the Company's compensation practices and policies for all employees as they relate to risk management and risk-taking incentives.

#### **V. RESOURCES**

The Committee shall have direct access to, and complete and open communications with, senior management and may obtain advice and assistance from internal legal, accounting, and other advisors to assist it, including outside counsel. The Committee shall have authority to retain such compensation consultants, outside counsel and other advisors as the Committee may deem necessary or appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms associated with the retention of any such firm or individual, which fees shall be paid by the Company. In determining whether to retain or terminate a provider of such services, the Committee may, in its discretion, obtain the input of senior management.

If a compensation consultant is to assist in the evaluation of director, CEO or executive officer compensation, the Committee shall have sole authority to retain and terminate the consulting firm, including sole authority to approve the firm's fees and other retention terms.

## **VI. RELIANCE ON OTHERS**

Unless a Committee member has knowledge that makes reliance unwarranted, each Committee member, in discharging his or her duties to the Company, may rely on information, opinions, reports, or statements, any of which may be written or oral, formal or informal, including financial statements, valuation reports, and other financial data, if prepared or presented by: (a) one or more officers or employees of the Company whom the Committee member believes in his or her reasonable business judgment and good faith to be reliable and competent in the matters presented; (b) compensation consultants, legal counsel, or other persons as to matters which the Committee member believes in his or her reasonable business judgment and good faith to be within the professional or expert competence of such person; or (c) another committee of the Board of which such Committee member is not a member if the Committee member believes in his or her reasonable business judgment and good faith that such committee merits confidence.

## **VII. ADEQUACY OF CHARTER**

The Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval. To the extent required by applicable law, rules or regulations, a copy of this Charter will be attached to the Company's website or otherwise made available to the Company's security holders.

## **VIII. MINUTES; REPORTS TO BOARD OF DIRECTORS**

The Committee shall keep correct and complete minutes of its proceedings and the names and places of residence of its members.

The Committee shall submit copies of the minutes of all Committee meetings to the Board and report regularly to the full Board with respect to its activities.

## **IX. ANNUAL EVALUATION OF PERFORMANCE AND CHARTER**

At least annually, the Committee shall conduct an evaluation of its performance and this Charter. The Committee shall report its conclusions regarding this evaluation to the Board. The Committee's report should generally include an assessment of its compliance with this Charter, as well as identification of areas in which the Committee could improve its performance.

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