

WHISTLEBLOWER AND NON-RETALIATION POLICY

This Whistleblower and Non-Retaliation Policy (“Policy”) applies to officers, employees, and directors of BakerCorp and its subsidiaries and affiliates (the “Company”) and any persons engaged (directly or indirectly) to act on behalf of the Company, including agents, representatives, temporary agency personnel, and contract-basis personnel, wherever located (collectively referred to as “Company Personnel”).

As set forth in the Company’s Global Code of Business Conduct (the “Code”), Company Personnel are required to report (“Report”) Suspected Misconduct (as defined below) to the Company. This Policy sets forth procedures for the making, receipt, retention, and investigation of Reports of Suspected Misconduct. As explained below, the Company will not discriminate or retaliate (directly or indirectly) against Company Personnel who, in good faith, Report Suspected Misconduct to the Company.

A. Definition of Suspected Misconduct

1. Suspected Misconduct means a good faith belief that Company Personnel may have violated the Company’s policies or procedures (including, but not limited to, the Code) or engaged in other illegal, unethical, or improper conduct. While it is impossible to identify every type of misconduct, the list below provides a number of illustrative examples. When in doubt, Company Personnel should Report misconduct.
 - (a) Non-compliance with the Code or other policies and procedures.
 - (b) Non-compliance with applicable legal and regulatory requirements relating to, among other things, non-discrimination/equal opportunity, the environment, health and safety, trading in securities, anti-corruption, and data privacy issues.
 - (c) Questionable accounting, internal accounting controls, and auditing matters, including, but not limited to:
 - i. fraud or deliberate error in the preparation, review or audit of financial statements of the Company;
 - ii. fraud or deliberate error in the recording and maintaining of the Company’s financial records;
 - iii. deficiencies in, or non-compliance with, the Company’s internal controls over financial reporting;
 - iv. misrepresentation or false statements regarding a matter contained in the Company’s financial records, financial statements, or audit reports;

- v. deviation from reporting required under U.S. GAAP or other rules and regulations of the Company's financial condition and results;
- vi. substantial variation in the Company's financial reporting methodology from prior practice or from generally accepted accounting principles;
- vii. issues affecting the independence of the Company's accounting firm;
- viii. falsification, concealment, or inappropriate destruction of corporate or financial records;
- ix. misappropriation or inappropriate usage of Company assets by Company Personnel or anyone else; or
- x. any other conduct that may cause substantial injury to the financial interest or property of the Company or its investors.

B. Procedures for Making Complaints

1. Company Personnel may Report Suspected Misconduct to their Supervisors or any of the following individuals: (1) any member of the Board of Directors; (2) the General Counsel; (3) the Chief Financial Officer; (4) the Chief Human Resources Officer; or (5) the Head of Internal Audit. Company Personnel may also Report Suspected Misconduct to other professionals in the Legal Department and Human Resources, and ask them to forward the information to the General Counsel or Chief Human Resources Officer. Alternatively, Company Personnel may Report Suspected Misconduct anonymously by:
 - a. Writing to BakerCorp, 3020 Old Ranch Parkway, Suite 220, Seal Beach, CA 90740, Attn: General Counsel OR Chief Human Resources Officer;
 - b. Calling EthicsPoint at 1.866.838.7774 at any time (domestic and international callers); or
 - c. Accessing the EthicsPoint website at www.bakercorp.ethicspoint.com.

With respect to any anonymous Reports of Suspected Misconduct, EthicsPoint will provide Company Personnel with the option to anonymously follow up/provide additional information about their Reports.

The Company will, at a minimum, promote these reporting options on its intranet site and in the Code. In addition, the Company will invite other interested parties (such as investors, customers, suppliers, etc.) to Report Suspected Misconduct by Company Personnel to EthicsPoint, any member of the Board of Directors, or the General Counsel, and will explain those reporting options on its public website.

2. Reports of Suspected Misconduct should contain as much factual information as possible. To the extent possible, Reports should, at a minimum, include the names of the suspected wrongdoers, a description of the misconduct (including any supporting documentation or facts), and an explanation about how the reporting individual learned of the misconduct.

C. Treatment of Reports Received by the General Counsel, Chief Financial Officer, Chief Human Resources Officer, Head of Internal Audit and Supervisors

1. Upon receipt of a Report of Suspected Misconduct, the Chief Financial Officer, Chief Human Resources Officer, Head of Internal Audit and Supervisors should provide a copy of such Report to the General Counsel (while maintaining a copy in their own files). The General Counsel should acknowledge the receipt of a Report (whether received directly or indirectly) to the complainant in writing, if possible, within three business days.
2. All Reports sent to the General Counsel, Chief Financial Officer, Chief Human Resources Officer, Head of Internal Audit and Supervisors must promptly undergo an initial review by the General Counsel, unless the subject of such Report is the General Counsel, in which case such Report must promptly undergo an initial review by the Chief Executive Officer. The General Counsel, or, if the General Counsel is the subject of or connected to the allegations in the Report, the Chief Executive Officer, must within five business days:
 - (a) forward to the Board of Directors¹ any Report involving: 1) the Company's officers; 2) an actual or potential misreporting or loss to the Company that could exceed \$250,000; and 3) allegations of illegal or fraudulent conduct that, if true, could have a material adverse effect on the Company's reputation or financial statements; and
 - (b) determine whether to commence an investigation of all other Reports:
 - i. The General Counsel, or, as applicable, the Chief Executive Officer, may determine not to commence an investigation if the Report contains only non-specific or broad allegations of misconduct without appropriate factual support. This decision shall be reported to the Board of Directors at its next ordinary meeting and shall, to the extent appropriate, be made known to the complainant who submitted the Report. The Board of Directors may, however, not accept this decision, in which case it will determine whether the Board of Directors, the General Counsel, or someone else will investigate the Report, taking into account the factors described in Section D.2.b; and
 - ii. If the General Counsel, or, as applicable, the Chief Executive Officer, determines that an investigation must be conducted, he/she will promptly commence the investigation. The General Counsel or, as applicable, the Chief Executive Officer, shall also promptly investigate other Reports as requested in writing by the Board of Directors. The General Counsel, or, as applicable, the Chief Executive Officer, shall report his/her findings to the Board of Directors in accordance with Section C.4.

¹ In the discretion of the Board of Directors (or any committee thereof), responsibilities of the Board of Directors created by these procedures may be delegated to the chairperson of the Board of Directors or to a subcommittee of the Board of Directors.

- iii. Among other things, an investigation should generally include interviewing the individual(s) who made the Report, collecting and reviewing potentially relevant documents (e.g., emails, invoices, etc.), and interviewing anyone else who might have additional relevant information. To the extent practicable, the target(s) of the Report should also generally be given an opportunity to present relevant evidence and understand the nature of the Report about them. The Company should also take steps to avoid inadvertently disclosing the identity of the individual(s) who made the Report during and after the investigation.
 - iv. Upon receipt of a Report that contains allegations relating to a matter covered under Section A.1.(c) above, the General Counsel or, as applicable, the Chief Executive Officer, shall promptly notify the Chief Financial Officer and the Head of Internal Audit unless such persons have been implicated by the allegation in which case the Chief Executive Officer will be notified.
 3. The General Counsel or, if applicable, the Chief Executive Officer, may consult with any member of management (including the Head of Internal Audit) who is not the subject of or connected to the allegations in the Report and who may be able to provide assistance. The General Counsel, or, if applicable the Chief Executive Officer, may also engage independent accountants, counsel or other experts to assist in the investigation of Reports, if necessary or appropriate.
 4. The General Counsel, or, if applicable, the Chief Executive Officer, shall at every regularly scheduled Board of Directors meeting, present a summary of the Reports received by, or forwarded to, him/her (including those Reports that were not investigated) and all material developments, findings, and conclusions of investigations since the previous meeting. The Board of Directors may or may not accept such findings and conclusions, and may direct that further investigative steps be undertaken. In addition, the General Counsel or, if applicable, the Chief Executive Officer, shall provide additional information regarding any Report or investigation as may be requested by the Board of Directors.

D. Treatment of Reports Received by, or Forwarded to, the Board of Directors

1. Upon direct receipt of a Report, the Board of Directors (or a committee thereof) should acknowledge receipt to the complainant in writing, if possible, within three business days. In the alternative, the Board of Directors may direct the General Counsel, or, if applicable, the Chief Executive Officer, to acknowledge the receipt of such Reports.
2. All Reports received directly by the Board of Directors or pursuant to Section C.2.a. must undergo an initial review by the Board of Directors within five business days:
 - (a) The Board of Directors may determine not to commence an investigation if the Report contains only non-specific or broad allegations of misconduct without appropriate factual support. This decision shall, to the extent appropriate, be made known to the complainant who submitted the Report.
 - (b) If the Board of Directors determines that an investigation should be conducted, the Board of Directors shall determine whether the Board of Directors or

someone else should investigate the Report, taking into account, among other factors that are appropriate under the circumstances, the following:

- i. Who is the alleged wrongdoer? If an officer, senior financial employee, or other management level employee is alleged to have engaged in misconduct, that factor alone may weigh in favor of the Board of Directors conducting the investigation.
 - ii. How material is the misreporting or loss? The more material the misreporting or loss to the Company, the more appropriate it may be that the Board of Directors should conduct the investigation.
 - iii. How serious is the alleged wrongdoing? The more serious the alleged wrongdoing, the more appropriate that the Board of Directors should undertake the investigation. If the alleged wrongdoing would constitute a crime or fraud which may impact the integrity of the financial statements of the Company or would have a material adverse effect on the Company's reputation or financial statements, that factor alone may weigh in favor of the Board of Directors conducting the investigation.
 - iv. How credible is the allegation of wrongdoing? The more credible the allegation, the more appropriate that the Board of Directors should undertake the investigation. In assessing credibility, the Board of Directors should consider all facts surrounding the allegation, including, but not limited to, whether similar allegations have been made in the press or by analysts.
3. If the Board of Directors determines that the General Counsel or someone else should investigate the Report, the Board of Directors will notify the individual who has been selected to conduct the investigation in writing. The Board of Directors will also notify the General Counsel (insofar as he/she has not been selected to conduct the investigation) of its decision to conduct an investigation and will provide him/her periodic updates about the investigation; the General Counsel, however, will not be so notified and provided with updates if he/she is the subject of or connected to the allegations in the Report. The individual selected by the Board of Directors shall commence his/her investigation within five business days of being selected and shall report the results of the investigation to the Board of Directors in accordance with Section C.4. If the Board of Directors decides to conduct an investigation itself, it will commence the investigation within five business days of making that determination.
4. The Board of Directors may consult with any member of management who is not the subject of or connected to the allegations in the Report and who may be able to provide assistance. The Board of Directors may also engage independent accountants, counsel or other experts to assist in the investigation of Reports, if necessary or appropriate.

E. Results of Investigation

1. Upon completion of the investigation of a Report:
 - (a) the Board of Directors, the General Counsel or any other member of management, as the case may be, will take corrective action, if any, as appropriate; and
 - (b) EthicsPoint, the Board of Directors, or the General Counsel or other member of management, as the case may be, will contact, to the extent appropriate, each complainant to inform him/her of the results of the investigation and what, if any, corrective action was taken.

F. Protection of Whistleblowers

1. The Company will not discharge, demote, suspend, threaten, harass, or in any manner discriminate or retaliate, directly or indirectly, against Company Personnel who, in good faith, Report suspected misconduct to the Company even if the facts alleged are not confirmed by subsequent investigation. However, if, after investigation, a Report is found to be without substance and to have been made for malicious or frivolous reasons, the Company Personnel who made the Report could be subject to disciplinary action, up to, and including, termination of employment.
2. Unless required by law, the Company will not: (i) reveal the identity of any person who makes a Report and asks that his or her identity remain confidential; or (ii) make any effort, or tolerate any effort made by any other person or group, to ascertain the identity of any person who makes a Report anonymously. Declining to disclose a person's identity may limit the Company's ability to conduct a thorough investigation. If the law places a positive obligation on the Company to conduct an investigation, there may be circumstances where the Company is required to disclose the identity of the person who makes the Report. If applicable, the Company will endeavor to discuss this requirement with the individual prior to such a disclosure.

G. Records

1. The General Counsel shall maintain a log of all records relating to any Reports of Suspected Misconduct, tracking their receipt, investigation, and resolution and the response (if possible) to the person making the Report. The Company shall retain copies of the Reports and the General Counsel's log for a period of seven years, or longer if necessary.
2. The Company may transfer personal information to affiliates or service providers that perform services on the Company's behalf such as data processing, data warehousing, administrative services, conducting programs and services and otherwise collecting, using, disclosing, storing or processing personal information on behalf of the Company. Some of these service providers may be located outside of the jurisdiction in which the Company Personnel are employed. Such personal information will be subject to the laws of the jurisdiction in which it is retained. If any Company Personnel wish to obtain access to information about policies and practices with respect to service providers, contact the General Counsel or Chief Human Resources Officer.