

**Charter of the  
Compensation Committee of The Board of Directors  
of Essex Rental Corp.**

**Statement of Policy**

The purpose of the Compensation Committee is 1) to discharge the Board of Directors' (the "Board") responsibilities relating to compensation of Essex Rental Corp.'s (the "Company") directors and executive officers, and 2) to produce an annual report on executive compensation for inclusion in the Company's proxy statement.

**Membership**

The Compensation Committee shall be composed of not less than two directors. Each member of the Compensation Committee shall meet the independence requirements provided by the listing standards of The NASDAQ Capital Market ("NASDAQ") and the rules of the Securities and Exchange Commission (the "SEC"). In affirmatively determining the independence of each member or proposed member of the Compensation Committee, the Board must consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director's ability to be independent from management in connection with the duties of a compensation committee member, including (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and (b) whether such director is affiliated with the Company (or any of its subsidiaries or affiliates). The members of the Compensation Committee shall also be "non-employee directors" as defined in Rule 16b-3 promulgated under the Securities Exchange Act of 1934 as amended (the "Exchange Act"), and "outside directors" as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended.

The members of the Compensation Committee shall be elected by the Board at the annual organizational meeting of the Board and shall serve until the next annual organizational meeting or until their respective successors shall be duly elected and qualified.

**Scope of Powers and Functions**

The Compensation Committee shall have such powers and functions as may be assigned to it by the Board or the Corporate Governance/Nominating Committee from time to time; however, such functions shall, at a minimum, include the following, as well as any functions as shall be required of compensation committees by NASDAQ:

- to review and approve the compensation of the Chief Executive Officer in executive session without the presence of the Chief Executive Officer (who may not be present during voting or other deliberations on his or her compensation);
- to review and approve the compensation of executive officers other than the Chief Executive Officer;

- to make recommendations to the Board with respect to incentive compensation plans and equity-based plans, including without limitation the Company's stock option plans;
- to administer the Company's incentive compensation, stock option and similar plans and grant stock options or other awards pursuant to such plans;
- to evaluate its own performance at least annually and report on such performance to the Board;
- to review and reassess the adequacy of the Compensation Committee charter at least annually; and
- the Compensation Committee shall have such other powers and functions as may be assigned to it by the Board from time to time.

The Compensation Committee shall have the sole authority to retain, at the expense of the Company, and terminate any compensation consultant, legal counsel or other adviser used to assist the Company, the Board or the Compensation Committee in the evaluation of the compensation of the directors, Chief Executive Officer, or any other executive officer of the Company and shall have sole authority to approve such consultant's fees and other retention terms and to oversee the work of any such consultant, counsel or adviser.

The Compensation Committee is permitted to engage a compensation consultant, legal counsel or other advisor only after considering the following six independence factors, except where the consultants role is limited to (1) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors of the Company, and that is available generally to all salaried employees or (2) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the compensation consultant and about which the compensation consultant does not provide advice:

- the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the compensation committee;
- any stock of the company owned by the compensation consultant, legal counsel or other adviser; and
- any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an Executive Officer of the Company.

**Administrative**

The Compensation Committee shall meet at least once per year and shall hold any additional meetings as may be called by the Chairman of the Compensation Committee or management. Members of senior management or others may attend meetings of the Compensation Committee at the invitation of the Compensation Committee and shall provide pertinent information as necessary. The Compensation Committee may meet via telephone conference calls. A majority of the members of the Compensation Committee shall constitute a quorum for all purposes. Minutes of each meeting shall be prepared and the Compensation Committee shall report regularly to the Board as to its activities.

**Effective Date**

The Compensation Committee Charter became effective as of its adoption by the Board of Directors on May 23, 2014, and it supercedes and replaces any prior Compensation Committee Charter of the Company.