

## UNITED RENTALS, INC.

### STRATEGY COMMITTEE CHARTER

#### 1. General Purpose.

The general purpose of the Strategy Committee (the “Committee”) of the Board of Directors (the “Board”) of United Rentals, Inc. (the “Company”) is to assist the Board in overseeing and facilitating the development and implementation of the Company’s corporate strategy, including long- and short-term strategic plans and related operational decision-making.

#### 2. Committee Authority and Responsibilities.

- 2.1. The Committee shall maintain a cooperative, interactive strategic planning process with management, including the identification and setting of strategic goals and expectations and the review of potential acquisitions, divestitures, joint ventures and strategic alliances. The Committee shall oversee an annual strategic planning event involving the Board, management and other strategic planning staff.
- 2.2. The Committee shall meet with management periodically to discuss, review and evaluate the development and implementation of the Company’s corporate strategy. Based on its review, the Committee shall share with management the Board’s expectations for the strategic planning process, make recommendations to management on areas of improvement, and provide other feedback and guidance to management on behalf of the Board.
- 2.3. The Committee shall review the availability of resources, including business and operating plans, and financial, technological, operational and human resources, required to implement the Company’s corporate strategy.
- 2.4. The Committee shall review and make recommendations to the Board regarding the following, as appropriate:
  - the development, adoption and modification of the Company’s corporate strategy as proposed by management;
  - the impact of external developments and factors, such as the changes in economic and market conditions, competition in the industry, environmental and safety regulations, federal, state and local regulations and technology, on the Company’s corporate strategy and its execution;
  - identification of prospects and opportunities for corporate developments and growth initiatives, including acquisitions, divestments, joint ventures and strategic alliances; and
  - implementation of the Company’s corporate strategy through corporate developments and growth initiatives, including acquisitions, divestments, joint ventures and strategic alliances.

*Adopted as of 03/10/09*

- 2.5. The Committee shall report to the Board on management's progress with respect to the development and implementation of the Company's corporate strategy.
  - 2.6. On a periodic basis, the Committee shall review the material transactions entered into by the Company that were designed to support the implementation of the Company's corporate strategy to assess whether such transactions were consistent with and advanced the Company's strategic plan.
  - 2.7. The Committee shall support and advise the Board, the Chief Executive Officer or management, on an as-requested basis, on the development and/or refinement of specific aspects of the Company's corporate strategy or on other major strategic issues.
  - 2.8. The Committee shall carry out such other duties or responsibilities as may be delegated to it by the Board from time to time.
3. Authority to Retain Advisors; Access to Records
- 3.1. The Committee shall have the resources and authority necessary or appropriate to carry out its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of, such advisors or experts as it deems necessary or appropriate, without seeking the approval of the Board or management.
  - 3.2. The Company shall provide for appropriate funding, as determined by the Committee, for payment of (i) compensation to any advisors or experts employed by the Committee and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties and responsibilities.
  - 3.3. The Committee shall have full access to any relevant books, records and facilities of the Company.
4. Composition, Structure and Operation of the Committee.
- 4.1. The Committee shall be comprised of three or more directors appointed by the Board, based on nominations recommended by the Company's Nominating and Corporate Governance Committee, and shall include the Chief Executive Officer (at such times as the Chief Executive Officer is also a director).
  - 4.2. The Board (or, in the absence of its acting, the Committee) may appoint one member of the Committee to serve as Chairman of the Committee.
  - 4.3. Any member of the Committee may be removed by the Board, with or without cause, at any time.
  - 4.4. The Committee shall meet as often as it determines is necessary to carry out its duties and responsibilities.
  - 4.5. At all meetings of the Committee, a majority of the entire Committee shall be necessary and sufficient to constitute a quorum for the transaction of business.

- 4.6. The vote of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee; provided, however, that the Committee may not take any action, and shall refer the decision on such act to the full Board, if two or more members of the Committee object to the decision. The Committee may also act by unanimous written consent as provided in the Company's by-laws or applicable Delaware law.
- 4.7. The Committee may hold meetings either within or without the State of Delaware. Meetings of the Committee may be called by any member of the Committee or by the Chairman of the Board. Notice for a Committee meeting shall be given in the same manner as notice for a Board meeting.
- 4.8. Meetings of the Committee shall be presided over by the Chairman of the Committee, if any, or in the absence of a Chairman by a chairman chosen at the meeting.
- 4.9. The Committee shall record minutes of each of its meetings.
- 4.10. The Committee shall make a report to the full Board on its activities at the next Board meeting following a Committee meeting. Such report may be made orally or in writing or by providing copies of relevant minutes.
- 4.11. The Committee shall conduct, in such a manner as the Committee deems appropriate, and review with the Board an evaluation of the Committee's own performance at least annually to determine whether (i) it is functioning effectively in accordance with the requirements of this Charter and (ii) whether any amendments or improvements to this Charter are necessary or desirable and should be proposed to the Board.
- 4.12. The Committee may form, and delegate all or any portion of its duties and responsibilities to, a subcommittee so long as such subcommittee is solely comprised of members of the Committee. The requirements for action by a subcommittee shall, except as otherwise provided by act of the Committee, be the same as applicable to the Committee.