



UNITED RENTALS TO ACQUIRE BAKER CORP

Investor Presentation

July 2, 2018



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Note: This presentation provides information about BakerCorp’s Adjusted EBITDA, which is a non-GAAP financial measure. This presentation includes a reconciliation between BakerCorp’s Adjusted EBITDA and its most comparable financial measure.

Transaction highlights

URI acquiring a leading North American and European rental provider of tank, pump, filtration and trench shoring rental solutions with LTM May 2018 revenue of \$295M and Adjusted EBITDA of \$79M⁽¹⁾

Strategic Overview



- Consistent with United Rentals strategy of providing a full suite of fluid transfer, storage and treatment solutions
 - Builds on a leading position in Pumps and extends capabilities into an attractive adjacency
- Enhances position with customers with an expanded offering of complementary products and full fluid solutions capabilities
- Leverages United Rentals' core competency in M&A integration
- BakerCorp shares culture of customer focus, operational excellence and safety
- Provides attractive entry point into Europe through a niche, but fast-growing, specialty business

Financial Overview



- \$715M cash purchase price with ~\$60M NPV of tax benefits
 - Purchase multiple of 9.0x LTM May 2018 Adjusted EBITDA, 6.6x including tax benefits and synergies
 - ~\$19M of identified annual cost synergies expected to be realized by end of year 2
 - ~\$60M of estimated run-rate, revenue cross-sell opportunity by year 3
- The acquisition is expected to be accretive to adjusted earnings per share in 2018, with an attractive internal rate of return and NPV, and a run rate ROIC that exceeds cost of capital within 36 months after closing
- To be funded through combination of cash and existing ABL capacity
- Net leverage ratio of 2.5x by year-end 2018 and no impact to anticipated pace of \$1.25 billion share repurchase program
- Expected to close during Q3 2018

(1) Adjusted EBITDA is a non-GAAP financial measure. See slide 14 in this presentation for a reconciliation between BakerCorp's LTM net income and Adjusted EBITDA.

Transaction consistent with disciplined M&A strategy



Strategic

- ✓ Improves key market / vertical exposure
- ✓ Supports growth in attractive markets
- ✓ Access to new customers
- ✓ Augments fluid solutions capabilities
- ✓ Difficult to replicate organically
- ✓ Best practice adoption



Financial

- ✓ Invest capital at attractive risk-adjusted returns over cycle
 - Growth
 - Returns
 - FCF
 - Leverage
- ✓ Meaningful cost synergies
- ✓ Attractive cross-selling opportunities



Cultural

- ✓ Safety
- ✓ Talent
- ✓ Customer focus
- ✓ Ethics and integrity
- ✓ Management philosophy
- ✓ Community

Significant Opportunity to Build Scale and Accelerate Fluid Solutions Strategic Plan at Attractive Returns

Track record of value creation through M&A

With 20 years of execution experience involving 250+ transactions, team has successfully integrated assets in different environments and across the spectrum from bolt-ons to transformational

RSC	National & Canadian Pump	NES	Neff
<ul style="list-style-type: none">• Size: \$4.2B transaction value (cash and stock)• Type: 'Grow-the-core' gen rent acquisition• Rationale: Positions URI as leader in North American rental industry• Value: Potential for \$200M cost savings from branch consolidation and overhead rationalization<ul style="list-style-type: none">• Exceeded initial cost savings estimates - Raised target to \$230M - \$250M	<ul style="list-style-type: none">• Size: \$780M transaction value (cash)• Type: Specialty adjacency in the pump rental sector• Rationale: Expand offerings in higher margin / higher return assets• Value: Delivered on growth thesis by capitalizing on cross-selling opportunity<ul style="list-style-type: none">• Secured foothold in energy-related end markets despite current sector specific challenges	<ul style="list-style-type: none">• Size: \$965M transaction value (cash)• Type: 'Grow-the-core' gen rent acquisition• Rationale: Strengthened aerial capabilities and added two-way cross-selling opportunities• Value: Potential for \$40M cost savings and \$35M of revenue cross-sell opportunity<ul style="list-style-type: none">• Integration largely complete• On track to deliver on full cost synergy target	<ul style="list-style-type: none">• Size: \$1.3B transaction value (cash)• Type: 'Grow-the-core' gen rent acquisition• Rationale: Introduced new dirt capabilities and expertise in infrastructure vertical, and provided two-way cross-selling opportunities• Value: Potential for \$35M cost savings and \$15M of revenue cross-sell opportunity<ul style="list-style-type: none">• Integration largely complete• On track to deliver on full cost synergy target

Specialty offers high margins and attractive returns

Existing URI Specialty Capabilities

Near Adjacency



Trench Safety

- Excavation support solutions, confined space entry equipment and customer training
- Used for construction, utility installs, manhole work, and other underground applications



Power & HVAC

- Complete solutions for mobile power and air flow
- Used for disaster response, plant shut downs, commercial renovations, and seasonal climate control



Tool Solutions

- Tool trailers stocked with hoisting, torqueing, pipe fitting, and air tools
- Used during refinery and other industrial shut downs, and also at large construction sites



Pump Solutions

- Full range of pumps, hoses, and fittings for fluid transfer
- Used by municipalities, industrial plants, and mining, construction, and agribusiness customers



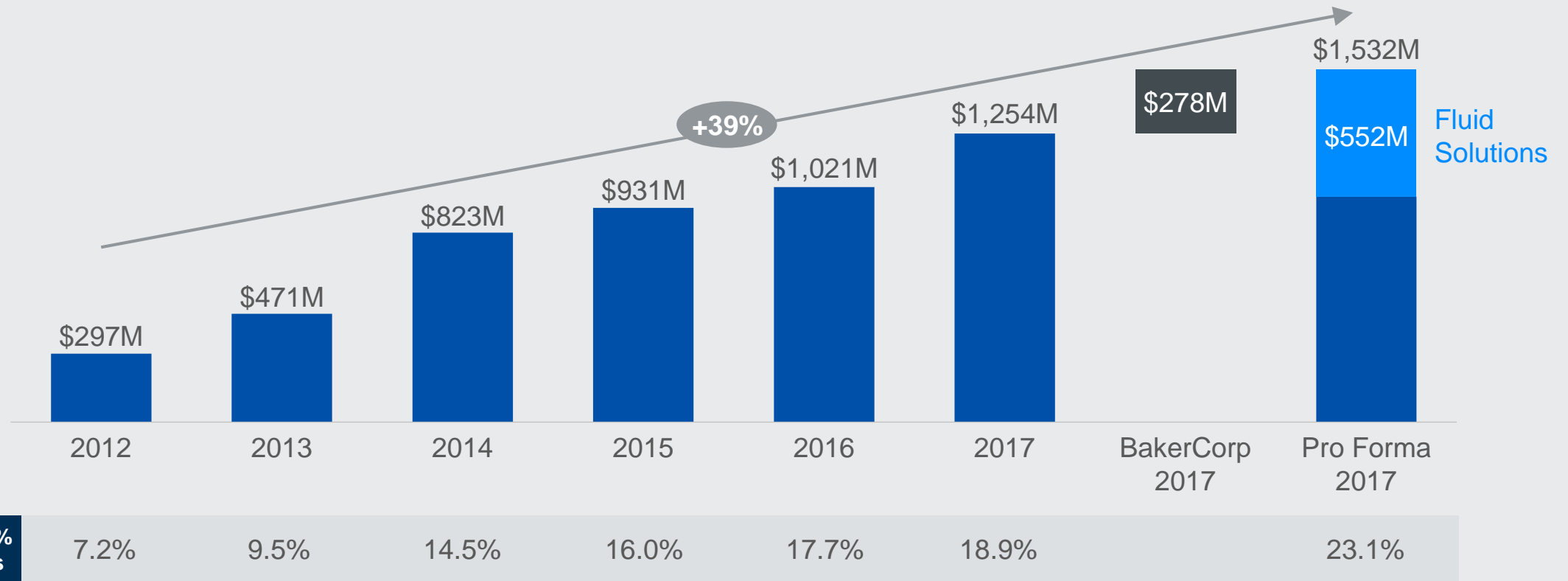
Fluid Storage/Treatment

- Broad selection of storage tanks, filtration units, berms, & ancillary items
- Used by Pump customers when an integrated solution is needed for fluids management

Fluid Solutions

Specialty Provides Unique Cross-selling Opportunities

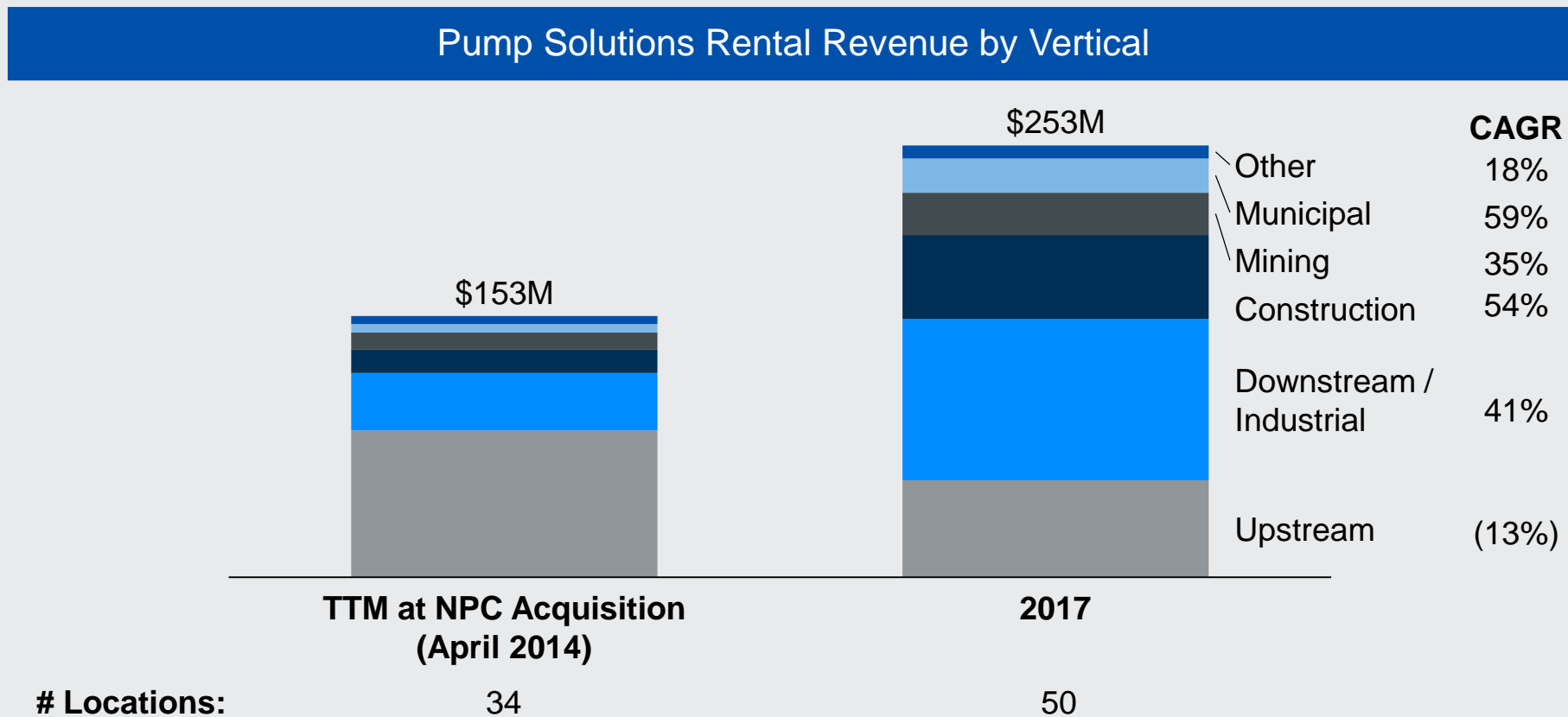
Specialty provides strong growth opportunities⁽¹⁾



Specialty Now Represents ~23% of Pro Forma Total Revenue on a Path to a \$2 Billion Target

Notes: (1) Tool Solutions was added in 2013 and Pump Solutions was added in April 2014; data includes Pump Solutions, Trench Safety, Power & HVAC, Reliable Onsite Services and Tools revenues that are included in our General Rentals reporting segment.

Pump Solutions has grown via cross-sell and customer-vertical diversification

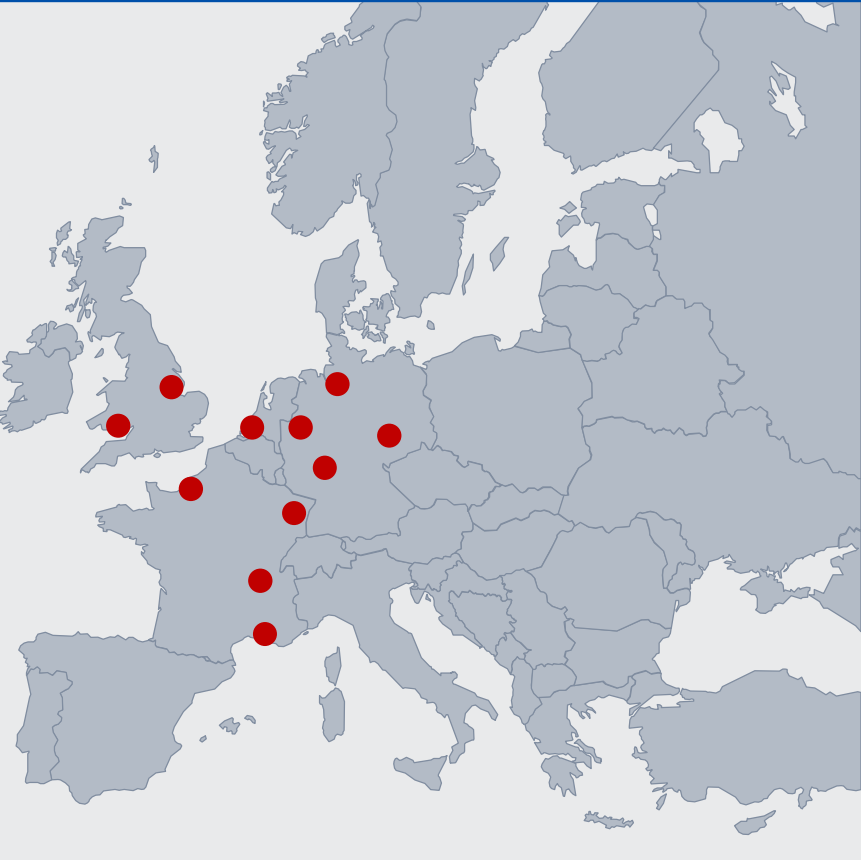
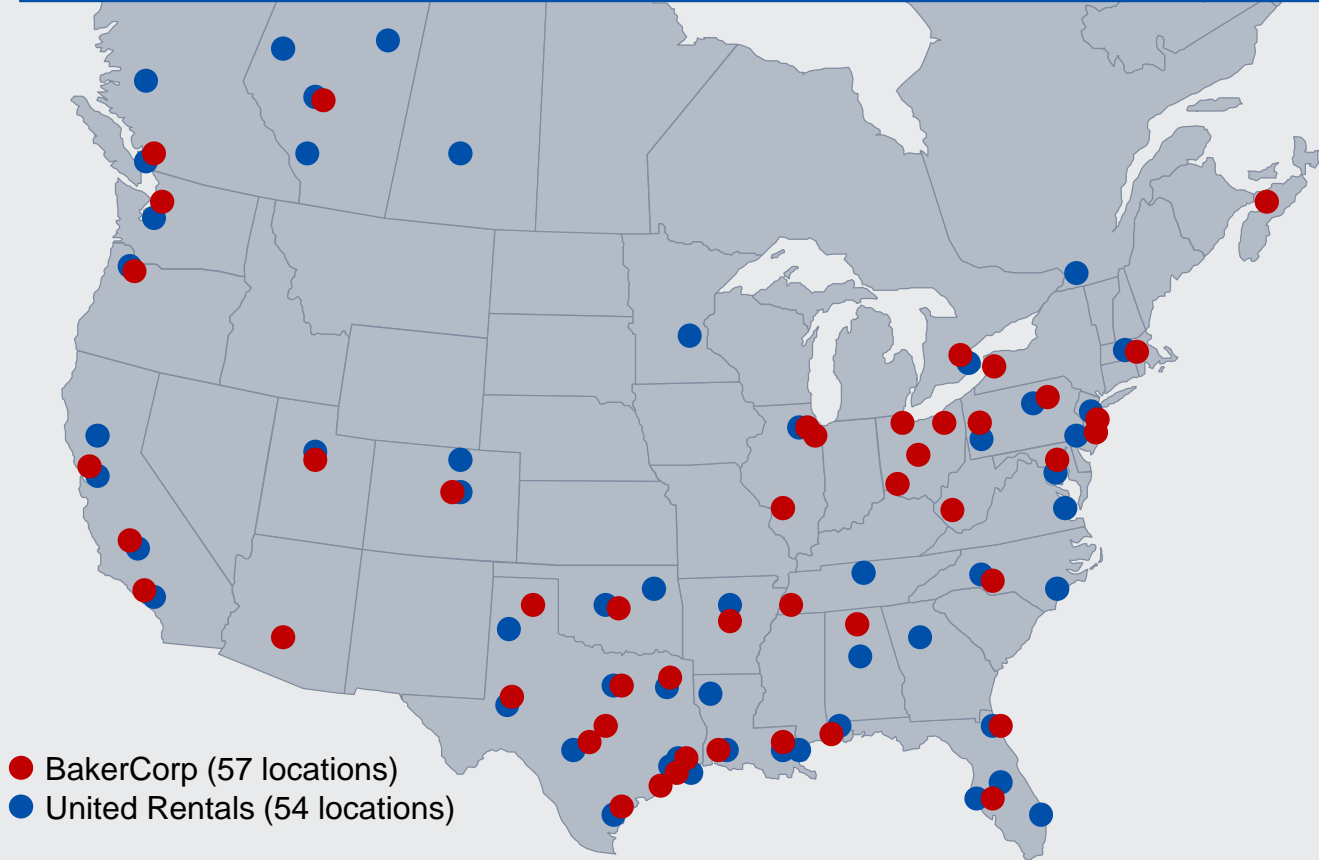


Pump Solutions has Driven Growth While Diversifying via Cross-Selling Across the United Rentals Customer Base

Combined Fluid Solutions footprint

Expands Fluid Solutions Footprint in North America

European Footprint



BakerCorp Overview

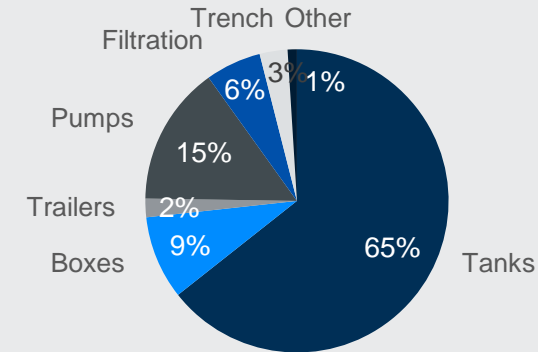
Business Description

- Rental provider of tank, pump, filtration and trench shoring rental solutions to over 4,800 customers
- Diverse end market exposure with ~44% of revenue attributable to sales of bundled solutions
- 46 locations in North America, 11 in Europe
 - Europe accounts for ~15% of total revenue
- Fleet of over 24,000 units, OEC of \$433M
- ~950 full-time employees, including ~155 in Europe

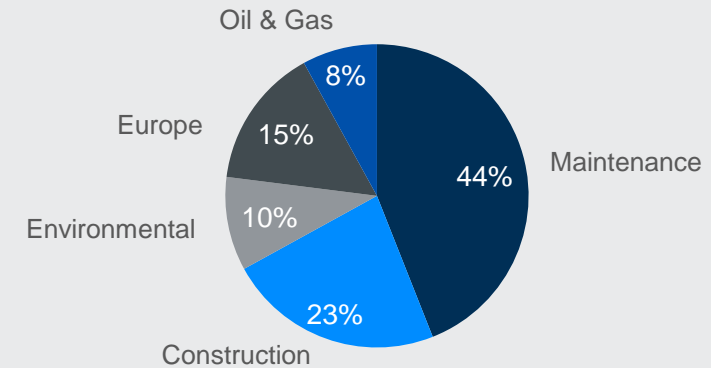
European Operations

- Leading brand across Western Europe for temporary containment, pumps and filtration
- Fast-growing platform with 70%+ recurring customer base
- Diverse fleet of over 2,200 units
- Implementation of solutions based selling at initial stages

Fleet Mix (% FY 2018⁽¹⁾ Rental Rev.)



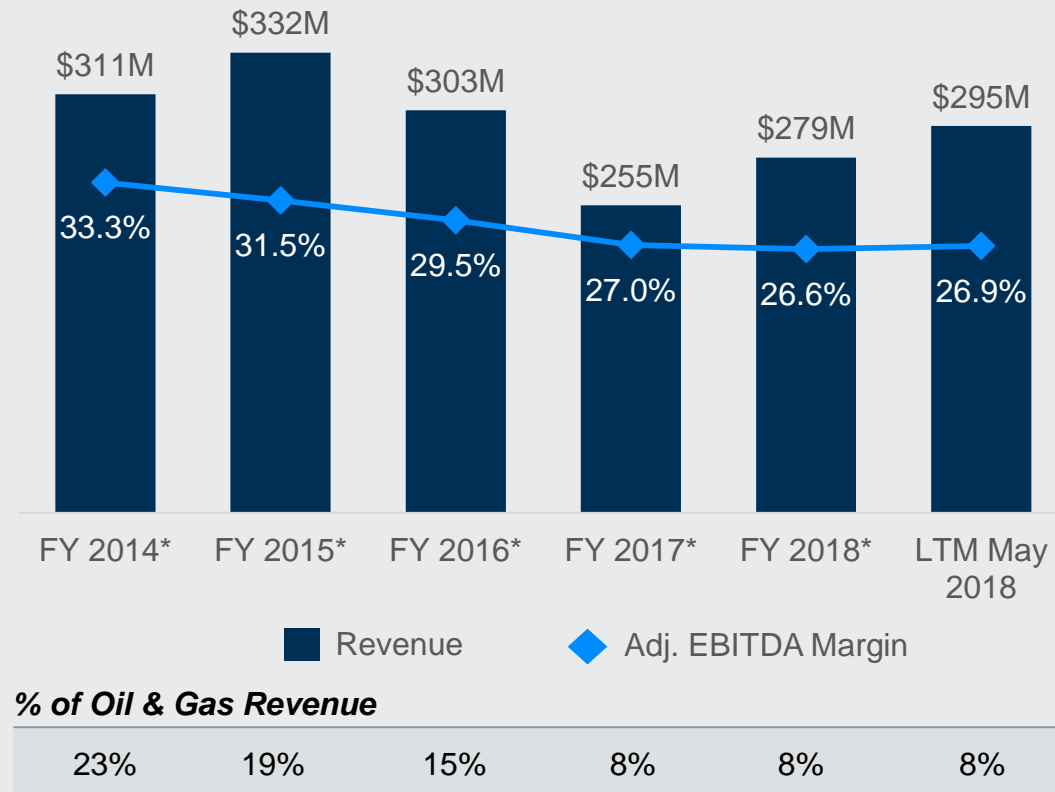
End Market Mix (% FY 2018⁽¹⁾ Revenue)



Notes: (1) Baker Corp. fiscal year ends January 31

Compelling financial opportunity with significant operating momentum

Financial Profile



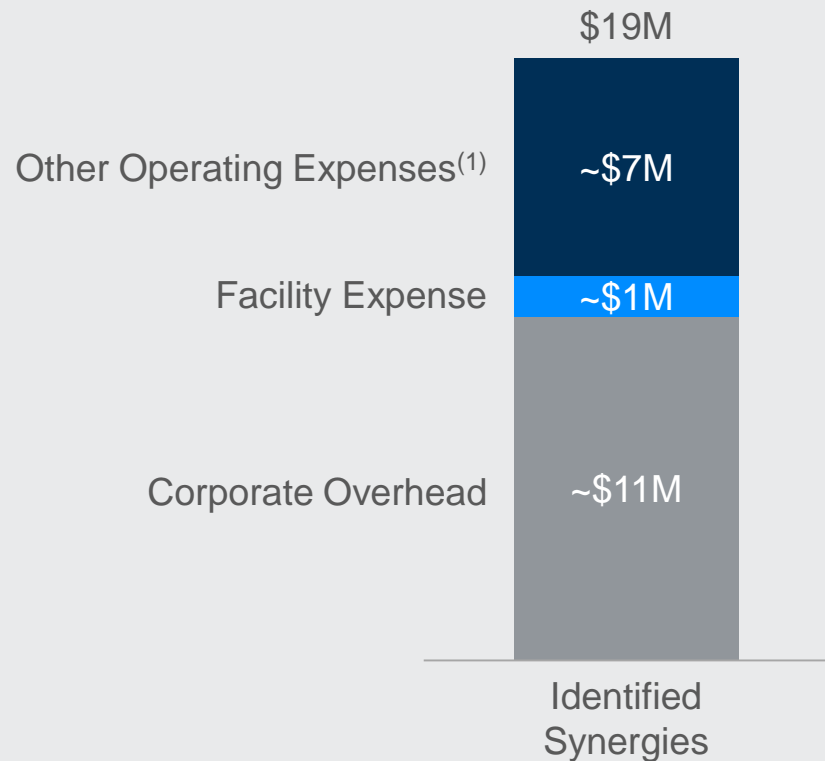
*BakerCorp fiscal year ends January 31.

Key Highlights

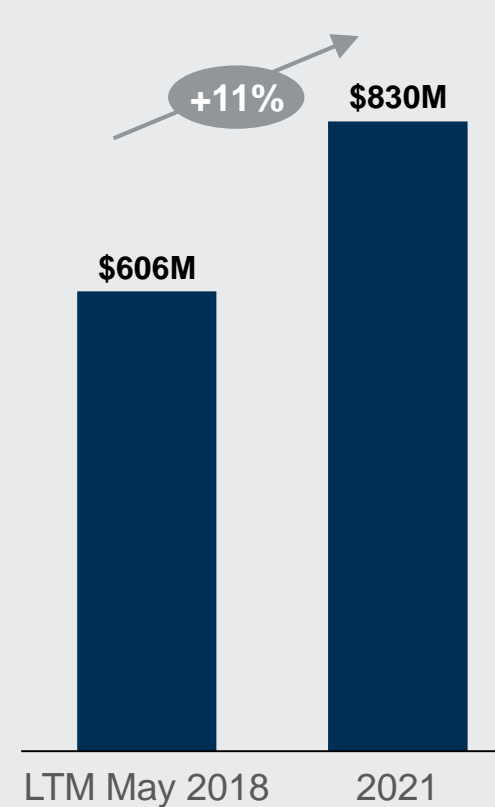
- ✓ #1 / #2 market position across core capabilities and end markets
- ✓ Positive business trends with improving utilization
- ✓ Differentiated approach through ~44% of revenue from solutions
- ✓ Diversified end markets with reduced volatility through pivot away from upstream O&G presence
- ✓ 85%+ recurring customer base
- ✓ Longer life / lower capex requirement assets
- ✓ Significant cross-sell potential
- ✓ Cost synergy opportunities
- ✓ Ability to accelerate North-American growth and improve margins
- ✓ Small but attractive entry point into Europe

Overview of synergies and growth opportunity

Identified Cost Synergies



Fluid Solutions 3-Year Revenue Growth Target



- Pro forma ~\$606M Fluid Solutions business with a 3-year growth target of \$830M
- Significant cross-sell potential:
 - Opportunity to cross-sell Pumps, GenRent, and other Specialty equipment to existing BakerCorp customers
 - Opportunity to cross-sell Tanks and related equipment to URI's customer base
 - Accelerate growth in Filtration
 - Expands URI's existing Pump Solutions footprint into new markets
- Continue strong growth trajectory and expand Fluid Solutions offering in Europe

Notes: (1) Other Operating Expenses includes IT, 3rd party expenses (professional fees, insurance)

APPENDIX

Reconciliation of BakerCorp Net Income to Adjusted EBITDA

BakerCorp's EBITDA represents the sum of net income (loss), interest expense, income taxes and depreciation of rental equipment and non-rental depreciation and amortization expense. Adjusted EBITDA represents EBITDA excluding certain expenses detailed within the net income (loss) to Adjusted EBITDA reconciliation below. EBITDA and Adjusted EBITDA, which are used by BakerCorp's management to measure performance, are non-GAAP financial measures.

	Fiscal Years Ended January 31,					LTM
	2014	2015	2016	2017	2018	May 2018
Net Income (loss)	(\$18)	(\$7)	(\$172)	(\$124)	\$7	\$4
Interest expense	41	42	42	42	41	42
Income tax benefit	(8)	(7)	(36)	(32)	(45)	(38)
Depreciation and amortization expense	62	66	63	60	59	60
EBITDA	\$78	\$95	(\$103)	(\$55)	\$63	\$67
Foreign currency exchange (gain) loss, net	1	1	1	1	-	-
Loss on extinguishment and modification of debt	3	-	-	-	-	-
Acquisition and transaction costs	2	-	-	-	-	-
Financing related costs	2	-	-	-	4	-
Regulatory and SOX related costs	4	-	-	-	-	-
Severance related costs	5	-	-	-	-	-
Sponsor management fees	1	1	1	1	1	-
Share-based compensation expense	3	2	-	-	-	-
Impairment of goodwill and other intangible assets	-	-	183	116	1	1
Impairment of long-lived assets	2	3	3	4	1	1
Restructure related costs	-	1	2	1	1	-
Software license and other fees related to impaired asset	-	-	1	-	-	-
Other ¹	2	2	2	1	4	10 ²
Adjusted EBITDA	\$103	\$105	\$90	\$69	\$74	\$79

Source: BakerCorp SEC filings and BakerCorp management.

1. Beginning in the fourth quarter of fiscal year 2015, Adjusted EBITDA excludes the impact of certain foreign business taxes, which are included in "Other." Fiscal year 2014 Adjusted EBITDA has been restated to conform to the fiscal year 2015 presentation and includes the impact from \$56,000 of additional foreign business taxes.

2. Includes One-Time Costs.