

H&E EQUIPMENT SERVICES, INC.

CHARTER OF THE COMPENSATION COMMITTEE

Purpose

The Compensation Committee is appointed by the Board of Directors (the “Board”) of H&E Equipment Services, Inc. (the “Company”) to discharge the Board’s responsibilities relating to the compensation of the Company’s executive officers and directors. The Compensation Committee has overall responsibility for evaluating and approving executive officer and director compensation plans, policies and programs of the Company, as well as all equity-based compensation plans and policies. The Compensation Committee also is responsible for (i) preparing an annual report on executive compensation for inclusion in the Company’s proxy statement filed with the Securities and Exchange Commission (the “SEC”) and (ii) reviewing and discussing with the Company’s management, and recommending to the Board for inclusion in the Company’s proxy statement, the Company’s required Compensation Discussion and Analysis disclosure.

Committee Membership and Meetings

The Compensation Committee shall consist of not less than two (2) members. Each member of the Compensation Committee shall satisfy the independence requirements established by The NASDAQ Global Select Stock Market (“NASDAQ”), and meet the definitions of “non-employee director” for purposes of Rule 16b-3 promulgated by the SEC under the Securities Exchange Act of 1934, as amended, and “outside director” for purposes of Section 162(m) of the Internal Revenue Code.

The members of the Compensation Committee shall be appointed by the Board based on the recommendation of the Corporate Governance and Nominating Committee. Compensation Committee members may be replaced by the Board. In appointing members to the Compensation Committee, the Board shall consider whether a potential member’s status as an affiliate due to stock ownership in the Company would impair such person’s judgment in his or her capacity as a member of the Compensation Committee. The Board shall designate one member of the Compensation Committee to serve as its chair.

The Compensation Committee shall meet at least twice annually, or more frequently as circumstances dictate. Special meetings may be convened as the Compensation Committee deems necessary or appropriate. The Compensation Committee may invite to any of its meetings other directors, members of Company management and such other persons as it deems appropriate in order to carry out its responsibilities, but any such attendee shall not be present during the portion of any meeting at which their compensation or performance is discussed or determined. The Compensation Committee will keep minutes of its meetings and will make such minutes available to the full Board for its review. The Company’s Chief Executive Officer (“CEO”) may be present during deliberations of the Compensation Committee to determine the compensation of all other executive officers of the Company. However when the Compensation Committee determines the compensation of the CEO, the Compensation Committee shall meet in executive session without the presence of the CEO.

A majority of the members of the Compensation Committee shall constitute a quorum to transact business. The affirmative vote of a majority of the members of the Compensation Committee present at the time of such vote will be required to approve any action of the Compensation Committee. Subject to the requirements of any applicable law, regulation or rule, any action required or permitted to be taken at a meeting of the Compensation Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all members of the Compensation Committee.

Committee Authority and Responsibilities

1. The Compensation Committee shall have the sole authority to retain, at the expense of the Company, and terminate any compensation consultant used to assist the Company, the Board or the Compensation Committee in the evaluation of the compensation of the chief executive officer (“CEO”), or any other executive officer or director and shall have sole authority to approve such consultant’s fees and other retention terms.
2. Except where a compensation consultant’s role is limited to (x) consulting on a 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 generally available to all salaried employees of the Company or (y) providing information that either is not customized for the Company or is customized based on guidelines that are not developed by the compensation consultant and about which such consultant does not provide advice, prior to retaining a compensation consultant, the Compensation Committee shall consider such consultant’s independence as determined by the following factors:
 - (a) The provision of other services to the Company by the firm employing the compensation consultant;
 - (b) The amount of fees received from the Company by the firm employing the compensation consultant, as a percentage of such firm’s total revenue;
 - (c) Whether the compensation consultant has any conflict of interest pursuant to Item 407(e)(3)(iv) of Regulation S-K and the policies and procedures adopted by the firm employing the compensation consultant that are designed to prevent conflicts of interest;
 - (d) Any business or personal relationship of the compensation consultant with a member of the Compensation Committee;
 - (e) The compensation consultant’s ownership of the Company’s stock; and
 - (f) Any business or personal relationships between the Company’s executive officers and the compensation consultant or the firm employing the compensation consultant.
3. The Compensation Committee also shall have the authority, to the extent it deems necessary or appropriate to carry out its responsibilities, to retain at the expense of the Company independent legal, accounting, actuarial or other advisors. The Compensation

Committee shall have the sole authority to approve such advisors' fees and other retention terms.

4. The Compensation Committee shall have the authority to confer with Company management and other employees to the extent it deems necessary or appropriate to fulfill its responsibilities. The Compensation Committee is authorized to conduct or initiate inquiries or investigations into any matters within the Compensation Committee's scope of responsibilities and shall have full access to the books, records, facilities and personnel of the Company.
5. The Compensation Committee shall establish the Company's goals and objectives relating to compensation for the Company's executive officers, including the CEO and Executive Chairman, and, consistent with such goals and objectives, annually determine and approve the overall compensation, and the components thereof, for the executive officers, including the CEO and Executive Chairman. In determining such executive compensation, the Compensation Committee may consider, in its discretion, the performance of the Company and the executives, relative stockholder returns, an executive's level of experience and responsibility, an executive's current compensation level and compensation paid to such executive in past years, compensation for executives at peer or comparable companies and any other factors that the Compensation Committee deems appropriate in connection with its review.
6. The Compensation Committee shall have the authority to interpret, implement, administer, review and approve all aspects of the Company's compensation programs, policies and practices for the Company's executive officers and other key officers, including their participation in incentive-compensation plans and equity-based compensation plans. The Compensation Committee also shall review and approve for the CEO and all other executive officers (including the Executive Chairman) of the Company all employment agreements, consulting agreements, severance arrangements and change in control agreements or provisions.
7. The Compensation Committee shall have the same authority with regard to all aspects of director compensation as it has been granted with regard to executive compensation, except that the ultimate decision regarding the compensation of any director shall be subject to the approval of the Board.
8. The Compensation Committee shall develop, approve, administer and recommend to the Board and the Company's stockholders for their approval (to the extent such approval is required by any applicable law, regulation or NASDAQ rule) all stock ownership, stock option and other equity-based compensation plans of the Company and all related policies and programs, and shall monitor compliance with such guidelines.
9. The Compensation Committee shall make individual determinations and grant any shares, stock options, or other equity-based awards under all equity-based compensation plans, and exercise such other power and authority as may be required or permitted under such plans, other than with respect to non-employee directors, which determinations shall be subject to the approval of the Board.

10. The Compensation Committee shall review and discuss with management the Compensation Discussion and Analysis disclosure required by the SEC for inclusion in the Company's annual proxy statement and shall determine whether to recommend to the Board that the Compensation Discussion and Analysis disclosure be included in such proxy statement.
11. The Compensation Committee shall provide, over the names of the members of the Compensation Committee, the required Compensation Committee report for the Company's proxy statement for the annual meeting of stockholders.
12. The Compensation Committee may form and delegate authority to subcommittees as the Compensation Committee may deem appropriate.
13. The Compensation Committee shall report regularly to the Board, but not less frequently than annually. The Compensation Committee shall report to the Board as frequently as it deems appropriate on the compensation of Board members, and make recommendations regarding changes to the Company's director compensation practices.
14. The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval.
15. The Compensation Committee shall review, on an annual basis, its own performance, and report the results of such review to the Board.
16. The Compensation Committee shall review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk.

In addition to the activities described above, the Compensation Committee shall perform such other functions as necessary or appropriate in its or the Board's opinion under applicable law, the Company's Certificate of Incorporation, Bylaws and the resolutions and other directives of the Board.

Effective Date

This Compensation Committee Charter became effective as of its adoption by the Board on May 10, 2019, and it supersedes and replaces any prior Compensation Committee Charter of the Company.