

H&E EQUIPMENT SERVICES, INC.

CHARTER OF THE AUDIT COMMITTEE

ORGANIZATION.

This Charter governs the operations of the Audit Committee (the “Committee”) of H&E Equipment Services, Inc. (the “Company”). The Committee shall review and reassess this Charter at least annually.

The Committee shall be appointed by the Board of Directors (the “Board”), based upon the recommendation of the Corporate Governance and Nominating Committee, and shall consist of at least three directors, each of whom is independent of management and the Company. The Committee chair shall be designated by the Board. With respect to each Committee member, the Board shall affirmatively determine that the member satisfies the requirements for “independence” imposed by The NASDAQ Stock Market, Inc. (“NASDAQ”) or other appropriate governing body, Section 10A(m)(3) of the Securities Exchange Act of 1934 (the “Exchange Act”), and all rules and regulations promulgated thereunder by the Securities and Exchange Commission (the “SEC”). Each Committee member must be financially literate, as determined by the Board in its business judgment, or must be able to become financially literate within a reasonable period of time after his or her appointment to the Committee. In addition, the Board shall determine whether any member of the Committee qualifies as an “audit committee financial expert” under applicable SEC rules. The Committee chair must have accounting or related financial management expertise, as determined by the Board in its business judgment.

Determination of the true, actual and effective independence of any Audit Committee member that has or had some relationship with the Company, will be made by the Board in accordance with the requirements of NASDAQ and the SEC, with weight given to both prudent principles and “appearances.” The Board shall confirm annually the independence of each member of the Committee.

The 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. The Committee will keep minutes of its meetings and will make such minutes available to the full Board for its review. A majority of the members of the Committee shall constitute a quorum to transact business. The affirmative vote of a majority of the members of the Committee present at the time of such vote will be required to approve any action of the 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 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 Committee.

STATEMENT OF POLICY.

The Committee shall provide assistance to the Board in fulfilling its oversight responsibility to the stockholders, potential stockholders, the investment community, and others relating to the following:

- (i) the integrity of the Company's financial statements and the Company's financial reporting process;
- (ii) the Company's systems of internal accounting and financial controls;
- (iii) the performance of the Company's internal audit function and independent auditors;
- (iv) the independent auditors' qualifications and independence;
- (v) the annual independent audit of the Company's consolidated financial statements; and
- (vi) compliance with the Company's ethics policies and legal and regulatory requirements, as applicable.

In so doing, it is the responsibility of the Committee to maintain free and open communication among the Committee, the independent auditors, the internal auditors, and Company management. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company and the power to retain at the expense of the Company independent outside counsel or other experts or advisers as it determines necessary to carry out its duties. The Committee shall set the compensation and oversee the work of any outside counsel and other advisers necessary to perform its duties, and the Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to the Company's independent auditors, any other accounting firm engaged to perform services for the Company, any outside counsel and any other advisers to the Committee.

RESPONSIBILITIES AND PROCESSES.

The primary responsibility of the Committee is to oversee the Company's financial reporting process on behalf of the Board and report the results of its activities to the Board. Management is responsible for the preparation, presentation, and integrity of the Company's financial statements and for the appropriateness of the accounting principles and reporting policies that are used by the Company therein. For their part, the independent auditors are responsible for auditing the Company's annual financial statements and for reviewing the Company's unaudited interim financial statements. The Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The Committee shall take the appropriate actions to set the overall corporate "tone" for quality financial reporting, sound business risk practices, and ethical behavior.

The following shall be the principal recurring responsibilities and processes of the Committee. The responsibilities and processes are set forth as a guide with the understanding that the Committee may supplement them as appropriate.

- The Committee shall be directly responsible for the appointment (subject, if applicable, to stockholder ratification), termination, compensation, and oversight of the work of the independent auditors, including resolution of disagreements between management and the auditors regarding financial reporting. The Committee shall pre-approve all audit and non-audit services provided by the independent auditors and shall not engage the independent auditors to perform any non-audit services proscribed by law or regulation. The Committee may delegate its pre-approval authority to

any member of the Committee. The actions taken by any Committee member to whom such pre-approval authority is delegated must be presented to the full Committee at its next scheduled meeting.

- The Committee shall have a clear understanding with management and the independent auditors that the independent auditors are ultimately accountable to the Board and the Committee, as representatives of the Company's stockholders. The Committee shall have the ultimate authority and responsibility to evaluate and, where appropriate, replace the independent auditors. The Committee shall discuss with the auditors their independence from management and the Company and the matters included in the written disclosures required by the Public Company Accounting Oversight Board (the "PCAOB"). The Committee shall annually review the performance and independence (including the compatibility therewith of any non-audit services) of the Company's independent auditors and determine whether to reappoint the auditors for the upcoming fiscal year, subject to stockholder approval, if applicable.
- The Committee shall meet at least four times annually, including prior to reappointing the independent auditors for the upcoming fiscal year, and at least annually, the Committee shall obtain and review a report by the independent auditors describing:
 - The independent auditors' internal quality control procedures;
 - Any material issues raised by the most recent internal quality control review, or peer review, of the independent auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues; and
 - All relationships between the independent auditors and the Company (to assess the auditors' independence).
- The Committee shall discuss with the internal auditors and the independent auditors the overall scope and plans for their respective audits, including, as appropriate, the adequacy of staffing, compensation and procedures to be utilized. Also, the Committee shall discuss with management, the internal auditors and the independent auditors the adequacy and effectiveness of the accounting and financial controls, including the Company's policies and procedures to assess, monitor, and manage business risk, and any legal and ethical compliance programs.
- The Committee shall review the interim financial statements and disclosures made under the section entitled *Management's Discussion and Analysis of Financial Condition and Results of Operations* with management and the independent auditors prior to the filing of the Company's Quarterly Report on Form 10-Q. Also, the Committee shall discuss the results of the quarterly review and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards.
- The Committee shall review with management and the independent auditors the annual financial statements and disclosures made under the

section entitled *Management's Discussion and Analysis of Financial Condition and Results of Operations* to be included in the Company's Annual Report on Form 10-K (or the annual report to stockholders if distributed prior to the filing of Form 10-K), including their judgment about the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements. In addition, the Committee shall discuss with the independent auditors the matters required to be discussed by Auditing Standard No. 1301, as amended and as adopted by the PCAOB. Also, the Committee shall discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards. Based on its review and discussion, the Committee shall recommend to the Board whether the audited financial statements should be included in the Company's Annual Report on Form 10-K.

- The Committee shall set clear hiring policies for employees or former employees of the independent auditors that comply with SEC regulations and applicable NASDAQ listing standards.
- The Committee shall periodically meet separately with management, the internal auditors, and the independent auditors to discuss issues and concerns warranting Committee attention. The Committee shall provide sufficient opportunity for the internal auditors and the independent auditors to meet privately with the members of the Committee. The Committee shall review with the independent auditors any audit problems or difficulties and management's response.
- The Committee shall receive regular reports from the independent auditors on (i) all critical accounting policies and practices to be used by the Company, (ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the auditors; and (iii) other material written communications between the auditors and management.
- The Committee shall review management's assertion on its assessment of the effectiveness of internal controls as of the end of the most recent fiscal year and the independent auditors' report on management's assertion.
- The Committee shall review and discuss earnings press releases, as well as financial information and any earnings guidance provided to analysts and rating agencies prior to their release.
- The Committee shall establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.
- The Committee shall review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) on an ongoing basis.

- The Committee shall keep the independent auditors informed of the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company; and review and discuss with the independent auditors the auditors' evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.
- The Committee shall receive any outside counsel's reports regarding charges and/or evidence of a material violation of securities laws or breaches of fiduciary duty by the Company or any of its officers or directors.
- The Committee shall prepare its report to be included in the Company's annual proxy statement as required by SEC regulations.
- The Committee shall perform an evaluation of its performance at least annually to determine whether it is functioning effectively and report the results of such evaluation to the Board.

EFFECTIVE DATE.

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