

H&E EQUIPMENT SERVICES, INC.

CHARTER OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) COMMITTEE

Membership

The Environmental, Social, and Governance (ESG) (the “Committee”) of the Board of Directors (“Board”) of H&E Equipment Services, Inc. (“Company”) shall consist of three (3) or more directors. All of the members of the Committee shall be non-executives and meet the independence requirements of The NASDAQ Global Select Stock Market and meet the definitions of “non-employee director” for purposes of Rule 16b-3 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended. Members of the Committee shall be appointed for terms of one (1) year at the annual meeting of the Board following the Company’s Annual Meeting of Stockholders. The Board may remove members of the Committee at any time with or without cause.

All members appointed to the Committee shall have the experience, skills, and knowledge regarding sustainability and ESG matters necessary to carry out the duties and responsibilities of the Committee described in this Charter.

Purpose

The purpose of the Committee is to carry out the responsibilities delegated by the Board regarding the review and oversight of the Company’s goals, policies, procedures, and disclosures related to sustainability and ESG matters as described in this Charter.

Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

1. To oversee and advise the Board on the Company’s goals and goal setting, strategies, and commitments related to sustainability and ESG, including climate risks and opportunities, human rights and human capital management, community and social impact, and diversity and inclusion.
2. Approve and oversee implementation of sustainability policies.
3. To monitor the Company’s performance related to its sustainability and ESG goals, strategies, and commitments.
4. To review and oversee the policies and procedures used to prepare sustainability and ESG-related statements and disclosures, and review such statements and disclosures before their publication.

5. To oversee and advise the Board on the Company's sustainability and ESG-related engagement efforts with stockholders and other key stakeholders, which may include proxy advisory firms, non-governmental organizations (NGOs), and key ESG ratings agencies and providers.
6. To review and advise the Board on sustainability and ESG-related shareholder proposals.
7. To oversee and regularly review reports on the meetings, recommendations, and actions of the Company's internal ESG task force consisting of a cross-functional team of senior management and executives (the "ESG Task Force").
8. To meet with the ESG Task Force and other appropriate members of management regarding significant sustainability and ESG-related events and matters.
9. The Committee shall review this Charter annually and make recommendations to the Board regarding any amendments the Committee determines are necessary.
10. The Committee shall review, on an annual basis, its own performance, and report the results of such review to the Board.

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

Meetings

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at least two times per year, or as frequently, at such times and places, as it deems necessary to fulfill its responsibilities. The Committee shall maintain minutes of each meeting, and make regular reports to the Board. The Committee shall report any action it takes to the full Board at or before the next meeting of the Board.

The Committee may invite any members of management or other consultants or advisors to its meetings as it deems appropriate.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors. 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 its outside legal counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

Effective Date

This Charter became effective as of its adoption by the Board on March 31, 2022.