

**NEFF CORPORATION
CODE OF ETHICS
FOR CHIEF EXECUTIVE AND SENIOR FINANCIAL OFFICERS**

Adopted November 7, 2014

In accordance with the requirements of the Securities and Exchange Commission (the “SEC”), the Company’s Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer or Controller (or persons performing similar functions) (together, the “Senior Financial Officers”) of Neff Corporation (the “Company”) have adopted this Code of Ethics for Senior Financial Officers (the “Code”) to encourage:

- Honest and ethical conduct, including fair dealing and the ethical handling of actual or apparent conflicts of interest;
- Full, fair, accurate, timely and understandable disclosures;
- Compliance with applicable laws and governmental rules and regulations;
- Prompt internal reporting of any violations of law or the Code; and
- Accountability for adherence to the Code, including fair process by which to determine violations.

All Senior Financial Officers of the Company and all of its subsidiaries and controlled affiliates are expected to be familiar with the Code and to adhere to those principles and procedures set forth below.

I. Conflicts of Interest

A conflict of interest occurs when the private interests of a Senior Financial Officer interfere, or appear to interfere, with the interests of the Company as a whole.

For example, a conflict of interest can arise when a Senior Financial Officer takes actions or has personal interests that make it difficult to perform his or her Company duties objectively and effectively. A conflicts of interest may also arise when a Senior Financial Officer, or a member of his or her immediate family,¹ receives improper personal benefits as a result of his or her position at the Company.

Conflicts of interest can also occur indirectly. For example, a conflict of interest may arise when a Senior Financial Officer is also an executive officer, a major shareholder or has a material interest in an organization doing business with the Company.

Each Senior Financial Officer has an obligation to conduct the Company’s business in an honest and ethical manner, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company, should be disclosed

¹ Item 404(a) of SEC Regulation S-K defines “immediate family member” as a person’s child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law, or any person (other than a tenant or employee) sharing the person’s household.

promptly to the Company's Audit Committee of the Board, the Company's Chief Financial Officer or the Company's General Counsel.

This Code does not attempt to describe all possible conflicts of interest that could develop. Other common conflicts from which Senior Financial Officers must refrain are set out below:

- Senior Financial Officers may not engage in any conduct or activities that are inconsistent with the Company's best interests or that disrupt or impair the Company's relationship with any person or entity with which the Company has or proposes to enter into a business or contractual relationship.
- Senior Financial Officers may not accept compensation, in any form, for services performed for the Company from any source other than the Company.
- No Senior Financial Officer may take up any management or other employment position with, or have any material interest in, any firm or company that is in direct or indirect competition with the Company.

II. Disclosures

The information in the Company's public communications, including all reports and documents filed with or submitted to the SEC, must be full, fair, accurate, timely and understandable.

To ensure the Company meets this standard, all Senior Financial Officers are required to maintain familiarity with the disclosure requirements, processes and procedures applicable to the Company commensurate with their duties. Senior Financial Officers are prohibited from knowingly misrepresenting, omitting or causing others to misrepresent or omit, material facts about the Company to others, including the Company's independent auditors, governmental regulators and self-regulatory organizations.

III. Compliance with Laws, Rules and Regulations

The Company is obligated to comply with all applicable laws, rules and regulations. It is the personal responsibility of each Senior Financial Officer to adhere to the standards and restrictions imposed by these applicable laws, rules and regulations in the performance of his or her duties for the Company.

Each Senior Financial Officer is also required to promote compliance by all employees with the Code and to abide by Company standards, policies and procedures.

IV. Reporting, Accountability and Enforcement

If a Senior Financial Officer knows of or suspects a violation of applicable laws, rules or regulations or the Code or any other unethical behavior by any director, officer, employee or anyone purporting to be acting on the Company's behalf, he or she must immediately report that information to the Board, any member of the Audit Committee of the Board or the relevant committee thereof, the General Counsel, or the outside counsel for the Company, as appropriate.

The Audit Committee of the Board shall investigate and determine, or shall designate appropriate persons to investigate and determine, the legitimacy of such reports. The Audit Committee will then determine the appropriate disciplinary action. Such disciplinary action includes, but is not limited to, reprimand, termination with cause, and possible civil and criminal prosecution.

To encourage employees to report any and all violations, the Company will not tolerate retaliation for reports made in good faith. Retaliation or retribution against any Senior Financial Officer or employee for a report made in good faith of any suspected violation of laws, rules, regulations or this Code is cause for appropriate disciplinary action.

V. Waivers

Before a Senior Financial Officer, or an immediate family member of such Senior Financial Officer, engages in any activity that would be otherwise prohibited by this Code, he or she must obtain a written waiver from the disinterested directors of the Board or relevant committee thereof. Such written waiver must then be disclosed to the Company's shareholders, along with the reasons for granting the waiver.

VI. No Rights Created

This Code is a statement of certain fundamental principles, policies and procedures that govern the Company's Covered Parties in the conduct of the Company's business. It is not intended to and does not create any rights in any employee, customer, client, visitor, supplier, competitor, shareholder or any other person or entity. It is the Company's belief that the policy is robust and covers most conceivable situations.