

TEXTAINER GROUP HOLDINGS LIMITED

Compensation Committee Charter (Adopted on 28 August, 2007 and As Amended on 27 February 2014)

1. PURPOSE

The Compensation Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Textainer Group Holdings Limited (the "Company") to: (a) evaluate officer and director compensation policies, goals, plans and programs; (b) determine the cash and non-cash compensation of the executive officers of the Company, as defined in the Securities Exchange Act of 1934, as amended ("executive officers"); (c) review and administer the Company's equity-based and other incentive compensation plans for employees; (d) evaluate the performance of the Company's executive officers; and (e) to the extent required by the applicable rules and regulations of the Securities and Exchange Commission ("SEC"), provide any reports that would be required to be provided by the Committee under such then applicable rules and regulations.

2. COMMITTEE STRUCTURE & MEMBERSHIP

- (a) At Least Three Members. The Committee will be comprised of three or more directors as determined by the Board. The Committee members will be appointed by the Board and serve at the discretion of the Board. The Board may designate a Committee member as the Chairperson of the Committee, or if the Board does not do so, the Committee members will appoint a Committee member as Chairperson by a majority vote of the authorized members of the Committee.
- (b) Appointment. The Board will appoint, on a yearly basis, the Committee members at the first meeting of the Board following the Company's annual general meeting. Members of the Committee will continue to be Committee members until their successors are appointed and qualified or until their earlier retirement, resignation or removal. Any member may be removed from the Committee, with or without cause, by the approval of a majority of the directors then serving on the full Board. The Board may fill any vacancies on the Committee by a majority vote of the directors then in office.

3. MEETINGS

- (a) Meetings. The Committee may meet as often as it determines necessary or advisable, but not less frequently than two times per year and in executive session at least once a year, provided that each meeting can contain an executive session. The Committee may also hold special meetings or act by unanimous written consent as the Committee may decide. As permitted in

the Company's Bye-laws (the "Bye-laws"), the meetings may be in person, by telephone or by video conference. The Committee will keep written minutes of its meetings and deliver a copy of such minutes to the Board and to the Corporate Secretary of the Company for inclusion in the Company's minute books. The Committee may request any officer or employee of the Company or the Company's independent counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including but not limited to, any director who is not a member of the Committee. The Chief Executive Officer (the "CEO") should not attend that portion of the meeting where the CEO's performance or compensation is discussed.

- (b) Procedures. The Committee may establish its own procedures in a manner not inconsistent with this Charter, the Bye-laws, the listing standards, SEC regulations and other applicable laws or regulations. The Chairperson or majority of the Committee members may call meetings and set agendas of the Committee. A majority of the Committee members will constitute a quorum for the transaction of Committee business, and the majority vote of the Committee members present at the meeting at which a quorum is present will be the act of the Committee, unless in either case a greater number is required by this Charter, the Bye-laws, the listing standards, SEC regulations or other applicable laws or regulations.
- (c) Reports. The Committee will report its actions and recommendations to the Board after each Committee meeting. The Committee may also make such other reports to the Board as necessary, which reports may include any recommendations the Committee deems appropriate.
- (d) Committee Resources. The Committee has the sole authority to retain and terminate any consultant that it uses to assist in the Committee's evaluation of director, CEO or executive officer compensation and has the sole authority to approve that consultant's fees and other retention terms. The Committee also has the authority to obtain advice and assistance from such advisors that it deems necessary or appropriate. The Company will provide for appropriate funding, as determined by the Board, for payment of reasonable compensation for such advisors.
- (e) Performance Evaluation. The Committee will annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee will also perform an annual evaluation of its own performance, which compares the performance of the Committee with the

requirements of this charter. The performance evaluation by the Committee may be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

- (f) Subcommittee. The Committee may form and delegate authority to subcommittees (which may be a subcommittee having only one member). The Committee may also delegate authority to grant options subject to specified limits to a subcommittee or to one or more individuals who need not be a member of the Board of the Company.

4. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee will:

- (a) ensure appropriate overall corporate performance measures and goals are set and determine the extent that established goals have been achieved and any related compensation earned for the CEO and other executive officers.
- (b) annually review and approve for the Company's executive officers their: (i) annual base salary levels; (ii) annual incentive compensation levels; (iii) long-term incentive compensation levels; (iv) employment agreements, severance agreements, and change of control agreements/provisions, in each case as, when and if appropriate; and (v) any supplemental or special benefits, in each case considering the cost of such compensation to the Company.
 - (1) In particular, the Committee will enable the evaluation of the CEO's performance in light of the corporate performance goals and objectives and review and approve the CEO's compensation for the coming fiscal year based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee will enable the consideration of the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years.
 - (2) The Committee will also enable the annual review and approval of compensation, incentive-compensation plans and equity based-plans for other executive officers of the Company. The Committee will enable efforts to attempt to ensure that the Company's compensation program is effective in attracting and retaining key employees, reinforces business strategies and objectives for

enhanced shareholder value, and is administered in a fair and equitable manner consistent with established policies and guidelines.

- (c) enable the administration of the Company's incentive compensation plans and equity-based plans (other than plans under which options may be granted only to non-employee directors of the Company) as in effect and as adopted from time to time by the Board; provided that the Board retains the authority to interpret such plans; and further provided that the Board may delegate the duties to administer these plans or make certain award grants thereunder to other wholly-independent Board committees should the Committee not be comprised of all independent directors.
- (d) enable the periodic review and recommendations to the Board concerning the Company's equity and other incentive compensation plans. The Committee may also review and recommend to the Board for approval new executive compensation programs (to the extent that the Committee believes that new programs are appropriate or desirable).
- (e) establish and periodically review the procedure by which the Company grants options and other incentive awards under employee share schemes, including any practices regarding the timing of such grants.
- (f) approve any option award or any other type of award under any employee share scheme as may be required for complying with any tax, securities, or other regulatory requirement, or otherwise determined to be appropriate or desirable by the Committee or Board.
- (g) every two years, or more frequently as deemed appropriate, enable the review of compensation of the Board and Board committee members, recommending any changes to previously approved levels to the full Board.
- (h) perform such other functions and have such other powers consistent with this Charter, the Bye-laws and governing law as the Committee or the Board may deem appropriate.