

**t
e
x**

Textainer Group Holdings Ltd.

Investor Presentation

Forward Looking Statements

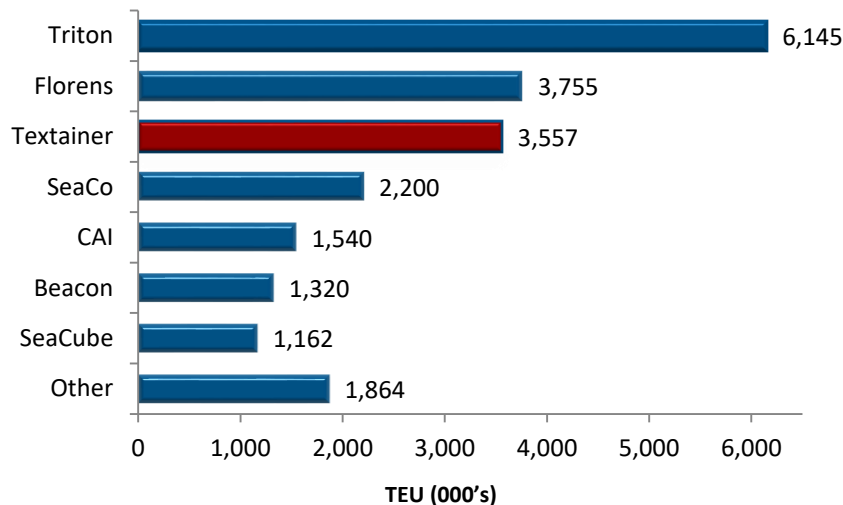


Certain information included in this presentation and other statements or materials published or to be published by the Company are not historical facts but are forward-looking statements relating to such matters as anticipated financial performance, business prospects, technological developments, new and existing products, expectations for market segment and growth, and similar matters. In connection with the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, the Company provides the following cautionary remarks regarding important factors which, among others, could cause the Company’s actual results and experience to differ materially from the anticipated results or other expectations expressed in the Company’s forward-looking statements. The risks and uncertainties that may affect the operations, performance, development, results of the Company’s business, and the other matters referred to above include, but are not limited to: (i) changes in the business environment in which the Company operates, including global GDP changes, the level of international trade, inflation and interest rates; (ii) changes in taxes, governmental laws, and regulations; (iii) competitive product and pricing activity; (iv) difficulties of managing growth profitably; and (v) the loss of one or more members of the Company’s management team.

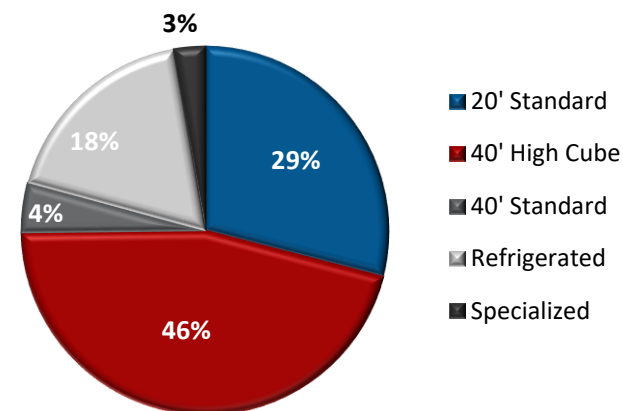
As required by SEC rules, we have provided a reconciliation of the non-GAAP financial measures included in this presentation to the most directly comparable GAAP measures in materials on our website at www.textainer.com.

Fleet Overview

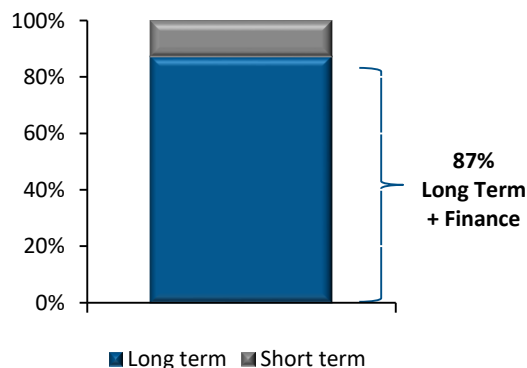
Container Lessors ¹



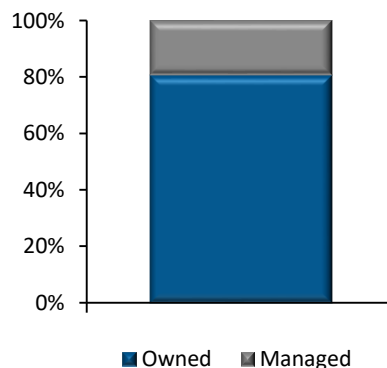
Fleet breakdown ²



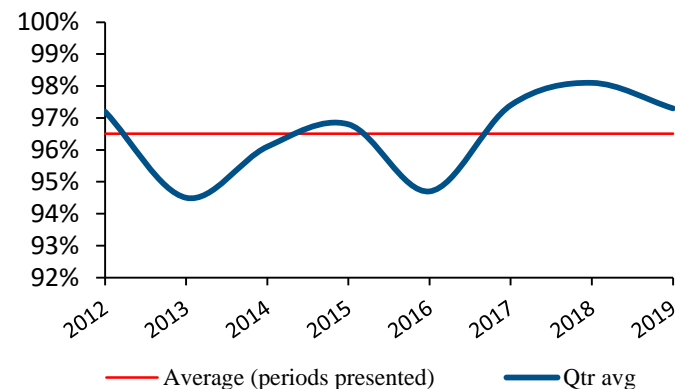
Lease Container Portfolio ³



Owned vs Managed ³



Average Fleet Utilization ²



Diversified fleet with high utilization and predominantly long-term leases

- (1) Competitor data from Harrison Consulting as at December 2018; Textainer fleet data updated as of most recent quarter end. Calculated based on TEU
 (2) Calculated based on CEU, as of quarter end. CEU refers to a Cost Equivalent Unit, a unit of measurement based on the approximate cost of a container relative to the cost of a standard 20' dry freight container
 (3) Calculated based on TEU, as of quarter end. TEU refers to Twenty-Foot Equivalent Unit, a unit of measurement based on the length of a container relative to a standard 20' dry freight container

Diversified Revenue Streams

“Go To” manager for third party owners

- Manage 19% of our fleet for 14 third-party owners
- Taken over management of fleets totaling over 1.6 million TEU since 1998
- Fee income earned using existing operating platform

Tank container partnership with Trifleet

- Investing in new tank containers managed by Trifleet
- Trifleet is the world’s fourth largest tank lessor with over 29 years of experience and a fleet of approximately 16,000 containers
- Tanks have a 20+ year economic life, high scrap value upon disposal, and high barrier to entry due to technical complexity and fragmented customer base
- Tanks are leased mostly to non-shipping customers for multi-modal transport and storage by the chemical, food grade, pharmaceutical and gas industries, as well as by tank container operators
- Diversified revenue stream provides added protection from cyclical downturns



Dedicated international container resale team

- One of the largest sellers, averaging over 140,000 annual sales over the past 5 years
- Optimizes the residual value in multiple markets, including locations with low lease-out demand, selling used containers to a wide variety of buyers
- Purchases and resells containers from shipping line customers, container traders and other sellers of containers

Provider of containers to US Military since 2003

- Recipient of the National Defense Transportation Association (NDTA) Quality Award in 2008

Management income, military, tanks, and resale provide growth and diversification

Current Market Environment

Slow lease-out market

- Market activity remains muted resulting in a flat peak season, lacking the traditional seasonal lease-out surge
- Market is in a standstill with few and unappealing open tenders, mostly for the opportunistic replacement of aging containers

New container prices around \$1,650/CEU

- Prices remain low due to the lack of meaningful container demand and drop in steel prices
- Due to low order volumes, factory inventories have decreased and factories have reduced their production capacity

Low growth but positive containerized trade volumes

- IMF 2019 and 2020 GDP growth forecast at 3.0% and 3.4%, respectively
- Trade volumes are positive, but container growth remains limited by ongoing trade disputes and other macro headwinds
- Liners awaiting greater future trade clarity, however, should continue to favor lease vs. purchase



Despite lack of trade growth, shipping volumes remain positive and container utilization continues at high levels

Manageable levels of equipment turn-ins, limiting inventory supply worldwide

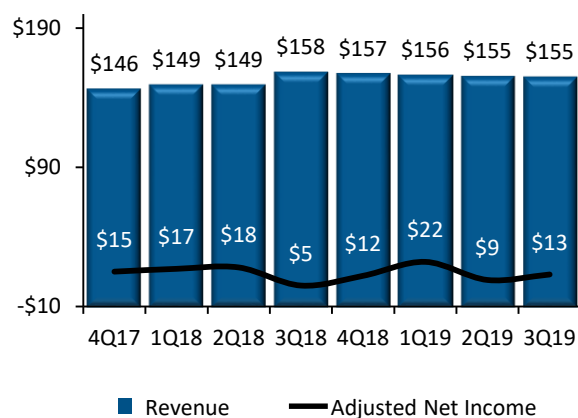
Used containers sold at prices above book value, supported by the limited supply

Muted growth and low factory prices, but other fundamentals remain positive

Summary of 3Q 2019 Results

\$ in millions except per share figures	3Q19	2Q19	Change	3Q18	Change
Lease rental income	\$155	\$155	0%	\$158	-2%
Adjusted EBITDA ¹	\$118	\$115	3%	\$114	4%
Adjusted net income ¹	\$13	\$9	44%	\$5	160%
Adjusted net income per share	\$0.22	\$0.16	38%	\$0.08	175%
Average utilization	97.3%	97.9%	-60 bps	98.0%	-70 bps

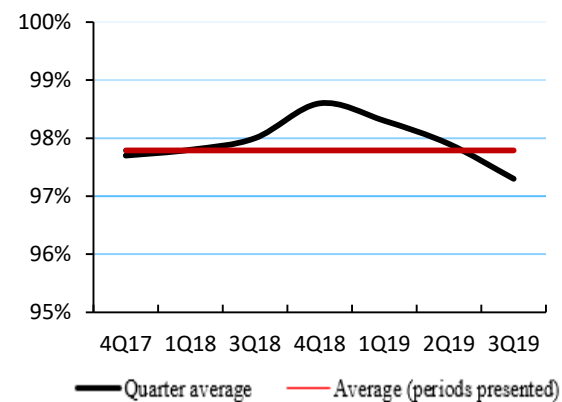
Lease rental income and Adjusted Net Income¹



Adjusted EBITDA¹



Average Fleet Utilization



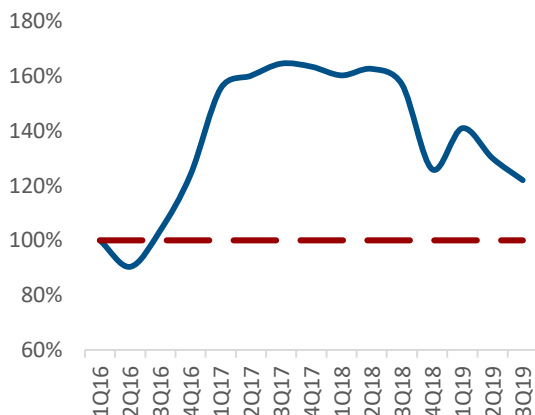
Focus on improving container yields and profitability

Note: Figures \$ in millions

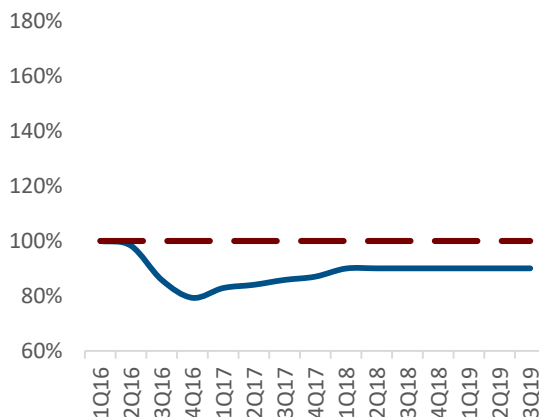
1. See reconciliation in Appendix. Adjustments include items such as unrealized gains/losses on interest rate swaps

Drivers of Improved Financial Performance

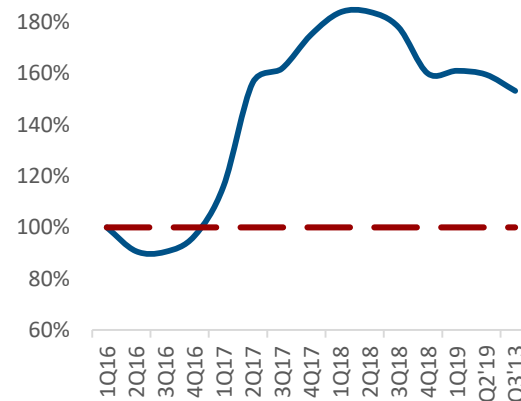
New Container Price Index (CEU)



Avg Fleet Lease Rate Index (CEU)



Avg Fleet Sales Price Index (CEU)



Sensitivities from changes in key metrics

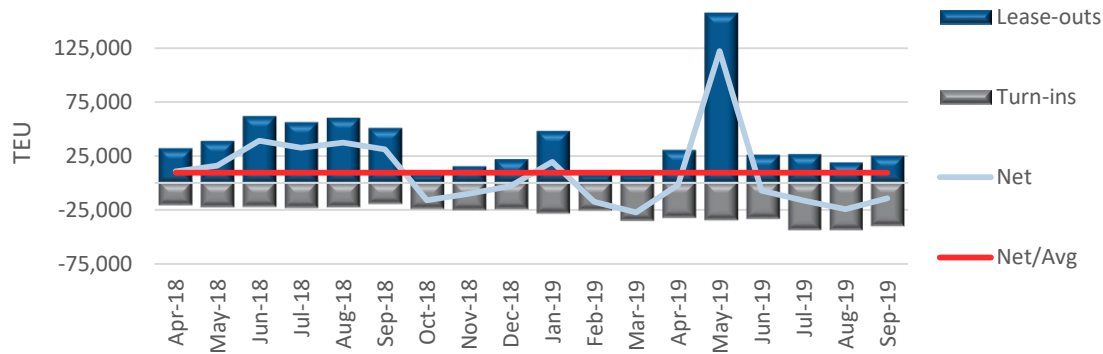
Estimated Annual Pre-Tax Income Impact of Key Metrics	
\$100 change in used container sales price	\$13M
1% change in utilization	\$9M
\$100 change in new container prices	\$4M

- \$710M container capex delivered during the first nine months of 2019 (\$67M in 3Q19)
- We remain focused on capex with double-digit returns and accretive to our financial performance
- Utilization remains strong, currently at 96.4%, helping support resale prices

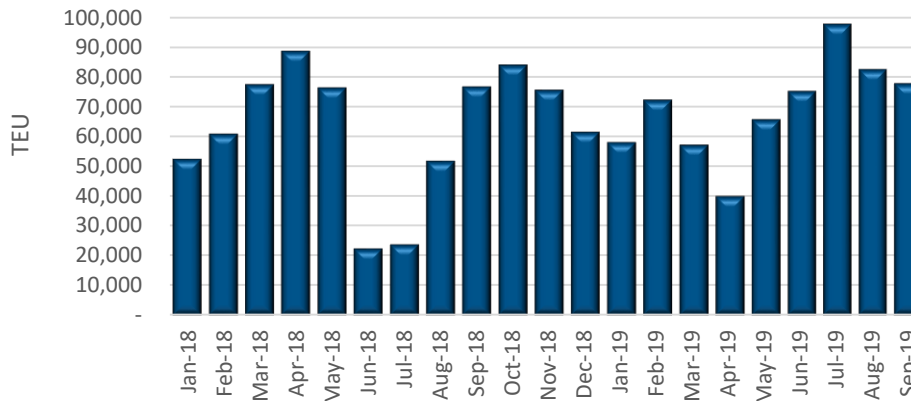
Mixed market conditions with favorable utilization levels and resale prices

Inventory Supply and Fleet Lease-Outs

Container fleet lease-outs and turn-ins



Uncommitted new production inventory

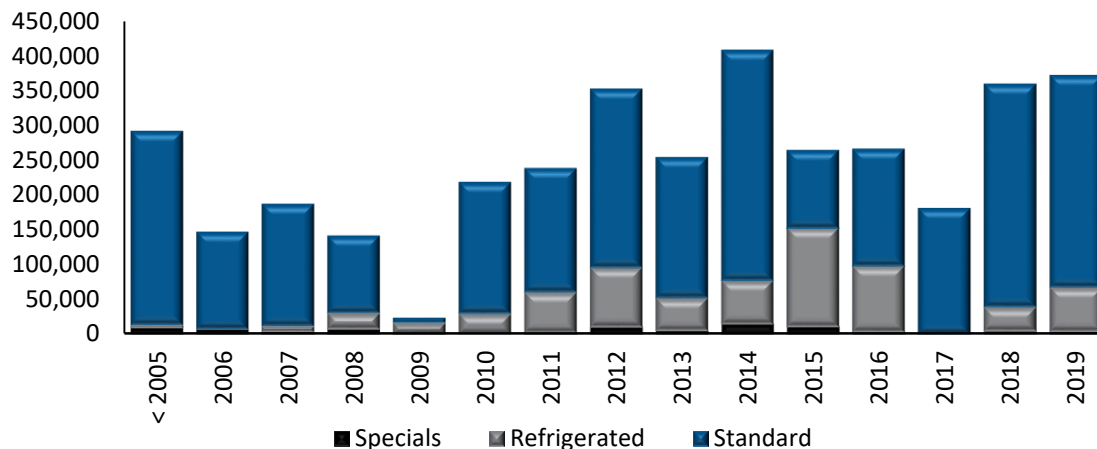


- Lease-out activity reflects the low container demand during the 3Q19 peak season. This follows the significant lease-out activity in 2Q19 that resulted from unique capex opportunities
- Turn-in volume remains at reasonable levels. Excess depot supply is being sold in favorable re-sale market
- We maintain an optimized inventory supply to meet the immediate needs of our customers

We manage our inventory to maximize supply opportunities to our customers

Container Fleet Data in CEU

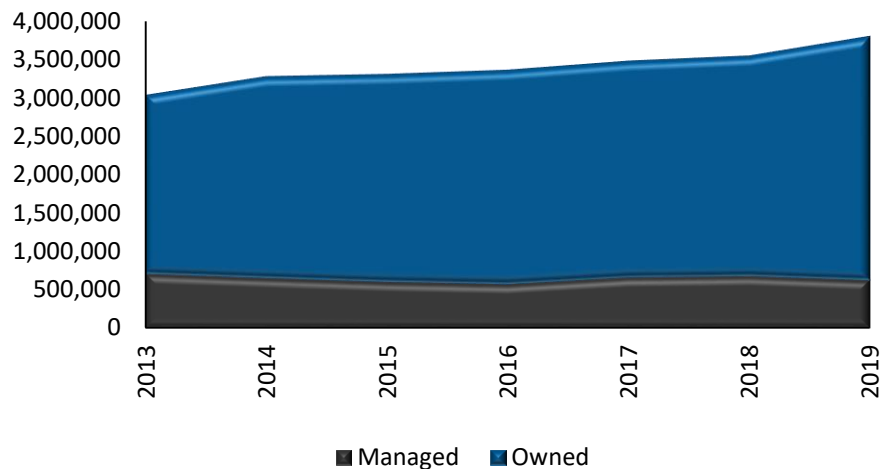
Current Container Fleet by Production Year



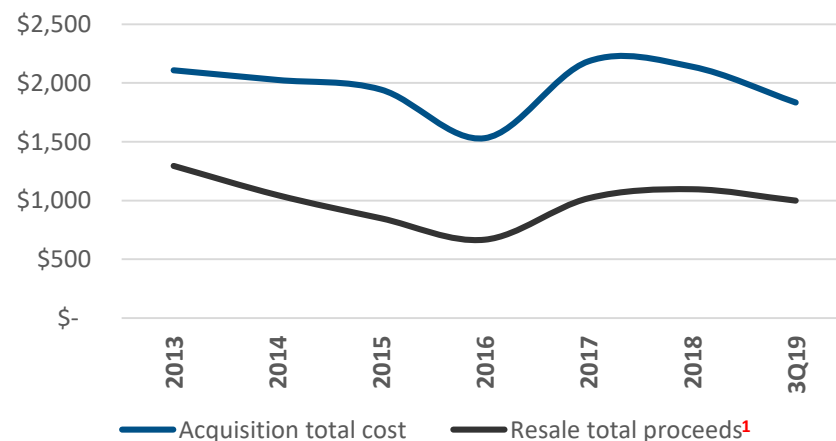
Current Fleet:
Fully depreciated = 15%
Average age = 7.0 yrs

5yr historical average:
Fleet size CAGR = 4%
Resale proceeds / acquisition cost = 48%

Fleet Growth



Avg Container Prices per CEU



Note: Figures as of current quarter

1. Resale proceeds for depot sales. Excludes Container Trading activity

Balance Sheet Summary

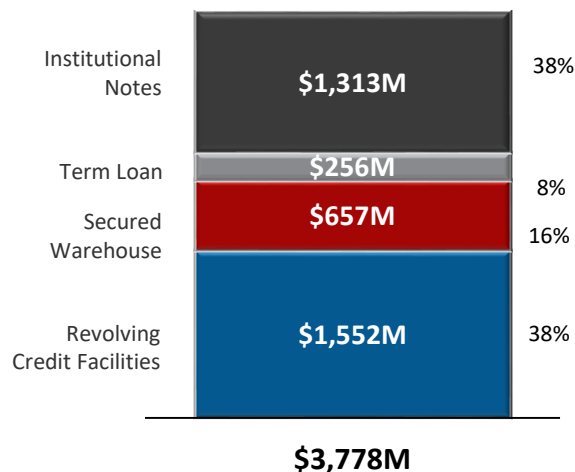
(\$ in millions)

	September 30	December 31,			
	2019	2018	2017	2016	2015
Cash And Cash Equivalents	\$163	\$137	\$138	\$84	\$116
Containers, Net	\$4,118	\$4,134	\$3,791	\$3,718	\$3,696
Total Assets	\$5,132	\$4,744	\$4,380	\$4,294	\$4,365
<i>Growth</i>	8%	8%	3%	-2%	0%
Debt, net of unamortized debt issue costs	\$3,748	\$3,410	\$2,990	\$3,038	\$3,024
Total Liabilities	\$3,871	\$3,504	\$3,170	\$3,109	\$3,099
Non-controlling Interest	\$26	\$29	\$58	\$59	\$64
Total Equity	\$1,261	\$1,235	\$1,153	\$1,126	\$1,202
Total Equity & Liabilities	\$5,132	\$4,769	\$4,380	\$4,294	\$4,365
Debt / Equity plus Non-controlling Interest	2.9x	2.7x	2.5x	2.6x	2.4x

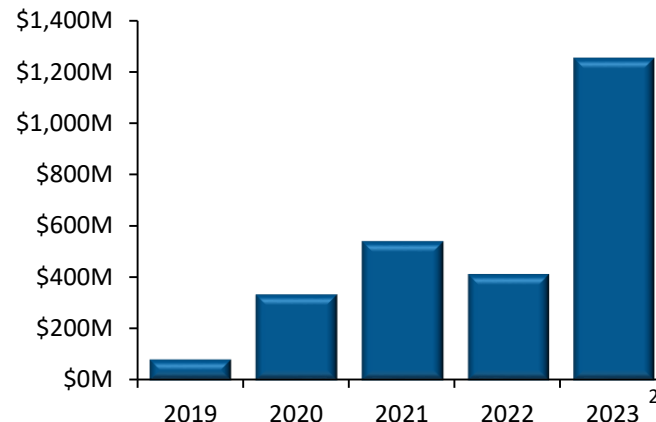
Strong balance sheet driving momentum with asset growth

Textainer Capital Structure

Outstanding borrowings by funding source



Debt principal repayments



	Sep 30, 2019	Percentage of Total Debt	Avg. Remaining Term (Mos)	Blended Spot Coupon Rate at Sep 30, 2019
Fixed Rate Debt	\$ 1,569	42%	42	3.98%
Hedged Floating Rate Debt	\$ 1,043	28%	22	3.88%
Total Fixed/Hedged	\$ 2,613	69%	40	3.94%
Unhedged Floating Rate Debt	\$ 1,165	31%		3.55%
Total Debt and Effective Interest Rate	\$ 3,778	100%		
Long-term and finance leases as % of total financed container fleet¹		75%		
Remaining Lease Term			56	

Hedging provides stability from short term interest rate fluctuations in our effective interest rate

Properly hedged debt from diversified sources and with staggered maturities

Debt figures represent outstanding borrowings, gross of debt issuance costs

1) Includes all containers in our owned fleet, including off-hire depot inventory and held for resale

2) Includes Revolving Credit outstanding draws of \$1,392M maturing September 2023 that will be refinanced prior to maturity

Conclusion

- Overall market growth remains slow, driven by uncertainty from trade disputes and other macro economic factors
- Despite the slow market, Textainer delivered stable revenue
- Other market fundamentals remain strong, including positive trade and shipping volumes, manageable level of turn-ins, high utilization, and favorable resale prices
- Factory inventory levels are reducing. Industry remains disciplined with much-reduced levels of new container orders and factories are temporarily reducing production capacity
- We remain focused on improving profitability and maintaining a strong balance sheet to better serve our customers and take advantage of future opportunities
- Actively repurchasing shares under the \$25 million program announced in September 2019
- We continue investing in technology and personnel while implementing cost cutting initiatives that lower operating expenses



Textainer is well positioned for profitable growth and improved performance

t
e
x

Appendix



Reconciliation of GAAP to Non-GAAP Items

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
	(Dollars in thousands)		(Dollars in thousands)	
	(Unaudited)		(Unaudited)	
Reconciliation of adjusted net income:				
Net income attributable to Textainer Group Holdings Limited common shareholders	\$ 10,578	\$ 1,913	\$ 27,942	\$ 38,137
Adjustments:				
Write-off of unamortized deferred debt issuance costs and bond discounts	—	881	—	881
Unrealized loss (gain) on interest rate swaps, collars and caps, net	2,478	(22)	18,315	(2,248)
Costs associated with departing senior executives	—	2,368	—	2,368
Gain on insurance recovery and legal settlement	—	—	(841)	—
Impact of reconciling items on income tax expense (benefit)	(27)	(506)	(173)	(484)
Impact of reconciling items on net (loss) income attributable to the noncontrolling interests	(79)	181	(845)	900
Adjusted net income	\$ 12,950	\$ 4,815	\$ 44,398	\$ 39,554
Reconciliation of adjusted EBITDA:				
Net income attributable to Textainer Group Holdings Limited common shareholders	\$ 10,578	\$ 1,913	\$ 27,942	\$ 38,137
Adjustments:				
Interest income	(680)	(446)	(2,047)	(1,153)
Interest expense	39,970	35,706	115,699	101,838
Write-off of unamortized deferred debt issuance costs and bond discounts	—	881	—	881
Realized gain on interest rate swaps, collars and caps, net	(170)	(1,268)	(2,709)	(3,951)
Unrealized loss (gain) on interest rate swaps, collars and caps, net	2,478	(22)	18,315	(2,248)
Costs associated with departing senior executives	—	2,368	—	2,368
Gain on insurance recovery and legal settlement	—	—	(841)	—
Income tax expense (benefit)	1,318	(224)	1,470	1,262
Net (loss) income attributable to the noncontrolling interests	(17)	615	(575)	3,325
Depreciation expense	67,644	68,821	194,243	184,699
Container write-down from lessee default, net	(576)	8,407	7,154	8,426
Amortization expense	481	439	1,576	3,219
Impact of reconciling items on net (loss) income attributable to the noncontrolling interests	(2,772)	(3,493)	(9,099)	(8,713)
Adjusted EBITDA	\$ 118,254	\$ 113,697	\$ 351,128	\$ 328,090

**t
e
x**