

## **TEXTAINER ANNOUNCES DATE OF SPECIAL MEETING AND PUBLICATION OF ITS PROXY STATEMENT TO APPROVE ACQUISITION BY STONEPEAK**

*Special Meeting to Be Held on February 22, 2024*

January 17, 2024

HAMILTON, Bermuda and NEW YORK, January 17, 2024 (GLOBE NEWSWIRE) -- Textainer Group Holdings Limited (NYSE: TGH; JSE: TXT) ("Textainer"), one of the world's largest lessors of intermodal containers, today announced that it has published its proxy statement relating to a special meeting of its shareholders (the "Special Meeting") to approve the previously announced acquisition of Textainer by Stonepeak, a leading alternative investment firm specializing in infrastructure and real assets.

The Special Meeting is scheduled for February 22, 2024 at 1:30 p.m., Bermuda Time, at Textainer's registered office at Century House, 16 Par-La-Ville Road, Hamilton HM 08, Bermuda. Shareholders entitled to vote consist of holders of Textainer's common and preference shares, each as listed on the New York Stock Exchange (the "NYSE"), and common shares listed on the Johannesburg Stock Exchange (the "JSE").

As previously announced, the record date for purposes of determining holders of common shares and preferred shares entitled to notice of, and to vote at, the Special Meeting was set as the close of business on January 5, 2024 (New York City Time). For holders of Textainer common shares held on the JSE, the last day to trade their common shares on the JSE to appear in the JSE register on such record date was January 2, 2024.

On or about January 24, 2024, physical copies of the proxy statement and related proxy documents will be mailed or provided to Textainer shareholders as of the record date. Subject to shareholder approval at the Special Meeting and timely receipt of required regulatory approvals, Textainer anticipates that the transaction will close in March 2024.

More information regarding the Special Meeting and the proposed acquisition by Stonepeak can be found in the proxy statement attached as Exhibit 99.1 of Textainer's Report on Form 6-K furnished to the U.S. Securities and Exchange Commission at [www.sec.gov](http://www.sec.gov) on January 17, 2024.

Shareholders with any questions concerning the proposed acquisition or the proxy statement, that would like a physical copy of or additional copies of the proxy statement or that need help voting their shares, may (i) for shareholders that hold their shares on the South African Branch Register ("South African Shareholders"), contact Computershare S.A. at 086-110-0930, or (ii) for shareholders that are not South African Shareholders, contact Georgeson LLC at 888-275-8475.

**About Textainer Group Holdings Limited**

Textainer has operated since 1979 and is one of the world's largest lessors of intermodal containers with more than 4 million TEU in our owned and managed fleet. We lease containers to approximately 200 customers, including all of the world's leading international shipping lines, and other lessees. Our fleet consists of standard dry freight, refrigerated intermodal containers, and dry freight specials. We also lease tank containers through our relationship with Trifleet Leasing and are a supplier of containers to the U.S. Military. Textainer is one of the largest and most reliable suppliers of new and used containers. In addition to selling older containers from our fleet, we buy older containers from our shipping line customers for trading and resale and we are one of the largest sellers of used containers. Textainer operates via a network of 14 offices and approximately 400 independent depots worldwide. Textainer has a primary listing on the New York Stock Exchange (NYSE: TGH) and a secondary listing on the Johannesburg Stock Exchange (JSE: TXT). Visit [www.textainer.com](http://www.textainer.com) for additional information about Textainer.

### **Cautionary Statement Regarding Forward-Looking Statements**

Certain statements in this press release may constitute "forward-looking statements." Actual results could differ materially from those projected or forecast in the forward-looking statements. The factors that could cause actual results to differ materially include the following: risks related to the satisfaction or waiver of the conditions to closing the proposed acquisition (including the failure to obtain necessary regulatory approvals and failure to obtain the requisite vote by Textainer's shareholders) in the anticipated timeframe or at all, including the possibility that the proposed acquisition does not close; the occurrence of any event, change or other circumstance or condition that could give rise to the termination of the merger agreement, including in circumstances requiring Textainer to pay a termination fee; risks related to the ability to realize the anticipated benefits of the proposed acquisition, including the possibility that the expected benefits from the acquisition will not be realized or will not be realized within the expected time period; disruption from the transaction making it more difficult to maintain business and operational relationships; continued availability of capital and financing; disruptions in the financial markets; certain restrictions during the pendency of the transaction that may impact Textainer's ability to pursue certain business opportunities or strategic transactions; risks related to diverting management's attention from Textainer's ongoing business operation; negative effects of this announcement or the consummation of the proposed acquisition on the market price of Textainer's common shares, preference shares and/or operating results; significant transaction costs; unknown liabilities; the risk of litigation and/or regulatory actions related to the proposed acquisition, other business effects and uncertainties, including the effects of industry, market, business, economic, political or regulatory conditions; decreases in the demand for leased containers; decreases in market leasing rates for containers; difficulties in re-leasing containers after their initial fixed-term leases; customers' decisions to buy rather than lease containers; increases in the cost of repairing and storing Textainer's off-hire containers; Textainer's dependence on a limited number of customers and suppliers; customer defaults; decreases in the selling prices of used containers; the impact of COVID-19 or future global pandemics on Textainer's business

and financial results; risks resulting from the political and economic policies of the United States and other countries, particularly China, including but not limited to, the impact of trade wars, duties, tariffs or geo-political conflict; risks stemming from the international nature of Textainer's business, including global and regional economic conditions, including inflation and attempts to control inflation, and geopolitical risks such as the ongoing war in Ukraine and activities in Israel; extensive competition in the container leasing industry and developments thereto; decreases in demand for international trade; disruption to Textainer's operations from failures of, or attacks on, Textainer's information technology systems; disruption to Textainer's operations as a result of natural disasters; compliance with laws and regulations related to economic and trade sanctions, security, anti-terrorism, environmental protection and anti-corruption; the availability and cost of capital; restrictions imposed by the terms of Textainer's debt agreements; and changes in tax laws in Bermuda, the United States and other countries.

You should carefully consider the foregoing factors and the other risks and uncertainties that affect Textainer's business described in the proxy statement (including the other documents filed from time to time with the U.S. Securities and Exchange Commission (the "SEC") that are incorporated by reference therein), all of which are available at [www.sec.gov](http://www.sec.gov). These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and Textainer assumes no obligation to, and does not intend to, update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise, unless required by law. Textainer does not give any assurance that it will achieve its expectations.

### **Additional Information and Where to Find It**

In connection with the Special Meeting, Textainer will mail or otherwise make available, on or about January 24, 2024, to Textainer's shareholders as of the January 5, 2024 record date the proxy statement describing the merger proposal to be voted upon at the Special Meeting, as well as logistical information related to the Special Meeting. Along with a proxy statement, Textainer will also send a form of (i) proxy card (for use by shareholders other than South African shareholders) and (ii) proxy (for use by South African shareholders), in each case, enabling shareholders to submit their votes on that proposal. **INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT, ANY AMENDMENTS OR SUPPLEMENTS THERETO AND ANY OTHER RELEVANT DOCUMENTS THAT MAY BE FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED TRANSACTION OR INCORPORATED BY REFERENCE IN THE PROXY STATEMENT CAREFULLY AND IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT TEXTAINER AND THE PROPOSED TRANSACTION.**

Investors and security holders will be able to obtain copies of these materials and other documents containing important information about Textainer and the proposed transaction free of charge through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). Copies of documents filed with the SEC by Textainer will be made available free of charge on Textainer's investor relations website at <https://investor.textainer.com/>.

### **No Offer or Solicitation**

This communication is for information purposes only and is not intended to and does not constitute, or form part of, an offer, invitation or the solicitation of an offer or invitation to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the proposed transaction or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law.

### **Participants in the Solicitation**

Textainer and its directors and certain of its executive officers and other employees may be deemed to be participants in the solicitation of proxies from Textainer's shareholders in connection with the proposed transaction. Information about Textainer's directors and executive officers is set forth in the proxy statement, including information incorporated by reference into the proxy statement (such as Textainer's Report on Form 20-F, which was filed with the SEC on February 14, 2023). Investors may obtain additional information regarding the interest of such participants by reading the proxy statement and other relevant materials regarding the acquisition to be filed with the SEC in respect of the proposed transaction. These documents can be obtained free of charge from the sources indicated above in "Additional Information and Where to Find It".

### **Contacts**

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