



TEXTAINER GROUP HOLDINGS LIMITED

Century House
16 Par La-Ville Road
Hamilton HM 08 Bermuda

FORM OF PROXY

This Proxy Form is solicited on behalf of the Board of Directors of Textainer Group Holdings Limited, a Bermuda company (the "Company"), for use only at the Company's 2020 Annual General Meeting of Shareholders to be held on May 28, 2020 at 650 California Street, San Francisco, California, U.S. at 9:00 a.m. (local time) and at any postponement or adjournment(s) thereof (the "2020 Annual Meeting").

This Proxy Form (when properly executed, returned and not revoked) will be voted in accordance with the instructions, if any, given thereon. If no instructions are provided in this Proxy Form (when properly executed, returned and not revoked) it will be voted FOR each nominee identified below to be elected to the Board of Directors (Proposal One), FOR each of Proposals Two and Three and in accordance with the proxyholder's best judgment as to any other business as may properly come before the 2020 Annual Meeting.

The Board of Directors unanimously recommends a vote FOR each nominee identified below to be elected to the Board of Directors (Proposal One) and FOR each of Proposals Two and Three.

For use only by Textainer Group Holdings Limited ordinary Shareholders who:

- hold their Shares in certificated form ("Certificated ordinary Shareholders")
- have Dematerialised their Shares with 'own-name' registration ("Dematerialised ordinary Shareholders"),

Dematerialised ordinary Shareholders who do not have 'own-name' registration who wish to attend or send a proxy to represent them at the Annual General Meeting must inform their CSDP or Broker of their intention to attend or be represented at the Annual General Meeting and request their CSDP or Broker to issue them with the relevant Letter of Representation to attend or be represented at the Annual General Meeting and vote. If they do not wish to attend or be represented at the Annual General Meeting, they must provide their CSDP or Broker with their voting instructions in terms of the relevant Custody Agreement entered into between them and the CSDP or Broker. In the absence of such instructions, the CSDP or Broker will be obliged to vote in accordance with the instructions contained in the Custody Agreement mandate between them and their CSDP or Broker. These Shareholders must **not** use this form of proxy

I/We (Full name in print) of _____

(address) _____

Telephone work _____

Mobile number _____

being the holder of Shares in Textainer, hereby appoint:

1. Olivier Ghesquiere, President and CEO of Textainer Group Holdings Limited or failing him/her
2. _____ or failing him/her
3. the Chairman of the Annual General Meeting,

as my/our proxy to attend, speak and vote for me/us at the Annual General Meeting for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at any adjournment thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of the Shares registered in my/our name(s), in accordance with the following instruction (see notes):

	Number of Shares*		
	For	Against	Abstain
Resolution Number 1 Proposal to approve the election of the persons listed below, nominated by the current Board of Directors, as Class I directors of the Company:			
– David M. Nurek			
– Robert D. Pedersen			
Resolution Number 2 Proposal to approve the Company's annual audited financial statements for the fiscal year ended December 31, 2019			
Resolution Number 3 Proposal to approve the re-appointment of KPMG LLP, an independent registered public accounting firm, to act as the Company's independent auditors for the fiscal year ending December 31, 2020 and the authorization for the Board of Directors, acting through the Audit Committee to fix the remuneration of the independent auditors for the fiscal year ending December 31, 2020			

*Note: One vote per Share held by Shareholders. Shareholders must insert the relevant number of Shares they wish to vote in the appropriate box provided or "X" should they wish to vote all Shares held by them. If this JSE Form of Proxy is returned without an indication as to how the proxy should vote on any particular matter, the proxy will exercise his/her discretion as to whether, and if so, how he/she votes.

Signed at _____ on this day of _____ 2020
Signature(s) _____
State capacity and full name _____

Each Shareholder is entitled to appoint one or more proxy(ies) (who need not be Shareholder(s) of Textainer) to attend, speak and vote in his/her stead at the Annual General Meeting.

Please read the notes below on the reverse hereof.

Important notes about the Annual General Meeting

1. This JSE Form of Proxy must only be used by Certificated Shareholders and Dematerialised Shareholders with Own-name Registration on the JSE Register.
2. Dematerialised Shareholders other than those with "own-name" registration are reminded that the onus is on them to communicate with their CSDP or broker.
3. Each Shareholder is entitled to appoint one or more proxies (who need not be a Shareholder(s) of the Company) to attend, speak and on poll, vote in place of that Shareholder at the Annual General Meeting.
4. A Shareholder may insert the name of a proxy or the names of two alternative proxies of the Shareholder's choice in the spaces provided, with or without deleting "the chairman of the Annual General Meeting". The person whose name stands first on the JSE Form of Proxy and who is present at the Annual General Meeting will be entitled to act as proxy to the exclusion of those names that follow.
5. A Shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that Shareholder or an "X" should that Shareholder wish the proxy to vote all Shares held by them in the appropriate box(es) provided. Failure to comply with the above will be deemed to authorise the chairman of the Annual General Meeting, or any other proxy to vote or to abstain from voting at the Annual General Meeting as she/he deems fit, in respect of all the Shareholder's votes exercisable thereat.
6. Documentary evidence establishing the authority of a person signing this JSE Form of Proxy in a representative capacity must be attached to this JSE Form of Proxy, unless previously recorded by the Company's transfer office or waived by the chairman of the Annual General Meeting.
7. The chairman of the Annual General Meeting may reject or accept any JSE Form of Proxy which is completed and/or received other than in accordance with these instructions, provided that he is satisfied as to the manner in which a Shareholder wishes to vote.
8. Any alterations or corrections to this JSE Form of Proxy must be initialled by the signatory(ies).
9. The completion and lodging of this JSE Form of Proxy will not preclude the relevant Shareholder from attending the Annual General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such Shareholder wish to do so.
10. A minor must be assisted by her/his parent or guardian unless relevant documents establishing her/his legal capacity are produced or have been registered by the Company.
11. Where there are joint holders of any Share:
 - any one holder may sign this JSE Form of Proxy; and
 - the vote(s) of the senior Shareholders (for that purpose of seniority will be determined by the order in which the names of Shareholders appear in the JSE Register) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the joint Shareholder(s).
12. A person wishing to participate in the Annual General Meeting (including any representative or proxy) must provide reasonably satisfactory identification before they may attend or participate at such Annual General Meeting.
13. Any alteration or correction made to this JSE Form of Proxy, other than the deletion of alternatives, must be initialled by the signatory/ies.
14. JSE Forms of Proxy should be lodged with or mailed to Computershare Investor Services Proprietary Limited:

Hand deliveries to:

Computershare Investor Services Proprietary Limited
Rosebank Towers
15 Biermann Avenue
Rosebank
Johannesburg, 2196
South Africa

Postal deliveries to:

Computershare Investor Services Proprietary Limited
Private Bag X9000
Saxonwold, 2132
South Africa

Electronic mail deliveries to:

Computershare Investor Services Proprietary Limited
proxy@computershare.co.za

so as to be received by no later than 08:00a.m (South African time) on Wednesday, May 27, 2020 (or 48 hours before any adjourned general meeting which date, if necessary, will be notified on SEM, SENS and via RIS).