



# 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 special general meeting of the shareholders of the Company to be held on 22 February 2024 at the Company's registered office at Century House, 16 Par-La-Ville Road, Hamilton HM 08, Bermuda at 1:30 p.m. (Bermuda time) and at any postponement or adjournment(s) thereof (the "Special Meeting"). This Proxy Form is being sent together with the proxy statement to Shareholders of the Company.

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 Proposals One and Two and in accordance with the proxyholder's best judgment as to any other business as may properly come before the Special Meeting.

The Board of Directors unanimously recommends a vote FOR Proposals One and Two.

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

- hold their Company Common Shares in certificated form ("Certificated ordinary Shareholders")
- have Dematerialised their Company Common 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 Special Meeting must inform their CSDP or Broker of their intention to attend or be represented at the Meeting and request their CSDP or Broker to issue them with the relevant Letter of Representation to attend or be represented at the Special Meeting and vote. If they do not wish to attend or be represented at the Special 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 \_\_\_\_\_ Company Common Shares in the Company, 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 Special Meeting,

as my/our proxy to attend, speak and vote for me/us at the Special 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 Company Common Shares registered in my/our name(s), in accordance with the following instruction (see notes):

	Number of Company Common Shares*		
	For	Against	Abstain
<b>1. Merger Proposal</b> Proposal to approve and adopt (a) the Agreement and Plan of Merger, dated as of October 22, 2023 (as it may be amended from time to time, the " <b>Merger Agreement</b> "), by and among the Company, Typewriter Parent Ltd., an exempted company limited by shares incorporated under the Companies Act (2023 Revision) of the Cayman Islands (" <b>Parent</b> "), and Typewriter Merger Sub Ltd., an exempted company limited by shares incorporated under the Laws of Bermuda and a subsidiary of Parent (" <b>Merger Sub</b> "), (b) the form of Statutory Merger Agreement (as it may be amended from time to time, the " <b>Statutory Merger Agreement</b> "), by and among the Company, Parent, and Merger Sub, substantially in the form set forth in Exhibit B to the Merger Agreement, pursuant to which Merger Sub will merge with and into the Company (the " <b>Merger</b> "), with the Company continuing as the surviving company and a subsidiary of Parent and (c) the transactions contemplated thereby, including the Merger			
<b>2. Adjournment Proposal</b> Proposal to adjourn the Special Meeting, if necessary and appropriate, to solicit additional proxies if there are not sufficient votes to approve the Merger Proposal			

\*Note: One vote per Company Common Share held by Shareholders. Shareholders must insert the relevant number of Company Common Shares they wish to vote in the appropriate box provided or "X" should they wish to vote all Company Common 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 \_\_\_\_\_

2024

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 Special Meeting.

**Please read the notes below on the reverse hereof.**

### Important notes about the Special 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 Special 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 Special Meeting". The person whose name stands first on the JSE Form of Proxy and who is present at the Special 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 Company Common 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 Special Meeting, or any other proxy to vote or to abstain from voting at the Special 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 Special Meeting.
7. The chairman of the Special 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 Special 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 Special Meeting (including any representative or proxy) must provide reasonably satisfactory identification before they may attend or participate at such Special Meeting.
13. The Special Meeting may also be attended by telephone at 1-877-407-9039 or 1-201-689-8470.
14. Any alteration or correction made to this JSE Form of Proxy, other than the deletion of alternatives, must be initialled by the signatory/ies.
15. 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 7:30 p.m (South African time) on 20 February 2024 (or 48 hours before any adjourned special meeting which date, if necessary, will be notified on SEM, SENS and via RIS).