

## **CAI INTERNATIONAL, INC.**

### **Presiding Non-Management Director**

The Board of Directors of CAI International, Inc. will annually appoint a Presiding Non-Management Director from among the independent directors.

The Presiding Non-Management Director will serve as a focal point and facilitator to assist the independent directors in fulfilling their responsibilities. The Presiding Non-Management Director is not superior to other directors, but a peer among peers.

The responsibilities of the Presiding Non-Management Director are as follows:

1. Presides over meetings of non-management, independent directors and, with input from other directors, prepares agendas for these meetings. Also presides over Board meetings in the absence of the Deputy Chairman.
2. Provides prompt feedback to the CEO regarding issues arising at executive sessions of independent directors.
3. Serves as non-exclusive channel of communication between CEO and independent directors.
4. Assures that the CEO understands the Board's views on all critical matters, and vice versa. Together with the Chair/CEO, and with input from other directors, collaborates on the preparation of Board agendas.
5. Consults with the Chair and other Board members regarding Board meeting schedules. Serves as a point of contact for Board members to raise sensitive issues with the CEO.
6. Monitors significant developments between Board meetings and assures the Board is informed and engaged as appropriate.
7. Has the authority to call meetings of the independent directors and to convene executive sessions of the independent directors during regularly scheduled Board meetings.
8. Serves as a mentor and sounding board for the CEO. Takes the lead in assuring that the Board carries out its responsibilities if the CEO is incapacitated or in other crisis situations.
9. Performs other functions as directed by the Board.

At least annually, the Board will review the Presiding Non-Management Director's role and effectiveness.