

TEXTAINER GROUP HOLDINGS LIMITED

Corporate Governance and Nominating Committee Charter (Adopted 28 August, 2007)

I. AUTHORITY AND PURPOSE

The Corporate Governance and Nominating Committee (the “Committee”) of Textainer Group Holdings Limited (the “Company”) is appointed by the Company’s Board of Directors (the “Board”). The Committee shall assist the Board in all matters relating to (a) the establishment, implementation and monitoring of policies and processes regarding the recruitment and nomination of candidates to the Board and committees of the Board; (b) the review and making of recommendations to the Board regarding the composition and structure of the Board and committees of the Board; (c) the development, evaluation and monitoring of the Company’s corporate governance processes and principles; (d) the development, implementation and monitoring compliance of the Company’s Code of Conduct (the “Code”) and making recommendations to the Board of revisions to the Code from time to time as appropriate; and (e) the administration of the Board’s annual self-evaluation process and the sharing of the results thereof with the Board for discussion and deliberation. The Committee’s policies and procedures should remain flexible in order to best react to changing conditions and to ensure to the Board and the Company’s shareholders that the composition, practices and operation of the Board and the corporate governance practices of the Company are in accordance with all requirements and are of the highest integrity.

II. COMMITTEE STRUCTURE & MEMBERSHIP

1. At Least Three Members. The Committee shall be comprised of three or more directors as determined by the Board. The Committee members shall be appointed by the Board and shall serve at the discretion of the Board. The Board shall designate a Committee member as the Chairperson of the Committee, or if the Board does not do so, the Committee members shall appoint a Committee member as Chairperson by a majority vote of the authorized members of the Committee.
2. Appointment. The Board shall appoint, on a yearly basis, the Committee members at the first meeting of the Board following the Company’s annual general meeting. Members of the Committee shall continue to be Committee members until their successors are appointed and qualified or until their earlier retirement, resignation or removal. Any member may be removed from the Committee, with or without cause, by the approval of a majority of the directors then serving on the full Board. The Board may fill any vacancies on the Committee by a majority vote of the directors then in office.
3. Subcommittee. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate.

III. MEETINGS

1. Meetings. The Committee shall meet as often as it determines necessary or advisable, but not less frequently than one time per year and in executive session at least once a year, provided that a meeting may contain the executive session. The Committee may also hold special meetings or act by unanimous written consent as the Committee may decide. As permitted in the Company’s Bye-laws (the “Bye-laws”), the meetings may be in person, by telephone or by video conference. The Committee shall keep written minutes of its meetings and shall deliver a copy of such minutes to the Board and to the Corporate Secretary of the Company for inclusion in the Company’s minute books. The Committee may request any officer or employee of the Company or the Company’s independent counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the

Committee. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including but not limited to, any director who is not a member of the Committee.

2. Procedures. The Committee may establish its own procedures, including the formation and delegation of authority to subcommittees, in a manner not inconsistent with this Charter, the By-laws, the listing standards, SEC regulations or other applicable laws or regulations. The Chairperson or majority of the Committee members may call meetings and set agendas of the Committee. A majority of the Committee members shall constitute a quorum for the transaction of Committee business, and the unanimous vote of the Committee members present at the meeting at which a quorum is present shall be the act of the Committee, unless in either case a greater number is required by this Charter, the Bye-laws, the listing standards, SEC regulations or other applicable laws or regulations. Any action that did not receive a unanimous vote of the Committee members present at the meeting shall be referred to the Board.
3. Reports. The Committee shall report its actions and recommendations to the Board after each Committee meeting. The Committee may also make such other reports to the Board as necessary, which reports shall include any recommendations the Committee deems appropriate.
4. Committee Resources. The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain a search firm to be used to identify director candidates. The Committee shall have sole authority to retain and terminate any such search firm, including sole authority to approve the firm's fees and other retention terms. The Committee shall also have authority, to the extent it deems necessary or appropriate, to retain other advisors, including outside legal counsel. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any search firm or other advisors employed by the Committee.
5. Performance Evaluation. The Committee shall perform an annual evaluation of its own performance, which shall compare the performance of the Committee with the requirements of this Charter. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

IV. DUTIES AND RESPONSIBILITIES

The duties of the Committee shall include, without limitation, the following:

Board of Directors and Committees

1. Establish, review and evaluate the standards, criteria and processes for selection of individuals to serve on the Board, consistent with the Corporate Governance Guidelines of the Company.
2. Identify, screen and review individuals qualified to serve as directors, including nominees proposed by shareholders, consistent with the Corporate Governance Guidelines of the Company.
3. Monitor the size and composition of the Board and committees of the Board.
4. Attempt to determine the reason for resignation or refusal to stand for re-election of any director.

5. Solicit periodic input from the Board and conduct a review of the effectiveness of the structure and operations of the Board.
6. Make recommendations to the Board concerning the appointment and removal of directors to committees of the Board and suggest rotations for chairpersons of committees as the Committee deems desirable from time to time.
7. Make recommendations to the Board regarding committee structure and operations.
8. Evaluate and recommend any revisions to Board and committee meeting policies and logistics.
9. Oversee the development of orientation materials for new directors and corporate governance-related continuing education for all Board members.

Compliance and Ethics

10. Oversee the implementation and compliance with and monitor the effectiveness of the Corporate Governance Guidelines of the Company, and develop and recommend to the Board modifications and or additions to the Company's Corporate Governance Guidelines;
11. Implement, evaluate and monitor compliance of the Code, promptly inform the Board of any non-compliance and make recommendations to the Board regarding any revisions to the Code from time to time as appropriate.
12. Review and make recommendations to the Board regarding conflicts of interest and related party transactions.
13. Review, at least annually, the Company's compliance with the corporate governance requirements in applicable listing standards, SEC regulations or other applicable laws or regulations and report to the Board regarding the same.
14. Advise the Board periodically with respect to significant developments in the law and practice of corporate governance, with advice from legal counsel as appropriate, and make recommendations to the Board on all matters of corporate governance and on any corrective action to be taken, as the Committee may deem appropriate.

Shareholder Communication and Proposals

15. Establish, implement and monitor the processes for effective communication between the Company's shareholders and members of the Board.
16. Establish, implement and monitor the processes for consideration of shareholder proposals properly submitted in accordance with the provisions of the Bye-laws.
17. Review all shareholders proposals properly submitted to the Company in accordance with the provisions of the Bye-laws and the company's Corporate Governance Guidelines (including any proposal relating to the nomination of a member of the Board) and recommend to the Board appropriate action on each such proposal with input from an independent advisor and/or legal counsel, as appropriate.

Others

18. Coordinate the search for individuals qualified to succeed the Chief Executive Officer of the Company and make recommendations to the Board.
19. Oversee management to ensure that the Company's web-site, Bye-laws and Memorandum of Association are in compliance with the listing standards, SEC regulations and the laws and regulations applicable to the Company.
20. Review and reassess, periodically, the adequacy of this Charter and make recommendations to the Board regarding any revisions to this Charter from time to time as appropriate.
21. Administer the annual self-evaluation by the Board, share the evaluation results with the full Board and lead Board discussions and analysis thereof.