TEXTAINER GROUP HOLDINGS LIMITED

Insider Trading Policy
(Adopted on 28 August 2007, Last Amended 6 February 2024)

This Insider Trading Policy (this "**Policy**") sets forth the policies and procedures of Textainer Group Holdings Limited and its subsidiaries (the "**Company**") related to the purchase, sale, and other transfers of the Company's securities by persons with access to material, non-public information concerning the Company or who handle confidential information about the Company or the companies with which the Company does business. In addition, it is the Company's policy that (i) no director, officer, employee of the Company, or other designated person who—while working for the Company—learns of material, non-public information about a company with which the Company does business (including any Company customer, supplier or competitor designated as a "Restricted Entity" as provided below), (ii) may trade in that company's securities until the information becomes public or is no longer material. This Policy applies to all Company personnel, including employees (both domestic and international), directors, officers and such persons' family members and entities under such persons' control, as well as other persons such as consultants or contractors whom the Company has designated as subject to this Policy (collectively, "**Insiders**"). For purposes of this Policy, the Company's securities and the securities of other companies includes common shares, options to purchase common shares, and any other securities issued from time-to-time, such as preferred shares, warrants, debt, notes, and convertible debentures; and derivative securities—even if not issued by a company, such as exchange-traded options (e.g., puts and calls).

The Company's directors, officers, and certain designated employees and other persons are subject to additional limitations, including the following:

a. pre-clearance and blackout restrictions, described in the Company's Pre-clearance and Blackout Policy (applicable to Designated Insiders), attached hereto as Appendix A;

b. the Code of Business Conduct and Ethics, attached hereto as Appendix B; and

c. the Fair Disclosure Policy, attached hereto as Appendix C.

I. POLICY

It is the policy of the Company that no director, officer, employee of the Company, or other designated person who is aware of material, non-public information relating to the Company may, directly or through family members or other persons or entities, (i) buy or sell securities of the Company (other than pursuant to a pre-approved trading plan that complies with 17 C.F.R. § 240.10b5-1 ("**Rule 10b5-1**") under the Securities Exchange Act of 1934 (a "**Rule 10b5-1 trading plan**") and Non-Market Transactions (as defined and contemplated in Section 8 below) or buy or sell securities of Restricted Entities (other than sales or transfers consistent with the Company's Pre-clearance and Blackout Policy); (ii) engage in any other action to take personal advantage of that information; or (iii) pass that information on to others outside the Company, including family or friends. The restrictions in this Policy apply to any transactions in any Company shares or securities, including the common shares listed on the Johannesburg

Stock Exchange under the symbol "TXT", the common shares listed on the New York Stock Exchange under the symbol "TGH" and any of the Company's other shares or securities, whether or not such shares or securities are traded on a public market.

II. RESPONSIBILITY

Directors, officers, and employees of the Company and other persons may create, use, or have access to material information about the Company that is not generally available to the investing public (such information is referred to in this Insider Trading Policy as "**material, non-public information**," as explained in more detail below). Each individual has an important ethical and legal obligation to maintain the confidentiality of such information and to not engage in any transactions in the Company's securities while in possession of material, non-public information in violation of the securities laws as applicable from time-to-time.

Individuals and the Company may be subject to severe civil and criminal penalties as a result of unauthorized disclosure of or trading in the Company's securities while in possession of material, non-public information. In addition, violations of insider trading laws can result in significant expense to the Company from investigations by regulators or criminal authorities and cause the public and the securities markets to lose confidence in the Company and its securities. This could substantially harm the Company and its stockholders.

The Company has designated a compliance officer (the "**Compliance Officer**") who is responsible for administering this Insider Trading Policy. If the Compliance Officer is someone other than the General Counsel, the General Counsel may receive notices or other communications related to this Policy and coordinate with the Compliance Officer regarding communications and approvals contemplated hereby.

III. REQUIREMENTS

1. Prohibition. Every director, officer, employee of the Company, or other designated person is prohibited from:

(a) purchasing, selling (including short selling), gifting or otherwise transferring (including charitable donations or transfers for estate planning purposes) the Company's securities while in possession of material, non-public information, regardless of whether the trading window as described in the Company's Pre-clearance and Blackout Policy is open or closed, unless such transfer is accomplished under a Rule 10b5-1 trading plan or is a Non-Market Transaction as defined and contemplated in Section 8 below;

(b) communicating such material, non-public information to third parties other than for permitted business purposes in the performance of one's role and in compliance with the Company's Fair Disclosure Policy;

(c) recommending the purchase or sale of the Company's securities while in the possession of material, non-public information; and

(d) assisting anyone engaged in any of the above activities.

This prohibition also applies to information about, and the securities of, other companies with which the Company has a relationship when a director, officer, employee of the Company,

or other designated person obtains such information during their service to the Company. Insiders who, during their employment by or association with the Company, learn of or obtain material, non-public information about another entity may not (i) trade in that entity's securities until the information becomes public or is no longer material or (ii) disclose such information to any other person or recommend that any person trade in that entity's securities. For purposes hereof, such other entity may be an entity with which the Company does business or is involved in a business relationship, such as a customer, supplier, strategic partner or potential merger partner, or a competitor. Except as contemplated below, an Insider may not purchase or sell the securities of a company such as a customer, supplier, strategic partner, potential merger partner, or a competitor designated by the Company as a restricted entity ("**Restricted Entity**"). All companies initially designated as Restricted Entities as of January 31, 2024 are listed on the attached Appendix D. From time-to-time, the list of Restricted Entities may be modified. Securities of Restricted Entities as January 31, 2024 (or entities subsequently added to Appendix D) may be sold or transferred only in accordance with the Company's mandatory pre-clearance requirements for Restricted Entities included in the Pre-clearance and Blackout Policy. There are no exceptions to this Insider Trading Policy other than those described above or in Sections 8 and 9 below. **Engaging in transactions that are otherwise necessary for personal reasons, such as personal financial commitments, are still prohibited if you possess material, non-public information unless the transaction is accomplished under a Rule 10b5-1 trading plan or is a Non-Market Transaction as defined and contemplated in Section 8 below.**

2. Transactions By Family Members; Entities Controlled by You. The prohibitions outlined in this Policy also apply to your family members who reside with you, including the following: (i) your spouse, (ii) minor children, (iii) anyone else living in your home, (iv) any family members who do not live in your home but whose transactions in Company securities are directed by you or are subject to your influence or control (such as parents or children who consult with you before they trade in Company securities), and (v) any entities under your control such as trusts, investment funds, or other entities in which such persons have a beneficial interest or over which such persons have the power to dispose or direct the disposition of securities held by the entities. The Company will hold you responsible for the conduct of these other persons or entities. Therefore, you should make them aware of the need to confer with you before they trade in the Company's securities.

3. Tipping Information to Others. You may not disclose any material, non-public information to others, including your family members, friends, or social acquaintances. This prohibition applies whether or not you receive any benefit from the other person's use of that information. The U.S. Securities and Exchange Commission (the "**SEC**") has imposed large penalties even when the disclosing person did not profit from the trading.

4. Material, Non-Public Information.

Material Information. Information is considered "material" if there is a substantial likelihood that a reasonable investor would consider it important in making a decision to purchase, hold, or sell the Company's securities (e.g., information regarding a possible merger or acquisition involving the Company, the introduction of important products or major marketing changes). In addition, any information that could be expected to affect the share price for the Company's securities, whether it is positive or negative, should be considered material.

Non-public Information. Non-public information is any information that has not been disclosed to the investing public. Disclosure by press release or in the Company's periodic reports filed with the SEC is necessary to make the information public. However, even after the Company has released information to the public, you should allow at least one (1) full business day (that is, a day on which national stock exchanges and Nasdaq are open for trading) after dissemination thereof, for the investing public to absorb and evaluate the information before you trade in the Company's securities.

Although it is not possible to list all types of material information, the following are a few examples of information that is particularly sensitive and should be treated as material:

- projections of future earnings or changes in estimates of earnings or sales;
- major marketing changes;
- cyber security incidents or privacy breaches impacting the Company, its employees, customers, or others;
- increases or decreases in dividend payments;
- bankruptcy, corporate restructuring, or receivership;
- changes in senior management (e.g., CEO or CFO);
- unusual gains or losses in major operations;
- share splits or securities offerings;
- financings and other events regarding the Company's securities (e.g., defaults on debt securities, calls of securities for redemption, repurchase plans, stock splits, proposed or actual public or private sales of securities by the Company or a selling stockholder);
- mergers, acquisitions, tender offers, or joint ventures;
- purchase or sale of a significant asset;
- significant contracts and technology licenses;
- significant developments regarding customers or suppliers;
- significant labor disputes;
- financial liquidity problems;
- changes in auditors or notification by the auditor that the Company may no longer rely on an audit report;
- significant litigation or significant events in already pending litigation;
- establishment of a repurchase program for the Company's securities; or
- any factor that would cause the Company's financial results to be substantially different from the Company's publicly announced projections or analyst estimates.

If you have any question as to whether particular information is material or non-public, you should not trade or communicate the information to anyone without prior approval by the Compliance Officer.

5. Inadvertent Disclosure. If material, non-public information is inadvertently disclosed by any director, officer, employee of the Company, or other designated person to a person outside the Company who is not obligated to keep the information confidential, you should immediately report all the facts to the Compliance Officer so that the Company may take appropriate remedial action. Consistent with the Company's Fair Disclosure Policy, the Company generally has only 24 hours after learning of an inadvertent disclosure of material, non-public information to publicly disclose such information.

6. Speculative Transactions. The Company has determined that there is a substantial likelihood for the appearance of improper conduct by Company personnel when they engage in transactions of a speculative or risk mitigation nature at any time. Accordingly, directors, officers, employees, or other designated persons are prohibited from engaging in any of the following personal trading activities involving the Company's securities or the securities of a Restricted Entity, except with the prior written consent of the Compliance Officer:

(a) short sales;
(b) hedging transactions, including, but not limited to, prepaid variable forward contracts, equity swaps, collars and exchange funds;
(c) buying or selling puts or calls; and
(d) engaging in derivative transactions relating to the Company's securities (e.g., exchange traded options, etc.).

Directors, officers, employees, and other designated persons must also seek the advice of the Compliance Officer regarding (i) purchasing Company securities on margin, (ii) holding Company securities in a margin account, or (iii) pledging Company securities prior to engaging in such transactions. Directors, officers, and employees are not prohibited from receiving or exercising options, restricted stock units, stock appreciation rights, or other derivative securities granted under the Company's employee benefit plans (provided that any open market purchase or sale effected in connection with such exercise or other transaction remains subject to this Policy).

7. Further Prohibition. From time-to-time, effective immediately upon notice or as otherwise provided by the Company, the Company may determine that other types of transactions, or all transactions, by Company personnel in the Company's securities or the securities of a Restricted Entity shall be prohibited or shall be permitted only with the prior written consent of the Compliance Officer.

8. Approved Pre-Planned Trading Programs Pursuant to Rule 10b5-1. Notwithstanding any prohibitions contained herein, it shall not be a violation of this Insider Trading Policy or the Company's Pre-clearance and Blackout Policy for Company personnel to sell or purchase securities of the Company under certain pre-planned trading programs adopted to sell or purchase securities in the future, which comply with Rule 10b5-1 under the Securities Exchange Act of 1934 (the "**Exchange Act**").

Rule 10b5-1 under the Exchange Act provides an affirmative defense from insider trading liability under the federal securities laws for trading plans that meet certain requirements. Once a Rule 10b5-1 trading plan is adopted, the Insider must not exercise any influence over the amount of securities to be traded, the price at which they are traded, or the date of the trade.

Insiders may trade in Company securities pursuant to Rule 10b5-1 trading plans, provided that the Rule 10b5-1 trading plan was reviewed and approved in writing by the Compliance Officer, prior to the individual's entry into the trading plan, as required by the Pre-Clearance and Blackout Policy. If the Compliance Officer desires to trade in Company securities pursuant to a Rule 10b5-1 trading plan, pre-approval of such plan by another designated officer is required. While the Company's Compliance Officer has absolute discretion whether to

approve a proposed Rule 10b5-1 trading plan, the Rule 10b5-1 trading plan must comply with the following minimum requirements:

(a) the trading plan (including any modifications or terminations thereof) must be adopted at a time other than during a quarterly blackout period or special blackout period and when the insider is not in possession of material, non-public information, and the trading plan must contain a representation confirming that the Insider is not aware of material, non-public information about the Company or its securities;

(b) the Insider must enter into the plan (including any modifications or terminations thereof) in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b5-1, the Insider must act in good faith with respect to the plan, and the plan must contain a representation confirming that such plan is being "entered into in good faith" and not as part of a plan or scheme to evade the prohibitions of Rule 10b5-1;

(c) the trading plan must be a written plan or binding contract (i.e., the plan may not consist of an oral arrangement or order to purchase or sell Company securities in the future) and must contain clear and specific trading instructions specifying the amount, pricing, and timing of transactions to be made pursuant to the trading plan;

(d) the trading plan must have a minimum duration of six (6) months and a maximum duration of two (2) years;

(e) sales or purchases may not commence under the plan until the expiration of a waiting period which is the later of (i) 90 days after such plan is adopted or modified or (ii) two business days following the filing with the SEC of the Company's Form 6-K or Form 20-F containing financial results for the fiscal quarter in which the plan was adopted (subject to a maximum waiting period of 120 days); and any subsequent material modification of the plan must be subject to the same waiting period from the date of such modification, in all cases subject to longer minimum waiting periods as may be required by applicable law or SEC rules from time-to-time (such period in which trades may not occur, the "**Cooling-Off Period**");

(f) no more than one plan may be in effect at any time with respect to Company securities beneficially owned by an Insider, except that during the term of a plan, such Insider may:

(i) adopt a plan in compliance with this Policy with any transactions to take effect upon the completion or expiration of the Insider's current plan; provided, however, that if the Insider's current plan is terminated before its originally scheduled completion date, then the Cooling-Off Period for the later-commencing plan shall run from the date of such termination (and not from the date the later-commencing plan was adopted); and

(ii) enter into another contract, instruction, or plan providing only for the sale of such securities as are necessary to satisfy tax withholding obligations arising exclusively from the vesting of a compensatory award, such as restricted stock or restricted stock units, and provided that the Insider does not exercise control over the timing of such sales (a "**Sell-to-Cover Plan**");

(g) other than Sell-to-Cover Plans, during any 12-month period, an Insider may not adopt more than one "single-trade" 10b5-1 trading plan, which is a plan that is designed to effect the open market purchase or sale of the total amount of the securities subject to the Rule 10b5-1 trading plan as a single transaction; and

(h) the plan must contain and comply with such other terms, conditions, and restrictions as may be required by Rule 10b5-1 and SEC rules, as in effect from time-to-time.

After a Rule 10b5-1 trading plan is adopted, any purchases or sales of securities covered by the Rule 10b5-1 trading plan must occur pursuant to the Rule 10b5-1 trading plan. An Insider may not exercise any subsequent influence over how, when, or whether to make purchases or sales of those securities or otherwise alter or deviate from the Rule 10b5-1 trading plan or enter into or alter a corresponding or hedging transaction or position with respect to the securities to be purchased or sold under the Rule 10b5-1 trading plan.

For purposes of the foregoing, a modification of a Rule 10b5-1 trading plan includes any change to the amount, price, or timing of the purchase or sale of securities under such plan, but shall not include the substitution of the broker executing trades thereunder as long as such modified plan does not change the price, amount of securities to be purchased or sold, or dates on which such purchases or sales are to be executed.

Because a Rule 10b5-1 trading plan must be entered into and acted on in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b-5, a Rule 10b5-1 trading plan should be adopted with the intention that it will not be amended or modified frequently, since changes to a Rule 10b5-1 trading plan may raise issues as to an individual's good faith. For this reason, although modifications to or early termination of a Rule 10b5-1 trading plan are not prohibited, modifications or amendments to a Rule 10b5-1 trading plan, including, but not limited to, the trading formula or instructions, are subject to the foregoing requirements of this Section 8, as if such modification or amendment were the adoption of a new trading plan. Participants in Rule 10b5-1 trading plans must consult with the Compliance Officer prior to terminating or modifying any trading plan.

To the extent required by applicable SEC rules or regulations, the Company shall provide disclosure on Forms 6-K and 20-F describing the material terms of the plan.

9. Non-Market Transactions. Certain limited transactions that do not involve a sale of securities into the public markets ("**Non-Market Transactions**") are allowed even while in the possession of material, non-public information and during a blackout period. Non-Market Transactions are limited to the following:

(a) exercise of a stock option (without subsequent or contemporaneous sale) under a Company employee benefit plan, including a transaction in which the Company withholds shares of stock to satisfy tax withholding requirements or in satisfaction of the exercise price, provided there is no sale of stock;

(b) vesting of restricted stock, or the exercise of a tax withholding right pursuant to which an election is made to have the Company withhold shares of stock to satisfy tax

withholding requirements upon the vesting of any restricted stock or the vesting or exercise of any stock option; and

(c) a specific, non-market transaction approved in writing in advance by the Compliance Officer; provided, however, that for purposes of this Policy (unless approved by the Compliance Officer with appropriate safeguards) a gift of Company securities (including charitable donations and transfers for estate planning purposes) may not be approved as a Non-Market Transaction.

10. Confidentiality Guidelines. To provide more effective protection against the inadvertent disclosure of material, non-public information about the Company or the companies with which it does business, the Company has adopted the following guidelines in addition to the prohibition in Section 3 above. These guidelines are not intended to be exhaustive. Additional measures to secure the confidentiality of information should be undertaken as deemed necessary under the circumstances. If you have any doubt as to your responsibilities with respect to confidential information, please seek clarification and guidance from the Compliance Officer before you act. Do not try to resolve any uncertainties on your own.

The following guidelines establish procedures with which every employee, officer, and director should comply in order to maximize the security of confidential information:

(a) do not share or distribute potentially confidential or sensitive information other than for permitted business purposes and in the performance of one's role, including, but not limited to, in a manner consistent with Section 11 below;
(b) do not discuss any Company matter in public places, such as elevators, hallways, restrooms, or eating facilities, where conversations might be overheard;
(c) use strong passwords to restrict access to the information on computers; and
(d) limit access to particular physical areas where material, non-public information is likely to be documented or discussed.

11. Authorized Disclosure of Material, Non-Public Information. Under certain circumstances, the Chairman, the Chief Executive Officer, the Chief Financial Officer, or the General Counsel may authorize the immediate release of material, non-public information. If disclosure is authorized, the form and content of all public disclosures shall be approved by the Chairman, the Chief Executive Officer, the Chief Financial Officer, the General Counsel, and Company outside legal counsel, as necessary, pursuant to the terms of the Company's Fair Disclosure Policy (available on texnet). In the case of material, non-public information which is not disclosed, such information is not to be disclosed or discussed except on a strict "need-to-know" basis. All requests for information, comments, or interviews (other than routine lease or product inquiries) made to any director, officer, or employee of the Company should be directed to the Chairman, the Chief Executive Officer, the Chief Financial Officer, or the General Counsel, who will clear all proposed responses, which must comply with the Company's Fair Disclosure Policy. It is anticipated that most questions raised can be answered by the Compliance Officer or another company representative to whom the Compliance Officer refers the request. All directors, officers, and employees must comply with the Company's Fair Disclosure Policy and should not respond to such requests directly, unless expressly instructed

otherwise by the Compliance Officer. In particular, great care should be taken not to comment on the Company's expected future financial results. If the Company wishes to give some direction to investors or securities professionals, it must do so only in compliance with the Company's Fair Disclosure Policy. All communications with representatives of the media and securities analysts shall be directed to the Compliance Officer.

12. Post-Termination Transactions. This policy continues to apply to your transactions in Company securities even after termination of your employment with the Company. If you are in possession of material, non-public information when your employment terminates, you may not trade Company securities until that information has become public or is no longer material.

13. Company Assistance. If you have any questions about specific information or proposed transactions, or as to the applicability or interpretation of this Insider Trading Policy or the propriety of any desired action, you are encouraged to contact the Compliance Officer. Ultimately, however, the responsibility for adhering to this policy and avoiding unlawful transactions rests with you as the Company's director, officer, employee, or other designated person.

IV. INSIDER TRADING PENALTIES

The penalties for violating insider trading laws and this Policy or the Pre-clearance and Blackout Policy are severe. For example, if you violate federal insider trading laws, you may (a) pay civil fines of up to three times the profit gained or loss avoided by such violation; (b) pay criminal fines of up to $5 million per violation; and (c) serve a prison sentence of up to 20 years per violation.

A violation of insider trading laws, the Pre-clearance and Blackout Policy, or this Policy also poses significant risks to the Company. As a result of your insider trading violations, the Company could also be subject to the following: (a) paying three times the profit gained or loss avoided by such violation; (b) paying a substantial additional civil fine; and (c) facing potential criminal fines of up to $25 million. The Company could be forced to disclose material, non-public information, which could damage our competitive position, jeopardize important or strategic plans, and threaten or eliminate strategic business opportunities—such as mergers and acquisitions or capital market financings.

The SEC, New York Stock Exchange, the Financial Industry Regulatory Authority ("**FINRA**"), as well as other federal and state regulators, are effective at detecting and prosecuting insider trading cases. The SEC and FINRA routinely examine pre-announcement trading activity in the stock of companies that announce a significant transaction. The SEC has successfully prosecuted cases against employees trading through foreign accounts, trading by family members and friends, and trading involving only a small number of shares. The size of the transaction or the amount of profit received does not have to be large to result in civil or criminal prosecution. Therefore, it is important that you understand the breadth of activities that constitute illegal insider trading.

You must carefully read this Policy and follow its directives at all times. Failure to adhere to insider trading laws or this Policy or provide certification of the matters contained herein may result in immediate disciplinary measures, including termination of your employment or service with the Company.

If you become aware of a possible insider trading violation, you should immediately report the potential violation to the Compliance Officer.

Appendix A

Pre-Clearance and Blackout Policy

(Distributed under separate cover)

Appendix B

Code of Business Conduct and Ethics

(Distributed under separate cover)

Appendix C

Fair Disclosure Policy

(Distributed under separate cover)

Appendix D

Restricted Entities

Competitor & Related
BIP/BIPC
GATX
Triton (preferred shares)
Suppliers
CIMC
Singamas
DFIC (owned by Cosco)
Customers
Maersk
Hapag Loyd
Zim
Evergreen
YML
Wan Hai Lines
Cosco
OOCL
HMM
Antong
Matson
CMA CGM (no publicly traded equity or bonds)