

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Textainer Group Holdings Limited		2 Issuer's employer identification number (EIN) 98-0530316	
3 Name of contact for additional information Ernest J. Furtado	4 Telephone No. of contact 415.434.0551	5 Email address of contact ejf@textainer.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact Century House, 16 Par-La-Ville Road		7 City, town, or post office, state, and Zip code of contact Hamilton HM 08, Bermuda	
8 Date of action December 1, 2014		9 Classification and description Common Shares	
10 CUSIP number G8766E109	11 Serial number(s)	12 Ticker symbol TGH	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **Textainer Group Holdings Limited (TGH) made a cash distribution of \$0.47 per share to its common shareholders on December 1, 2014.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶

Based on our reasonable assumptions about our income, deductions and activities in 2014, we should not have any current or accumulated earnings or profits in 2014. Distributions in excess of our current and accumulated earnings and profits should reduce the adjusted tax basis of our shares pursuant to Internal Revenue Code (IRC) §301(c)(2) and §316(a). Accordingly, since all of the December 1, 2014 distribution should be in excess of our current and accumulated earnings and profits, each shareholder's basis in our common shares should be reduced by \$0.47 per share. Pursuant to the applicable Treasury Regulations under Section 6045B of the IRC, if our assumptions are incorrect, we will provide a revised Form 8937 within 45 days of such determination.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶

Based on our reasonable assumptions about our income, deductions and activities in 2014, we should not have any current or accumulated earnings or profits in 2014. Accordingly, all of the December 1, 2014 distribution should reduce each shareholder's basis in our common shares with any distributions in excess of a shareholder's basis treated as capital gain.

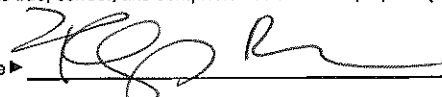
Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC Sections 301(c)(2) and 301(c)(3).

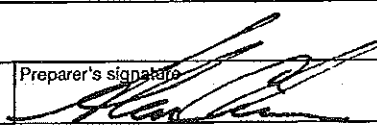
18 Can any resulting loss be recognized? ▶ No tax loss can be recognized by shareholders as a result of receiving this distribution.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The reportable tax year is 2014.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here Signature ▶  Date ▶ 26 Nov 14

Print your name ▶ Phillip K. Brewer Title ▶ President and CEO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<u>Alan B. Chinn</u>		<u>11/5/14</u>		<u>P00293825</u>
	Firm's name ▶ <u>ACG, LLP</u>	Firm's EIN ▶ <u>38-3892404</u>		Phone no. <u>925.463.8833</u>	
	Firm's address ▶ <u>4301 Hacienda Drive, Suite 200 Pleasanton, CA 94588-2724</u>				