

Form **8937**
(December 2017)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

▶ 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 MICHAEL K. CHAN	4 Telephone No. of contact 415.434.0551	5 Email address of contact MKC@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 JUNE 15, 2021		9 Classification and description SERIES A PREFERRED SHARES	
10 CUSIP number 88314W204	11 Serial number(s)	12 Ticker symbol TGH PRA	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 ▶ IN MAY 2021, TEXTAINER'S BOARD OF DIRECTORS APPROVED AND DECLARED A QUARTERLY CASH DISTRIBUTION OF \$0.3014 PER DEPOSITARY SHARE (7% ANNUAL ACCRUAL RATE AT \$25 PER DEPOSITARY SHARE, ORIGINAL ISSUANCE DATE ON APRIL 13, 2021) ON TEXTAINER'S SERIES A PREFERRED SHARES, PAYABLE ON JUNE 15, 2021 TO SHAREHOLDERS OF RECORD AS OF MAY 31, 2021.

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 ▶ THIS IS AN AMENDMENT TO THE FORM 8937 THAT WAS POSTED TO THE COMPANY'S WEBSITE IN NOVEMBER 2021. BASED ON FURTHER ANALYSIS, THE COMPANY HAS DETERMINED THAT ALL OF THE JUNE 15, 2021 DISTRIBUTIONS SHOULD BE TREATED AS TAXABLE DIVIDENDS. 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 UPDATED COMPUTATIONS, JUNE 15, 2021 DISTRIBUTIONS SHOULD BE CHARACTERIZED AS TAXABLE DIVIDENDS AND SHOULD NOT REDUCE EACH SHAREHOLDER'S BASIS IN OUR SERIES A PREFERRED SHARES.

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 SECTION 301(C)(1).

18 Can any resulting loss be recognized? ►
NO TAX LOSS CAN BE RECOGNIZED BY SHAREHOLDERS AS A RESULT OF THE RECEIPT OF TAXABLE DIVIDENDS.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► THE REPORTABLE TAX YEAR IS 2021. THE CHANGE DESCRIBED IN LINE 15 IS A REVISION TO TREAT THE JUNE 15 2021 PAYMENTS AS A TAXABLE DIVIDEND INSTEAD OF A NONTAXABLE RETURN OF CAPITAL. THIS REVISED CHARACTERIZATION HAS BEEN DETERMINED BASED ON A REVISED COMPUTATION OF THE COMPANY'S EARNINGS AND PROFITS FOR THE 2021 YEAR. THE AMOUNTS REPORTED IN THIS FILING ARE BASED ON THE MOST ACCURATE AVAILABLE INFORMATION AT THE TIME OF THIS FILING.

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.

DocuSigned by:
Signature ► *Olivier Ghesquiere* Date ► 3/31/2022
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Print your name ► OLIVIER GHESQUIERE 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
	ALAN B. CHINN	<i>Alan Chinn</i>	3/31/2022		P00293825
	Firm's name ► ACG, LLP	8EEC6D03C18B4E0...		Firm's EIN ► 38-3892404	
	Firm's address ► 5020 FRANKLIN DR, SUITE 100, PLEASANTON CA 94588			Phone no. 925.463.8833	