

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		2 Issuer's employer identification number (EIN)	
TEXTAINER GROUP HOLDINGS LIMITED		98-0530316	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
MICHAEL K. CHAN	415.434.0551	MKC@TEXTAINER.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact	
CENTURY HOUSE, 16 PAR-LA-VILLE ROAD		HAMILTON HM 08, BERMUDA	
8 Date of action		9 Classification and description	
SEPTEMBER 15, 2021		SERIES A PREFERRED SHARES	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
88314W204		TGH PRA	

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 AUGUST 2021, TEXTAINER'S BOARD OF DIRECTORS APPROVED AND DECLARED A QUARTERLY CASH DISTRIBUTION OF \$0.4375 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 SEPTEMBER 15, 2021 TO SHAREHOLDERS OF RECORD AS OF AUGUST 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 OCTOBER 2021. BASED ON FURTHER ANALYSIS, THE COMPANY HAS DETERMINED THAT ALL OF THE SEPTEMBER 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, SEPTEMBER 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 SEPTEMBER 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.

Sign Here

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

ALAN B. CHINN

Preparer's signature

Alan Chinn

Date

3/31/2022

Check ☐ if self-employed

PTIN

P00293825

Firm's name ► ACG, LLP

Firm's EIN ► 38-3892404

Firm's address ► 5020 FRANKLIN DR, SUITE 100, PLEASANTON CA 94588

Phone no. 925.463.8833

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054