

CAI INTERNATIONAL, INC.
CHARTER FOR NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE
(Adopted December 14, 2012)

I. Statement of Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is a standing committee of the Board of Directors of CAI International, Inc. (the “Company”). The purpose of the Committee is to identify individuals qualified to become members of the Board of Directors and its committees, to recommend Director nominees for each annual meeting of stockholders and nominees for election to fill any vacancies on the Board of Directors and its committees, to advise the Board of Directors with respect to Board composition, procedures and committees, and to address related matters. The Committee shall also develop and recommend to the Board of Directors corporate governance principles applicable to the Company and oversee the annual review of the Board’s and management’s performance.

II. Organization

A. *Charter.* At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board of Directors for approval.

B. *Members.* The members of the Committee shall be appointed by the Board of Directors and shall meet the independence requirements of applicable law and the listing standards of the New York Stock Exchange, and any additional requirements that the Board of Directors deems appropriate. The Committee shall be comprised of at least two members as determined from time to time by the Board of Directors. Committee members may be removed by the Board of Directors at any time, with or without cause. The Board of Directors shall also designate a Committee Chairperson, provided that if the Board of Directors does not so designate a Committee Chairperson, the members of the Committee, by a majority vote, may designate a Committee Chairperson.

C. *Meetings.* In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings; additional meetings may be scheduled as required. The Committee Chairperson shall preside at all meetings of the Committee. The Committee, in its discretion, may ask members of management or others to attend its meetings and to provide pertinent information as necessary.

D. *Quorum; Action by Committee.* A quorum at any Committee meeting shall be at least two members present in person or by telephone or video conference. All actions of the Committee shall be made by a majority of its members present at a meeting duly called and held, except as specifically provided herein (or where only two members are present, by unanimous vote). Any action of the Committee reduced to writing and signed by all of the

members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

E. *Agenda, Minutes and Reports.* The Chairperson of the Committee shall be responsible for establishing the objectives for meetings of the Committee. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, shall be approved at a subsequent meeting of the Committee and shall be distributed periodically to the full Board of Directors. The Committee shall make timely reports to the Board of Directors on its activities.

F. *Performance Evaluation.* The Committee shall evaluate its performance on an annual basis and develop criteria for such evaluation.

III. Responsibilities

The following shall be the principal responsibilities of the Committee:

A. *Director Selection Criteria.* The Committee shall establish criteria for selecting new Directors, which shall reflect at a minimum any requirements of applicable law, regulations, NYSE listing standards and the Company's corporate governance guidelines, as well as a candidate's strength of character, judgment, business experience, diversity, specific areas of expertise and factors relating to the composition of the Board (including its size and structure).

B. *Stockholder Director Nominees.* The Committee shall establish procedures to be followed by stockholders in submitting director nominations to the Board of Directors. The Committee shall review any candidate recommended by the stockholders of the Company in light of the Committee's criteria for selection of new Directors.

C. *Director Recruitment.* The Committee shall identify, consider (in consultation with the Chairman of the Board and the Chief Executive Officer), interview and recruit candidates to fill positions on the Board of Directors, including as a result of the removal, resignation or retirement of any Director, an increase in the size of the Board of Directors or otherwise. As part of this responsibility, the Committee shall be responsible for conducting, subject to applicable law, any and all inquiries into the background and qualifications of any candidate for the Board of Directors and such candidate's compliance with the independence and other qualification requirements established by the Committee.

D. *Reconsideration of Directors for Re-Election.* In connection with its annual recommendation of Director nominees for approval by the Board of Directors and the stockholders, the Committee shall assess the contributions and suitability for continued service of those Directors selected for re-election, and shall at that time review its criteria for Board candidates in the context of the Board evaluation process and other perceived needs of

the Board. Final approval of any candidate shall be determined by the full Board of Directors.

E. *Recommendation to Board.* The Committee shall recommend the Director nominees for approval by the Board of Directors and the stockholders.

F. *Consideration of Term Limits.* The Committee shall review the desirability of term limits for Directors and recommend to the Board of Directors policies in this regard from time to time.

G. *Governance Guidelines and Procedures.* The Committee shall recommend to the Board of Directors corporate governance guidelines addressing, among other matters, the size, composition and responsibilities of the Board of Directors and its committees. The corporate governance guidelines shall be reviewed not less frequently than annually by the Committee to ensure that they are appropriate for the Company and comply with applicable law, regulations and NYSE listing standards. The Committee shall also consider any other corporate governance issue that arises from time to time. The Committee shall make recommendations to the Board of Directors with respect to changes to the corporate governance guidelines, or any other aspect of the procedures of the Board of Directors that the Committee deems appropriate.

H. *Advice as to Committee Membership and Operations.* The Committee shall advise the Board of Directors with respect to the charters, structure, size and operations of the various Committees of the Board of Directors and qualifications for membership thereon, including policies for removal of members and rotation of members among other Committees of the Board of Directors. The Committee shall also make recommendations to the Board of Directors regarding which Directors should serve on the various Committees of the Board.

I. *Evaluation of Board and Senior Management.* The Committee shall oversee an annual evaluation of the Board of Directors and its committees to determine whether they are functioning properly. The Nominating and Corporate Governance Committee shall report its findings to the Board and its Committees, and such report should generally include an assessment of the Board's compliance with the principles set forth in these guidelines, as well as other areas in which the Board could improve its performance. The Committee shall also periodically assess the performance of management and report its findings to the Board.

J. *Succession Planning.* The Committee shall periodically review a formal or informal succession plan addressing the policies and principles for selection of a successor to the Chairman of the Board and Chief Executive Officer, either in an emergency situation, upon retirement or in the ordinary course of business. The succession plan may include an assessment of the experience, performance, skills and planned career paths for possible successors to the Chairman of the Board and Chief Executive Officer. The Committee shall review its recommendations with the Board.

K. *Access to Records, Consultants and Others.* In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company and may retain

outside consultants to advise the Committee. The Committee shall have the sole authority and responsibility to engage or terminate any outside consultant with respect to the identification of Director candidates and the nomination of members to the Board of Directors and to approve the terms of any such engagement and the fees of any such consultant. The Committee may also request that any officer or other employee of the Company, the Company's outside counsel or any other person meet with any members of, or consultants to, the Committee.

L. *Delegation.* The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.

M. *Other Delegated Responsibilities.* The Committee shall also carry out such other duties that may be delegated to it by the Board of Directors from time to time.