

## **TRITON INTERNATIONAL LIMITED**

### **Corporate Governance Principles and Guidelines**

**As adopted by the Board of Directors of Triton International Limited, and effective as of July 12, 2016.**

The Board of Directors (the “Board”) of Triton International Limited (the “Company”) has adopted the following Corporate Governance Principles and Guidelines (“Guidelines”) to assist the Board in the exercise of its responsibilities.

#### **Director Independence**

The Company shall have a majority of independent directors on the Board, and the Company’s Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee shall be composed entirely of independent directors. The Board has adopted Director Independence Standards in accordance with New York Stock Exchange and all applicable legal requirements. At least annually, the Company’s Nominating and Corporate Governance Committee shall review the independence of each non-employee director and make recommendations to the Board, and the Board shall affirmatively determine if each director qualifies as independent.

Each director shall keep the Nominating and Corporate Governance Committee informed as to any developments that might affect the director’s independence.

#### **Director Responsibilities**

Directors are expected to make reasonable efforts to attend meetings of the Board, as well as the Annual Meeting of Shareholders, and any committee of which the director is a member and to review materials in advance of meetings. Directors are also expected to be reasonably available to management and other directors for consultation between meetings.

Each director is required to comply with the Company’s Code of Ethics and Insider Trading Policy.

The primary responsibility of the Board is to provide oversight of, and direction to, the management of the Company in the interest and to the benefit of the Company’s stockholders. The Board’s responsibilities include overseeing the conduct of the Company’s business to evaluate whether the business is being properly managed, reviewing and, where appropriate, approving the Company’s major strategic, financial, and operating plans and actions.

#### **Director’s Access to Management and Independent Advisors**

Directors shall have full and unrestricted access to the management of the Company. The Board, or any committee of the Board, may retain, at the Company’s expense, such independent counsel or other consultants or advisers as the Board deems necessary.

## **Director Compensation**

Director compensation should be similar to that for companies of similar size in similar industries. The Nominating and Corporate Governance Committee shall periodically review director compensation, using an outside consultant if it deems advisable, to determine if director compensation is fair and reasonable in form and amount.

## **Director Orientation and Continuing Education**

The Company shall provide new directors with orientation materials to educate the director about the Company and the Company's business and industry. The Nominating and Corporate Governance Committee shall assist the Company in identifying programs for director education and approving programs to be provided at the Company's expense.

## **Management Succession Plans**

The Chief Executive Officer shall report annually to the Board on succession planning and management development.

## **Annual Performance Evaluation of Board of Directors**

The Nominating and Corporate Governance Committee is responsible for overseeing the annual self-evaluation of the role and performance of the Board, its committees and management in the governance of the Company. The Nominating and Corporate Governance Committee shall evaluate and report to the Board on the performance and effectiveness of the Board.

## **Review of These Principles and Guidelines**

The Nominating and Corporate Governance Committee shall review periodically, and at least annually, the Corporate Governance Principles and Guidelines, as adopted by the Board to ensure that they are appropriate for the Company and to comply with the requirements of The New York Stock Exchange, and to recommend any desirable changes to the Board.

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