

TRITON INTERNATIONAL LIMITED

Compensation Committee Charter

This Charter governs the operations of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Triton International Limited (the “Company”). This Charter may be amended only with the approval of the Board.

Purpose

The primary purposes of the Committee shall be to oversee the Company’s executive compensation program and practices, and to discharge the responsibilities of the Committee under applicable rules and regulations.

Composition

The Committee shall consist of one or more members of the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to all applicable legal requirements and any additional requirements that the Board deems appropriate.

The chairperson of the Committee shall be designated by the Board; *provided*, that, if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Committee members shall continue to be members until their successors are elected and qualified or until their earlier resignation or removal. Any member may be removed by the Board, with or without cause, at any time. Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

Meetings

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

A majority of the members of the Committee present in person or by conference telephone or other communications equipment, if all persons participating in the meeting can hear one another, shall constitute a quorum.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

Duties and Responsibilities of the Committee

The Committee shall perform such duties and have such responsibilities as may be assigned by the Board and under applicable law, listing requirement or the Company's Memorandum of Association and Bye-Laws, including but not limited to the duties and responsibilities enumerated below.

1. To establish and periodically review the Company's general compensation philosophy, strategy and principles, including the goals, objectives and competitiveness thereof, and to oversee the design, development and implementation of the Company's material compensation and benefit plans programs in accordance therewith.
2. To review and approve goals and objectives relevant to the compensation of the Company's Chief Executive Officer ("CEO"), evaluate annually in consultation with the full Board the performance of the CEO in light of those goals and objectives, and, either as a Committee or together with the other independent directors (as directed by the Board), approve the CEO's compensation level (including the individual components of compensation) based on this evaluation.
3. To review the annual performance evaluations by the CEO of the executive officers reporting directly to the CEO.
4. To review and approve the total compensation package for each executive officer reporting directly to the CEO, including (a) annual base salary, (b) short-term annual incentive bonus, (c) long-term equity based compensation and (d) any perquisites that may be given.
5. To review and approve any new employment, consulting, retirement, severance or termination arrangements to be made with any executive officer of the Company.
6. To review and make recommendations to the Board with respect to compensation of non-employee directors.
7. To review and recommend to the Board any incentive compensation plans, equity-based plans or other employee benefit plans that are subject to Board approval, subject to any approval required by the Company's shareholders, and administer such plans with such authority and powers as set forth in the respective plans' instruments, including granting equity awards, establishing performance metrics and determining payouts.
8. To the extent the Committee deems it necessary, to review and approve the terms of any compensation "clawback" or similar policy or agreement between the Company and the Company's executive officers or other employees.

Evaluation of the Committee; Assessment of Charter

The Committee shall, on an annual basis, evaluate its performance and shall report to the Board the results of the evaluation. The Committee shall annually review and assess the adequacy of this charter and recommend any changes to the Board.

Investigations and Studies; Outside Advisors

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other advisor retained by the Committee, the expense of which shall be borne by the Company.

This Charter is intended as a component of a flexible governance framework within which the Board, assisted by its committees, oversees the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Memorandum of Association and Bye-Laws, it is not intended to establish by its own force any legally binding obligations.
