

**TRITON INTERNATIONAL LIMITED**

**Audit Committee Charter**

This Charter governs the operations of the Audit 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 provide assistance to the Board in fulfilling its legal and fiduciary obligations with respect to matters involving the accounting, auditing, financial reporting, internal control and legal compliance functions of the Company and its subsidiaries, including, without limitation, (a) assisting the Board’s oversight of (i) the integrity of the Company’s financial statements, (ii) the Company’s compliance with legal and regulatory requirements, (iii) the Company’s independent auditors’ qualifications and independence, and (iv) the performance of the Company’s independent auditors and the Company’s internal audit function, and (b) to discharge the responsibilities of the Committee under applicable rules and regulations.

**Composition**

The Committee shall consist of independent directors as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of The New York Stock Exchange (the “NYSE”), 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 once every fiscal quarter. 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 should meet separately on a periodic basis with (a) management, (b) the head of the Company’s internal auditing department or other person responsible for the internal audit function and (c) the

Company's independent auditors, in each case to discuss any matters that the Committee or any of the above persons or firms believe warrant Committee attention.

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. The Committee chairperson may pre-approve non-audit services and audit-services between meetings of the Audit Committee.

A majority of the members of the Committee present in person or by means of a 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 or the Company's Memorandum of Association and Bye-Laws, including but not limited to the duties and responsibilities enumerated below.

### ***Selection, Evaluation and Oversight of the Auditors***

1. To be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and each such registered public accounting firm must report directly to the Committee (the registered public accounting firm engaged for the purpose of preparing or issuing an audit report for inclusion in the Company's Annual Report on Form 10-K is referred to herein as the "independent auditors").
2. To review and, in its sole discretion, approve in advance the Company's independent auditors' annual engagement letter, including the proposed fees contained therein, as well as all audit and, as provided in the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the Securities and Exchange Commission ("SEC") rules and regulations promulgated thereunder, all permitted non-audit engagements and relationships between the Company and such independent auditors (which approval should be made after receiving input from the Company's management, if desired). Approval of audit and permitted non-audit services will be made by the Committee or as otherwise provided for in the Audit Committee Independent Auditor Pre-Approval Policy by one or more members of the Committee as shall be designated by the Committee or the chairperson of the Committee and the persons granting such approval shall report such approval to the Committee at the next scheduled meeting.

3. To review the qualifications and performance of the Company's independent auditors, including, as applicable, the lead partner and reviewing partner of the independent auditors, and, in its sole discretion (subject, if applicable, to shareholder ratification), make decisions regarding the replacement or termination of the independent auditors when circumstances warrant.
4. To obtain at least annually from the Company's independent auditors and review:
  - a. a written report describing:
    - i. the independent auditors' internal quality-control procedures; and
    - ii. any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors, or by any inquiry or investigation by any governmental or professional authority, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues; and
  - b. reports from the independent auditors describing all relationships between the independent auditors and the Company (including a description of each category of services provided by the independent auditors to the Company and a list of the fees billed for each such category).

The Committee shall discuss such items with the independent auditors, and evaluate the independence of the independent auditors and consider whether the provision of approved non-audit services is compatible with maintaining the independence of the independent auditors.

5. To monitor the independent auditors' compliance with the partner rotation requirements under applicable rules and regulations.

#### ***Oversight of Annual Audit and Quarterly Reviews***

1. To review and discuss with the independent auditors their annual audit plan, including the timing and scope of audit activities, and monitor such plan's progress and results during the year.
2. To review with management, the Company's independent auditors and, if appropriate, the head of the Company's internal auditing department, the following information which is required to be reported by the independent auditor:
  - a. all critical accounting policies and practices to be used;
  - b. critical audit matters disclosed in the independent auditors' report;

- c. all alternative treatments of financial information that have been discussed by the independent auditors and management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors;
  - d. all other material written communications between the independent auditors and management, such as any management letter and any schedule of unadjusted differences; and
  - e. any material financial arrangements of the Company which do not appear on the financial statements of the Company.
3. To meet to review with management, the Company's independent auditors and, if appropriate, the head of the Company's internal auditing department, the Company's annual audited financial statements and quarterly financial statements, including the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and any major issues related thereto.
4. To review with management, the Company's independent auditors and, if appropriate, the head of the Company's internal auditing department, the following:
  - a. major issues regarding accounting principles and financial statements presentations, including any significant changes in the Company's selection or application of accounting principles;
  - b. any analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative generally accepted accounting principles methods on the Company's financial statements; and
  - c. the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.
5. To resolve all disagreements between the Company's independent auditors and management regarding financial reporting.
6. To review on a regular basis with the Company's independent auditors any problems or difficulties encountered by the independent auditors in the course of any audit work, including management's response with respect thereto, any restrictions on the scope of the independent auditor's activities or on access to requested information, and any significant disagreements with management. In connection therewith, the Committee should review with the independent auditors the following:

- a. any accounting adjustments that were noted or proposed by the independent auditors but were rejected by management (as immaterial or otherwise);
- b. any communications between the audit team and the independent auditor's national office respecting auditing or accounting issues presented by the engagement; and
- c. any management letter issued, or proposed to be issued, by the independent auditors to the Company.

***Oversight of the Financial Reporting Process and Internal Controls***

1. To review:
  - a. the adequacy and effectiveness of the Company's accounting and internal control policies and procedures on a regular basis, including the responsibilities, budget, compensation and staffing of the Company's internal audit function, through inquiry and discussions with the Company's independent auditors, management and director of the Company's internal auditing department; and
  - b. the yearly report prepared by management assessing the effectiveness of the Company's internal control over financial reporting and stating management's responsibility for establishing and maintaining adequate internal control over financial reporting prior to its inclusion in the Company's annual report on Form 10-K.
2. To review with the Chief Executive Officer, Chief Financial Officer and independent auditors, periodically, the following:
  - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
  - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.
3. To discuss guidelines and policies governing the process by which senior management of the Company and the relevant departments of the Company, including the internal auditing department, assess and manage the Company's exposure to risk, as well as the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
4. To review with management the progress and results of all internal audit projects, and,

when deemed necessary or appropriate by the Committee, to assign additional internal audit projects to the director of the Company's internal auditing department.

5. To review with management the Company's administrative, operational and accounting internal controls, including any special audit steps adopted in light of the discovery of material control deficiencies.
6. To receive periodic reports from the Company's independent auditors, management and director of the Company's internal auditing department to assess the impact on the Company of significant accounting or financial reporting developments that may have a bearing on the Company.
7. To review and discuss with the independent auditors the results of the year-end audit of the Company, including any comments or recommendations of the Company's independent auditors and, based on such review and discussions and on such other considerations as it determines appropriate, recommend to the Board whether the Company's financial statements should be included in the annual report on Form 10-K.
8. To establish and maintain free and open means of communication between and among the Committee, the Company's independent auditors, the Company's internal auditing department and management, including providing such parties with appropriate opportunities to meet separately and privately with the Committee on a periodic basis.
9. To review the type and presentation of information to be included in the Company's earnings press releases (especially the use of "pro forma" or "adjusted" information not prepared in compliance with generally accepted accounting principles), as well as financial information and earnings guidance provided by the Company to analysts and rating agencies (which review may be done generally (i.e., discussion of the types of information to be disclosed and type of presentations to be made), and the Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance).
10. To review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the qualifications, performance and independence of the Company's independent auditors, or the performance of the internal audit function.

### *Miscellaneous*

1. To establish clear hiring policies by the Company for employees or former employees of the Company's independent auditors.
2. To establish and implement policies and procedures for the Committee's review of proposed transactions or courses of dealings with respect to which executive officers or directors or members of their immediate families have an interest (including all transactions required to be disclosed by Item 404(a) of Regulation S-K).

3. To meet periodically with the Company's General Counsel, and outside counsel when appropriate, to review legal and regulatory matters, including (a) any matters that may have a material impact on the financial statements of the Company and (b) any matters involving potential or ongoing material violations of law or breaches of fiduciary duty by the Company or any of its directors, officers, employees or agents or breaches of fiduciary duty to the Company.
4. To prepare the report required by the rules of the SEC to be included in the Company's annual proxy statement.
5. To review and approve if appropriate (a) possible conflicts of interest involving members of the Board of Directors or the Company's executive officers; and (b) transactions that would be subject to disclosure in the Company's SEC filings pursuant to Section 404(a) of Regulation S-K pursuant to the Company's Related Persons Transactions Policy.
6. To review and approve in advance any services provided by the Company's independent auditors to the Company's executive officers or members of their immediate family.
7. To review the Company's program to monitor compliance with the Company's Code of Conduct, and meet periodically with the Company's General Counsel or his/her designee to discuss compliance with the Code of Conduct.
8. To establish procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
9. To establish procedures for the receipt, retention and treatment of reports of evidence of a material violation made by attorneys appearing and practicing before the SEC in the representation of the Company or any of its subsidiaries, or reports made by the Company's Chief Executive Officer or General Counsel in relation thereto.

#### ***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, at the Company's expense, such independent counsel or other consultants or advisors as it deems necessary.

While the Committee has the duties and responsibilities set forth in this Charter, the Committee is not responsible for preparing or certifying the financial statements, for planning or conducting the audit or for determining whether the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles.

In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of the Company, it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards, and each member of the Committee shall be entitled to rely on (a) the integrity of those persons and organizations within and outside the Company from which it receives information and (b) the accuracy of the financial and other information provided to the Committee, in either instance absent actual knowledge to the contrary.

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.

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