



NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Adopted September 21, 2009

1. Purpose

The Nominating and Governance Committee (the "Committee") is a committee of the Board of Directors (the "Board") of General Finance Corporation (the "Company"). The purposes of the Committee are to identify individuals qualified to serve as members of the Board, to recommend persons to the Board as nominees for election as director at each annual meeting of stockholders of the Company and to make periodic recommendations to the Board concerning the Company's corporate governance.

2. Membership

A. The Board shall determine the size of the Committee, provided that the Committee shall consist of at least two members. No member of the Committee may be an employee of the Company or any subsidiary of the Company. Each member of the Committee must meet the qualification requirements of any applicable laws or regulations, including the rules of the requirements of the Securities and Exchange Commission ("SEC").

B. If the Company's securities are listed on a national securities exchange or The Nasdaq Stock Market, Inc. ("NASDAQ"), composition of the Committee, and the members of the Committee, must comply with applicable requirements of the exchange or NASDAQ.

C. The Board shall appoint the members of the Committee, who shall serve at the pleasure of the Board. Unless the Board selects a Chairperson, the members of the Committee may designate a Chairperson by majority vote.

3. Meetings

A. The Committee shall meet as often as it determines is necessary or appropriate, but no less frequently than annually. Any member of the Committee may call a meeting.

B. The Chairperson (or in his or her absence, a member designated by the members attending the meeting) shall preside at each meeting of the Committee and set the agendas for Committee meetings.

C. A majority of the total number of members of the Committee will constitute a quorum at all Committee meetings.

D. The provisions of the Company's Bylaws that govern the conduct of Board committees shall govern the Committee. The Committee may adopt other procedural rules that are not inconsistent with the Bylaws.

E. The Committee may, at its discretion, permit non-member directors, officers of the Company and any other persons to be present at its meetings.



F. The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board. The Chairperson of the Committee shall provide to the Board such reports on the activities of the Committee as the Board may from time to time request.

4. Authority and Responsibilities of the Committee

The Committee shall have the authority to take the following actions, as it determines advisable from time to time:

- A. Review the appropriateness of the size and composition of the Board, giving due consideration to such factors as the business experience and expertise of each Board member, and make recommendations to the Board as it deems appropriate.
- B. Identify qualified individuals for service on the Board.
- C. Consider candidates for Director recommended by the Company's stockholders, subject to the stockholders having followed procedures established from time to time by the Committee for this purpose.
- D. Recommend to the Board persons to be nominated by the Board to be directors at each annual meeting of stockholders of the Company.
- E. Develop corporate governance principles and guidelines.
- F. Oversee the evaluation of the Board.
- G. Recommend to the Board modifications to the corporate governance of the Company as appropriate.
- H. Assess the adequacy of the Committee's charter and recommend changes to the Board it deems desirable.
- I. Retain, at the Company's expense, counsel, consultants and other advisers.
- J. Report to the Board at such times as the Committee deems appropriate, and not less than once per year, concerning the matters within the responsibilities of the Committee set forth in this Charter.
- K. Perform any other duties delegated to the Committee by the Board.
- L. Have unrestricted access to the Company's counsel, officers and employees for purposes related to the Committee's activities under this Charter.
- M. Perform such other activities that are consistent with this Charter, the Company's Bylaws, applicable law and Board directives as the Committee determines are required or appropriate in order to carry out its responsibilities.