

General Finance CORP  
Form DEF 14A  
October 21, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

GENERAL FINANCE CORPORATION  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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- o Fee paid previously with preliminary materials.
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(1) Amount Previously Paid:

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October 21, 2013

Dear fellow stockholders,

We are pleased to report that fiscal year 2013 was another exceptional year for General Finance Corporation, marked by record annual revenues, adjusted EBITDA and net income and the best overall performance in our history. On a consolidated basis, total revenues grew 16% over fiscal year 2012 to approximately \$246 million and adjusted EBITDA increased 15% over fiscal year 2012 to \$53.0 million. Our two primary subsidiaries, Royal Wolf and Pac Van, each achieved solid double digit growth, driven primarily by 19% annual increases in leasing revenues at each unit.

We strategically expanded our lease fleet, delivering overall growth of 11% on a unit basis for the year, with virtually all of the growth occurring in our container-based product lines. We also continued our strategy of supplementing organic growth with accretive acquisitions by completing six tuck-in acquisitions during the year, three each at Royal Wolf and Pac-Van, including our second acquisition in Canada.

During the fiscal year, we also acquired a 90% interest in Southern Frac, a portable liquid storage tank container manufacturer based in Texas. While a relatively small acquisition, Southern Frac has enabled us to strengthen our position in the liquid containment industry with a reliable supply of high quality portable liquid tank containers and a steady source of referrals for Pac-Van's leasing business.

#### Pan-Pacific Market Leadership

Royal Wolf continues to outperform the portable container industry in Australia and New Zealand with a leading market share, diverse customer base and comprehensive product offerings. Outstanding execution by Royal Wolf management resulted in a revenue increase of 8% to \$153.3 million and adjusted EBITDA growth of 16% for fiscal year 2013. Average fleet utilization was a healthy 82%.

Royal Wolf's lease fleet expanded by 7% to over 39,000 units largely through organic growth driven by improved demand in the mining, defense and consumer sectors. This growth occurred across all product lines but was particularly strong in the portable buildings segment, where Royal Wolf delivered five mining camps for lease during the fiscal year and plans to deliver an additional six mining camps in the first half of fiscal year 2014. Royal Wolf operations in New Zealand continue to increase as the rebuilding of Christchurch, which is expected to be a multi-year process, creates demand for container-based solutions due to their speed of deployment, stackability, security, strength and reasonable cost.

Royal Wolf's new products are also being well received across these markets. For example, last year we introduced a highly specialized refrigerated container targeted to the transportation sector. We are pleased to report that Royal Wolf recently secured a \$12 million sales contract to deliver 300 of these specialized units to a Queensland-based freight logistics company that operates a national rail network. Royal Wolf now offers 99 unique container products and serves over 21,000 customers across 19 industries.

Since becoming a public company in May 2011, Royal Wolf has completed five acquisitions, increasing its footprint and reinforcing its market leadership across the Pan-Pacific region. Royal Wolf's most recent acquisition, which occurred after our fiscal year end, increased the scope and capacity of the services we provide the intermodal freight industry and added a nice tuck-in location for our portable storage business in Australia.

### Successful North American Execution

Pac-Van delivered another year of strong results, with a 4% increase in revenues and a 24% increase in adjusted EBITDA, benefitting from a larger lease fleet and improved lease rates across most product lines. We are particularly pleased with the success of our portable liquid storage tank container product line. We increased the size of this product line by over \$17 million in net fleet expenditures during the fiscal year, which contributed meaningfully to our growth in lease revenues. At fiscal year end, nearly 90% of our portable liquid storage tank container fleet was out on lease.

Pac-Van's lease fleet expanded 22% to over 15,000 units. All of the growth in the fleet was focused on our container-based product lines, which grew by 43% in units during the fiscal year, consistent with our strategy to increase our investment in this attractive asset class.

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We continue to supplement organic growth with acquisitions, completing three during the year, including one in Canada. Subsequent to fiscal year end, we completed two acquisitions, one in Kentucky and the other in Calgary, Alberta. We continue to view Canada as an attractive market for expansion due to its similarities to the Australian market of years past, and we intend to continue growing in that country by introducing new container products and making accretive acquisitions.

Southern Frac generated \$19.1 million in manufacturing revenues from external customers for the nine months that we owned it in fiscal year 2013. In addition, it sold \$12.5 million of portable liquid storage tank containers to Pac-Van, which is eliminated in our consolidated results, and generated leasing referrals that translate into over \$3.5 million in annualized revenues. While currently Southern Frac is predominately focused on customers in the oil and gas industry, we are laying a foundation to diversify to customers involved in environmental remediation, chemical and industrial, wastewater treatment and waste management.

#### Financial Flexibility for Continuing Growth

We successfully completed two equity capital events during fiscal year 2013, a \$40 million preferred stock offering and the receipt of over \$8 million in net proceeds from exercises of warrants that were part of our June 2010 rights offering. This new capital, combined with our operating performance, strengthened our balance sheet and provides ample liquidity for the pursuit of our growth strategy. At fiscal year end, we had a net leverage ratio of under 3 times our consolidated fiscal year 2013 adjusted EBITDA and total consolidated borrowing availability under our senior credit facilities of almost \$76 million.

We again credit our dedicated management teams and our hard-working employees for our record performance in fiscal year 2013 and wish to thank our stockholders for their continuing support and confidence.

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We cordially invite you to attend the 2013 Annual Meeting of Stockholders. The meeting will be held on Thursday, December 5, 2013 at 10:00 a.m. Pacific Standard Time at the offices of General Finance Corporation located at 39 East Union Street, Pasadena, California. The accompanying Notice of the 2013 Annual Meeting of Stockholders and Proxy Statement, which includes our Annual Report on Form 10-K for the fiscal year ended June 30, 2013, as filed with the Securities and Exchange Commission, describe the items to be considered and acted upon by stockholders. Whether or not you plan to attend the meeting, it is important that your shares be represented and voted at the meeting. Therefore, we urge you to complete and return the enclosed proxy card, even if you plan to attend the meeting.

We look forward to seeing you at the meeting.

Sincerely,

Lawrence Glascott  
Chairman of the Board

Ronald F. Valenta  
President and Chief Executive  
Officer



GENERAL FINANCE CORPORATION  
39 East Union Street  
Pasadena, CA 91103

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
AND  
NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS  
To be held on December 5, 2013

TO OUR STOCKHOLDERS:

Notice is hereby given to the holders of common stock of General Finance Corporation that the Annual Meeting of Stockholders ("Annual Meeting") will be held on Thursday, December 5, 2013 at 10:00 a.m. Pacific Standard Time at the offices of General Finance Corporation located at 39 East Union Street, Pasadena, California. At the Annual Meeting we will ask you to:

1. Election of Directors. Elect two Class A directors to serve for a term of three years and until their successors are elected and qualified. David M. Connell and Manuel Marrero, the persons nominated by the Board of Directors (the "Board") are the two Class A Directors, as described in the accompanying Proxy Statement;
2. Ratification of Appointment of the Independent Registered Public Accounting Firm. Ratify the selection of Crowe Horwath LLP as our independent auditors for the fiscal year ending June 30, 2014;
3. Advisory Vote Regarding Executive Compensation. Vote on an advisory (non-binding) basis resolution regarding executive compensation;
4. Frequency of Advisory Votes on Executive Compensation. Vote on an advisory (non-binding) basis regarding the frequency of future advisory votes on executive compensation; and
5. Other Business. Transact any other business that may properly be presented at the Annual Meeting.

If you owned common stock of General Finance Corporation on October 9, 2013, the record date, you are entitled to attend and vote at the Annual Meeting. A complete list of stockholders entitled to vote at the Annual Meeting will be available at the principal executive offices of General Finance Corporation located at 39 East Union Street, Pasadena, California beginning November 25, 2013 and at the Annual Meeting.

The Proxy Statement that accompanies this Notice contains additional information regarding the proposals to be considered at the Annual Meeting, and stockholders are encouraged to read it in its entirety. Under rules adopted by the Securities and Exchange Commission ("SEC"), we have elected to provide access to our proxy materials both by



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sending you the accompanying Proxy Statement and proxy card and by notifying you of the availability of our Proxy Statement and our 2013 annual report to stockholders at the website [www.cstproxy.com/generalfinance/2013](http://www.cstproxy.com/generalfinance/2013). Internet access to our proxy materials does not identify visitors to the website.

If you submit a proxy, you are entitled to revoke your proxy at any time before it is exercised by attending the Annual Meeting and voting in person, duly executing and delivering a proxy bearing a later date or sending written notice of revocation to our Secretary at 39 East Union Street, Pasadena, California 91103. Whether or not you plan to be present at the Annual Meeting, we encourage you to vote your proxy by following the instructions provided in this Proxy Statement or on the proxy card. Any stockholder attending the meeting may vote in person even if the stockholder previously returned a proxy.

Respectfully Submitted

Christopher A. Wilson  
General Counsel, Vice President &  
Secretary

October 21, 2013

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be Held on December 5, 2013. Our Proxy Statement and our 2013 annual report to stockholders are available at <http://www.cstproxy.com/generalfinance/2013>

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GENERAL FINANCE CORPORATION

PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS

To be held on Tuesday, December 5, 2013

INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

Why did you send me this Proxy Statement and proxy card?

We sent you this Proxy Statement and the enclosed proxy card because you owned shares of common stock ("Common Stock") of General Finance Corporation ("we" or the "Company") at the close of business on October 9, 2013, the record date. Stockholders who owned Common Stock on the record date are entitled to vote on matters properly presented at the Annual Meeting. On the record date, there were 24,336,925 shares of Common Stock outstanding. The Common Stock is our only class of voting stock outstanding.

This Proxy Statement, which is furnished by the Board, provides you with information that will help you cast your vote at the Annual Meeting. You do not need to attend the Annual Meeting to vote your shares. Instead, you may simply complete, sign, date and return the enclosed proxy card.

When you return the completed, signed and dated proxy card, you appoint the proxy holders named therein (your proxies), as your representatives at the Annual Meeting. The proxy holders will vote your shares at the Annual Meeting as you have instructed them on your proxy card(s). If an issue that is not set forth on the proxy card comes up for vote at the Annual Meeting, the proxy holders will vote your shares, under your proxy, in accordance with their best judgment.

We began sending this Proxy Statement, the attached Notice of Annual Meeting and the enclosed proxy card on or about October 21, 2013 to all stockholders entitled to vote.

We have enclosed with this Proxy Statement and proxy card our Annual Report to Stockholders, which includes our Annual Report on Form 10-K for the fiscal year ended June 30, 2013 as filed with the SEC.

What am I voting on?

We ask you to vote on the election of two Class A directors, ratification of the selection of Crowe Horwath LLP as our independent auditors for the fiscal year ending June 30, 2014, an advisory (non-binding) vote on executive compensation, an advisory (non-binding) vote regarding the frequency of future advisory votes on executive compensation and any other matter properly presented at the Annual Meeting. The sections entitled "Election of Directors," "Ratification of Selection of Independent Auditors," "Advisory Vote on Executive Compensation" and "Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation" provide more information on these proposals.

At the time this Proxy Statement was printed, we knew of no other matters to be acted upon by stockholders at the Annual Meeting.

Could other matters be decided at the Annual Meeting?

On the date this Proxy Statement was printed, we did not know of any matters to be raised at the Annual Meeting other than those mentioned in this Proxy Statement. If you vote your proxy by following the instructions in this Proxy Statement and other matters are properly presented at the Annual Meeting for a vote of stockholders, the persons appointed as proxies by the Board will have discretion to vote your shares for you.

How many votes do I have, and who will count the votes?

You have one vote for each share of our Common Stock you own. Charles Barrantes, our Executive Vice President and Chief Financial Officer, and Christopher Wilson, our General Counsel, Vice President and Secretary, will act as inspectors of the election and will tabulate the votes.

How are abstentions and broker non-votes treated?

Abstentions and broker non-votes will be included in the number of shares present at the Annual Meeting for purposes of determining the presence of a quorum. Abstentions and broker non-votes will not be counted either as a vote cast for or against the election of our two Class A directors, the ratification of selection of independent auditors, the advisory vote on executive compensation or the advisory vote on the frequency of future advisory votes on executive compensation.

How can I vote?

You may vote by telephone. You can vote by telephone by following the instructions in your enclosed proxy card, notice and/or voting instruction form.

You may vote by mail. You can vote by mail by completing, signing and dating the enclosed proxy card and returning it promptly in the envelope provided. If you mark your voting instructions on the proxy card, your shares will be voted as you instruct. If you return a signed proxy card but do not provide voting instructions, your shares will be voted FOR the election of the nominees for director, FOR the ratification of the selection of independent auditors identified in this Proxy Statement, FOR the advisory vote on executive compensation and FOR future advisory votes on executive compensation to be held every three years.

You may vote in person at the Annual Meeting. You may attend the Annual Meeting and vote in person. If you hold your shares as a beneficial owner ("in street name"), you must request a legal proxy from your stockbroker in order to vote at the Annual Meeting. Otherwise, we cannot count your votes. Please see the notice or voting instruction form your bank, broker or other holder of record provided for more information on these options.

What is the difference between holding shares of Common Stock as a stockholder of record and as a beneficial owner?

If your shares of Common Stock are registered in your name with Continental Stock Transfer & Trust Company, the Company's transfer agent, you are a "stockholder of record" of those shares, and this Notice of Annual Meeting of Stockholders and Proxy Statement and accompanying documents were sent to you by Continental Stock Transfer & Trust Company. If your shares of common stock are held in a brokerage account or by a bank or other holder of record, you are considered a "beneficial owner" of those shares, and this Notice of Annual Meeting of Stockholders and Proxy Statement and accompanying documents were sent to you by your broker, bank or other holder of record. As the beneficial owner you have the right to direct your broker, bank or other holder of record how to vote your shares by using the voting instruction card or by following their instructions for voting by telephone or by mail.

May I revoke my proxy?

Yes, you can change or revoke your proxy by notifying our Secretary by telephone or mail or in person at our corporate headquarters before the Annual Meeting that you have revoked your proxy or by attending the Annual Meeting and voting in person.

How will shares I hold in street name be voted?

If your shares of Common Stock are held in street name, your broker, bank or other holder of record, under certain circumstances, may not vote your shares without specific voting instructions under rules of The NASDAQ Stock Market LLC ("NASDAQ"). If you do not vote your proxy, your brokerage firm will leave your shares unvoted. This is called a "broker non-vote." We encourage you to provide instructions to your brokerage firm by voting your proxy.

This ensures your shares will be voted at the Annual Meeting.

What does it mean if I receive more than one proxy card?

If you have more than one account at the transfer agent and/or with stockbrokers, you will receive separate proxy cards for each account. Please sign and return all proxy cards to ensure that all your shares are voted.

How many votes may be cast at the Annual Meeting?

Based on the number of shares of Common Stock outstanding on the record date, up to 24,336,925 votes may be cast on any matter.

How many shares of Common Stock do you need to hold the Annual Meeting (what are the quorum requirements)?

Shares representing a majority of our outstanding votes on the record date of October 9, 2013 must be present at the Annual Meeting in order to hold the Annual Meeting and conduct business. This is called a quorum. Accordingly, a quorum will be present at the Annual Meeting if 12,168,463 shares of Common Stock are represented at the Annual Meeting in person or by proxy.

Shares are counted as present at the Annual Meeting if the stockholder either:

- is present at the Annual Meeting; or
- has properly submitted a completed, signed and dated proxy card.

Who nominates individuals for election to the Board?

Nominations for the election of individuals to the Board may be made by the Board or by any holder of our Common Stock.

How many votes must the director nominees have to be elected?

The two nominees receiving the highest number of “FOR” votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of the two Class A directors will be elected as directors. This number is called a plurality. If you do not vote for a nominee, or you withhold authority to vote for the nominee on your proxy card, your vote will not count either “for” or “against” the nominee.

How many votes are required to ratify the selection of auditors?

The selection of Crowe Horwath LLP will be ratified if a majority of the votes cast on the selection are in favor of ratification.

How many votes are required to approve the advisory vote on executive compensation?

The votes cast “FOR” the advisory vote on executive compensation must exceed the votes cast “AGAINST” to approve, on a non-binding basis, the compensation of our named executive officers. Abstentions and, if applicable, broker non-votes are not counted as votes “FOR” or “AGAINST” this proposal.

How many votes are required to approve the advisory vote on the frequency of future advisory votes on executive compensation?

Holders of Common Stock are being asked to express their preference concerning the frequency of future advisory votes on executive compensation. Common stockholders are being asked to vote for future advisory votes on executive compensation every year, every two years or every three years. If you do not vote for one of the alternatives, or if abstain from the vote, your advisory vote will not be counted for any of the alternatives.

Is there a list of stockholders entitled to vote at the Annual Meeting?

A list of stockholders entitled to vote at the Annual Meeting will be available at the Annual Meeting and for ten days prior to the Annual Meeting by contacting the Company Secretary for any purpose appropriate to the Annual Meeting at our offices located at 39 East Union Street, Pasadena, California between the hours of 9:00 a.m. and 5:00 p.m.

Who pays the costs of soliciting these proxies?

The Company pays for distributing and soliciting proxies and reimburses the reasonable fees and expenses of brokers, nominees, fiduciaries and other custodians in forwarding proxy materials to stockholders. The directors, officers and employees of the Company may solicit proxies in person, through mail, telephone or other means. We do not pay those individuals additional compensation for soliciting proxies.

When will the voting results be announced?

We will announce the preliminary voting results at the Annual Meeting. We will report final voting results from the Annual Meeting in a Current Report on Form 8-K filed with the SEC within four business days of the Annual Meeting.

## PROPOSAL 1:

## ELECTION OF DIRECTORS

Pursuant to our Amended and Restated Certificate of Incorporation, the Board must consist of no less than three members, the exact number of which is determined from time to time by the Board, divided into three classes designated Class A, Class B and Class C, respectively. The Board has presently fixed the number of directors at six.

The terms of the Class A directors will expire as of the annual meeting of stockholders in 2013, the terms of the Class B directors will expire as of the annual meeting of stockholders in 2014 and the term of the Class C director will expire as of the annual meeting of stockholders in 2015. Upon expiration of the terms of the directors of each class as set forth above, the terms of their successors in that class will continue until the end of their terms and until their successors are duly elected and qualified.

The Board has nominated the two current Class A directors for re-election by the stockholders. The nominees have indicated that they are willing to serve as directors. If the nominees are unable to serve or for good cause will not serve, your proxy holders may vote for another nominee proposed by the Board. If any director resigns, dies or is otherwise unable to serve out his or her term, the Board may fill the vacancy until the next annual meeting.

## Information Concerning the Nominee and Continuing Directors

The following information is provided regarding the nominee and the continuing directors:

Name	Age	Director Since	Term to Expire
Nominees—Class A Directors:			
David M. Connell	68	2005	2013
Manuel Marrero	54	2005	2013
Class B Directors:			
Lawrence Glascott (Chairman)	78	2005	2014
James B. Roszak	71	2005	2014
Susan L. Harris	55	2008	2014
Class C Director:			
Ronald F. Valenta	53	2005	2015

## Nominees

The nominees are current directors and have consented to serve as directors. The Board has no reason to believe that the nominees will be unable to serve as directors. If either of the nominees are unable to serve or should a vacancy occur before the annual meeting, the Board may designate a substitute nominee. If a substitute nominee is named, your shares will be voted in favor of the election of the substitute nominee designated by the Board.

David M. Connell has been a director since November 2005. In 1999 Mr. Connell founded Cornerstone Corporate Partners, LLC, a consulting and advisory firm. Prior to establishing Cornerstone Corporate Partners in 1999, Mr. Connell served as President and a member of the Board of Directors for Data Processing Resources Corporation, or DPRC, from 1993 to 1999. DPRC was a NASDAQ-listed provider of information technology consulting services to Fortune 500 companies. Prior to his service with DPRC, from 1988 to 1993, Mr. Connell was engaged by Welsh,



Carson, Anderson & Stowe, a New York private equity firm, to manage a group of portfolio companies. From 1990 to 1993, Mr. Connell served as Chairman and Chief Executive Officer of Specialized Mortgage Service, Inc., an information technology company serving the real estate, banking and credit rating industries. From 1988 to 1990, he served as Chairman and Chief Executive Officer of Wold Communications, Inc., which later merged and became Keystone Communications, a leading satellite communications service provider. Mr. Connell brings to the Board business experiences which include the management of a publicly listed company, strategic planning and the structuring of incentive plans for businesses in diverse industries.

Manuel Marrero has been a director since November 2005. Since March 2009 Mr. Marrero has served as the Chief Executive Officer of the specialty finance companies of General Finance Group, Inc., a company controlled by Ronald Valenta. From January 2004 to March 2009, Mr. Marrero worked as a financial and operations management consultant with several companies, principally focused in consumer products brand management. From May 2002 until January 2004, Mr. Marrero served as the Chief Financial Officer of Mossimo, Inc., a designer and licensor of apparel and related products. From 1999 to 2001, Mr. Marrero was the Chief Operating Officer and Chief Financial Officer of Interplay Entertainment Corp., a developer, publisher and distributor of interactive entertainment software, and from 1996 to 1999 Mr. Marrero served as the Chief Financial Officer of Precision Specialty Metals, Inc., a light gauge conversion mill for flat rolled stainless steel and high performance alloy. Mr. Marrero has served on the boards of directors of Interplay OEM, Inc., Shiney Entertainment, Inc., Seed Internet Ventures, Inc., L.A. Top Producers, LLC, Friends of Rancho San Pedro and Tree People. Mr. Marrero's business experiences and entrepreneurial accomplishments assist the Board in shaping the Company's strategy and growth.

#### Continuing Directors

Lawrence Glascott has been the Chairman of the Board since November 2005. Mr. Glascott served as a director of 99¢ Only Stores from 1996 to 2011. From 1991 to 1996 Mr. Glascott was the Vice President of Finance of Waste Management International, an environmental services company. Prior thereto, Mr. Glascott was a partner at Arthur Andersen LLP and was in charge of the Los Angeles-based Arthur Andersen LLP Enterprise Group practice for over 15 years. Mr. Glascott's experience in public accounting for companies in multiple industries provides the Board with key perspectives and insight.

Susan L. Harris has been a director since 2008. Ms. Harris served as a director of Mobile Services Group, Inc. and Mobile Storage Group, Inc., portable storage companies from May 2004 to August 2006 and from May 2002 to August 2006, respectively. Ms. Harris retired from SunAmerica Inc., a NYSE-listed financial services company, where she served in a variety of positions between 1985 and 2000, including her most recent position as Senior Vice President, General Counsel and Corporate Secretary. Prior to joining SunAmerica, Ms. Harris worked for the law firm of Lillick, McHose and Charles, specializing in corporate and securities law. Ms. Harris brings to our Board broad legal experience and knowledge of the portable storage industry that provide the Board with key perspectives in corporate governance and legal matters.

James B. Roszak has been a director since November 2005. Mr. Roszak was employed by the Life Insurance Division of Transamerica Corporation, a financial services organization engaged in life insurance, commercial lending, equipment leasing and real estate services, from 1962 until his retirement in 1997. From 1978 to 1988 Mr. Roszak was based in Toronto, Canada and during that time served as the President and Chief Executive Officer of Transamerica's life insurance operations in Canada. In 1988 Mr. Roszak returned to the U. S. Life insurance operations as the Chief Marketing Officer and was subsequently named President, the capacity in which he served until his retirement. Mr. Roszak also served on the board of directors of buy.com, an Internet retailer and NASDAQ-listed company and also served as its interim Chief Executive Officer from February 2001 to August 2001 when it was taken private. He was also a director of National RV Holdings from June 2003 until July 2008. He is currently a member of the Board of Trustees of Chapman University where he is the Chairman of the Finance Committee. Mr. Roszak also serves as a member of the Board of Regents of Brandman University where he is the board secretary. Our board benefits from Mr. Roszak's management and board experience and deep knowledge of finance, accounting, international business, operations and risk management.

Ronald F. Valenta has served as a director and as our Chief Executive Officer since our inception. Mr. Valenta has been the Chairman of General Finance Group, Inc. since 2008. From 1988 to 2003 Mr. Valenta served as the President and Chief Executive Officer of Mobile Services Group, Inc., a portable storage company he founded. From 2003 to

2006 Mr. Valenta was a founding director of the National Portable Storage Association, a storage industry non-profit organization. From 1985 to 1989, Mr. Valenta was a Senior Vice President of Public Storage, Inc. From 1980 to 1985, Mr. Valenta was employed by the accounting firm of Arthur Andersen & Co. in Los Angeles. Mr. Valenta's experience in the portable storage industry, his financial and accounting background and the knowledge he acquired in managing diverse businesses provide the Board with key insights.

## Board of Directors

### General Oversight

The business of the Company is managed under the direction of the Company's Board. The Board's general oversight responsibility is conferred by the Delaware General Corporation Law, the Company's Amended and Restated Certificate of Incorporation and the Company's Bylaws. The leadership structure of the Board and its committees assist the Board in exercising its fiduciary duties as it oversees the Company's business affairs, Chief Executive Officer performance and succession, internal controls over financial reporting and long-term strategy.

### Leadership Structure

The Company does not have a formal policy concerning whether the same individual may serve as the Chief Executive Officer and Chairman of the Board. The Company currently has one individual serving as the Chief Executive Officer and another individual serving as the Chairman of the Board.

### Risk Oversight

The identification, evaluation and mitigation of risks arising in connection with the Company's businesses are the responsibility of the Company's senior management. The Board's responsibility is to understand the risks related to the Company's businesses and to oversee senior management's mitigation of those risks.

The Board and the Audit Committee receive regular reports from senior management concerning the risks related to the Company's businesses.

The Audit Committee and the Nominating and Governance Committee have certain risk management oversight responsibilities and regularly report to the Board concerning risk management. These reports include the risks considered by each committee and the direction given to management to mitigate these risks. The Audit Committee oversees compliance by the Company with legal requirements and regularly receives reports concerning the Company's significant internal controls and steps taken by management to maintain a strong internal controls environment. In addition, representatives of the Company's independent auditors attend Audit Committee meetings, deliver presentations to the Audit Committee and meet with the Audit Committee in private session. The Company's Chief Financial Officer and General Counsel also meet in private session with the Audit Committee. The Nominating and Governance Committee develops corporate governance principles and oversees management's evaluation and mitigation of risk relating to the Company's Code of Ethics and business practices.

### Corporate Governance

Our corporate governance reflects the practices and principles that guide the Company. Our corporate governance framework specifies the duties, responsibilities and rights of our stockholders, Board and management. Our corporate governance principles are found in the Company's charter documents, the Company's Corporate Governance Guidelines, Company's Code of Ethics, committee charters and other policies approved by the Board.

The Corporate Governance Guidelines were adopted by the Board in December 2010. The Corporate Governance Guidelines are reviewed at least annually to guide our corporate governance in response to changing regulatory requirements and as circumstances warrant.

Our Corporate Governance Guidelines, Code of Ethics and committee charters are available for review on our website <http://www.generalfinance.com/corporate.html> or may be requested without charge by written request to our Secretary, General Finance Corporation, 39 East Union Street, Pasadena, California 91103. The information on our website is not part of this Proxy Statement.

#### Director Independence

NASDAQ requires that a majority of the members of the Board be “independent directors,” which is defined generally as a person other than an officer or employee of the Company or its subsidiaries or any other individual having no relationship, which, in the opinion of the Company’s Board, would interfere with the director’s exercise of independent judgment in carrying out the responsibilities of a director. All members of the Board’s Audit, Compensation and Nominating and Governance Committees are “independent” within the meaning of The NASDAQ Stock Market Rules and Rule 10A-3(b)(i) under the Securities Exchange Act of 1934, as amended.

In making these determinations, the Board was presented with a report from the Company's General Counsel and discussed information provided by the directors and the Company with regard to each director's business and personal activities as they relate to the Company. Each director and executive officer is required to complete a director and officer questionnaire each year which requires disclosure of transactions with the Company in which the director or officer, or any members of his or her family, have a direct or indirect material interest.

The Board has determined that Ms. Harris and Messrs. Connell, Glascott and Roszak are independent under The NASDAQ Stock Market rules and listing standards and have no relationship with the Company except as a director and stockholder. The Board determined that Mr. Valenta is not independent because he is the President and Chief Executive Officer of the Company. The Board determined that Mr. Marrero is not independent because he serves as the Chief Executive Officer of General Finance Group, Inc., a specialty finance company controlled by Mr. Valenta.

#### Executive Sessions of Independent Directors

The Company's corporate governance guidelines require independent directors to meet, without management, at regularly scheduled executive sessions which generally may take place after regularly scheduled meetings of the entire Board. The Chairman of the Board or any two independent directors may call a special executive session of the independent directors at any time. Such special executive sessions may take place after a regular or special meeting of the entire Board or at such other time deemed appropriate.

#### Lead Independent Director

The Company does not have a lead independent director.

#### Board and Committee Meetings

The Board held seven meetings during the fiscal year ended June 30, 2013, or fiscal year 2013, and acted by written consent five times. Five of the meetings were regular meetings, and two of the meetings were special meetings. The Board holds meetings each fiscal year according to a pre-arranged schedule, but the Board also holds special meetings and acts by written consent from time to time as needed.

Each director attended more than 75% of all meetings of the Board and board committees on which he or she served during the period he or she was a director in fiscal year 2013.

#### Board Committees

The Board has an Audit Committee, a Compensation Committee and a Nominating and Governance Committee. Each committee regularly delivers reports to the full Board concerning its meetings and actions. In fiscal year 2013 the independent directors met in executive session seven times, and the Audit Committee met in executive session during each of its six regularly scheduled meetings.

Audit Committee. The Audit Committee consists of Mr. Roszak, as Chairman, Mr. Connell and Mr. Glascott. The Board has determined that each member of the Audit Committee qualifies as "independent" within the meaning of The NASDAQ Stock Market Rules and Section 10A of the Securities Exchange Act of 1934, as amended. Our Board has determined that Mr. Roszak, Mr. Connell and Mr. Glascott each qualify as an "audit committee financial expert," as defined in the rules and regulations of the SEC. In addition, we have certified to NASDAQ that the committee has, and will continue to have, at least one member who has past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background that results in the

individual's financial sophistication.

The functions of the Audit Committee and its activities during fiscal year 2013 are described below under the heading "Report of the Audit Committee."

The Board has adopted a written charter for the Audit Committee, and the Audit Committee within the past year has reviewed and assessed the adequacy of the charter, which was amended in February 2010. A copy of the Audit Committee Charter is available free of charge on the "Corporate Governance" section in our website at [www.generalfinance.com](http://www.generalfinance.com) or by written request addressed to our Secretary.

The Audit Committee met six times in fiscal year 2013.

Compensation Committee. The Compensation Committee consists of Mr. Connell, as Chairman, Ms. Harris and Mr. Roszak, each of whom is an independent director under NASDAQ rules and listing standards.

The purposes of the Compensation Committee are to determine and approve the goals, objectives and compensation structure for our executive officers, to review the performance of our executive officers and to review the Company's management resources, succession planning and development activities.

The Board established the Compensation Committee in May 2006. The Compensation Committee adopted its charter in February 2007 and amended its charter in June 2011. The June 2011 amendments to the charter provided that each member of the Compensation Committee must be independent within the meaning of The NASDAQ Stock Market Rules and Rule 10A-3(b)(i) under the Securities Exchange Act of 1934, as amended, and that prior to selection of an executive compensation advisor, the Compensation Committee must evaluate the independence of the executive compensation advisor by considering the factors identified by the SEC necessary to determine whether the executive compensation advisor is independent. A copy of the Compensation Committee Charter is available free of charge on the "Corporate Governance" section in our website at [www.generalfinance.com](http://www.generalfinance.com) or by written request addressed to our Secretary. The Compensation Committee amended its charter in October 2013 to comply with the SEC's adoption of Rule 10C-1 under the Securities and Exchange Act of 1934, as amended, and NASDAQ Rule 5605 concerning, among other things, the factors that must be considered when the Compensation Committee engages advisors.

The Compensation Committee met four times in fiscal year 2013.

Nominating and Governance Committee. The Nominating and Governance Committee consists of Ms. Harris, as Chair, Mr. Connell and Mr. Roszak.

The Nominating and Governance Committee is responsible for certain matters which include reviewing the size and composition of the Board, overseeing the selection of persons to be nominated to serve on our Board and maintaining and overseeing the corporate governance of the Company and assuring that the Board conducts an annual self-evaluation.

The Board adopted a written charter for the Nominating and Governance Committee in January 2006 and amended its charter in September 2009. A copy of the Nominating and Governance Committee Charter is available free of charge on the "Corporate Governance" section in our website at [www.generalfinance.com](http://www.generalfinance.com) or by written request addressed to our Secretary.

The Nominating and Governance Committee met two times in fiscal year 2013.

#### Composition of the Board and Review of Director Nominees

The Nominating and Governance Committee periodically assesses the size and composition of the Board. The Nominating and Governance Committee seeks to achieve a balance of knowledge, experience and capability on the Board. The committee is responsible for identifying and assessing potential director candidates and recommending qualified candidates to the Board. When considering candidates for director, the Nominating and Governance Committee takes into account a number of factors, including the following:

- Ethics and integrity;
- Ability to attend regular and special board and committee meetings and willingness to perform the duties of a director;



- Excellent moral character and reputation;
- Industry knowledge, contacts and network of potential clients in industries served by the Company;
- Ability to be responsible and fair-minded;
- Prior experience on boards of directors;
- Senior-level management experience;
- Whether the candidate has a background that would provide diversity to the Board; and
- Possession of specific skills in auditing, accounting, personnel and finance.

Candidates need not possess all of these characteristics, nor are all of these factors weighed equally.

The Nominating and Governance Committee periodically determines whether any vacancies on the Board are expected. If vacancies are anticipated or arise, or the size of the Board expands, the Nominating and Governance Committee will consider potential candidates for director. Candidates may come to the attention of the Board through current Board members or management, stockholders or other persons. These candidates will be evaluated at regular or special meetings of the Nominating and Governance Committee and may be considered at any point during the year.

The Nominating Committee will consider candidates for directors recommended by stockholders who follow the proper procedures in submitting the recommendation. The Board will consider candidates recommended by stockholders using the same criteria it applies to candidates recommended by directors. To be considered for election at an annual meeting, the recommendation must be submitted no later than November 10, 2013. The recommendation must be in writing addressed to the Secretary and must include the following: (i) a statement that the writer is a stockholder and is proposing a candidate for consideration by the Nominating Committee; (ii) the name and contact information for the candidate; (iii) a statement of the candidate's business and educational experience; (iv) information regarding each of the factors listed above (other than the factor regarding board size and composition) sufficient to enable the Nominating Committee to evaluate the candidate; (v) a statement detailing any relationship between the candidate and any competitor of the Company; (vi) detailed information about any relationship or understanding between the writer and the candidate; and (vii) a statement that the candidate is willing to be considered and is willing to serve as a director if nominated and elected.

#### Compensation Committee Interlocks and Insider Participation

No person who served on the Compensation Committee in fiscal year 2013 was, during the year or previously, an officer or employee of the Company or had a relationship with the Company requiring disclosure under Item 404 of Regulation S-K. Since March 2009 Mr. Marrero has served as the Chief Executive Officer of the specialty finance companies of General Finance Group, Inc., a company controlled by Ronald Valenta. Mr. Valenta has the power to set Mr. Marrero's incentive compensation. No other interlocking relationship exists between any member of the Board and any member of any other company's board of directors or compensation committee.

#### Review and Approval of Transactions with Related Persons

The Company has not adopted a formal written policy regarding transactions with related persons. The Company's Code of Ethics for Directors, Officers and Employees ("Code of Ethics") requires the disclosure of all potential conflicts of interest. Delaware law in turn requires that each director or officer disclose to the Board all material facts relating to such director's or officer's relationship or interest in a proposed contract or transaction and that a majority of the Board, with any interested director abstaining, approve the contract or transaction in good faith.

The Company's Board is responsible for reviewing any proposed transaction with related persons. The Board considers all relevant information in deciding whether to approve or reject a transaction with a related person.

Information relating to transactions between the Company and related persons is set forth in "Transactions with Related Parties."

#### Communication with the Board Directors

Stockholders may communicate with the Board in writing by mail delivered to the following address: General Finance Corporation, 39 East Union Street, Pasadena, California 91103, Attention: Secretary. All notices and communications received in writing will be distributed to the Chairman of the Board or the chairman of the appropriate Board

committee.

#### Code of Ethics

The Company's Code of Ethics applies to all our directors, officers and employees, including our principal executive officer, principal financial officer and principal accounting officer. The Code of Ethics sets forth the guiding principles by which the Board, officers and employees operate the Company's businesses. The Code of Ethics is posted on our Internet website at [www.generalfinance.com](http://www.generalfinance.com) under the "Corporate Governance" section.

We will provide a copy of the Code of Ethics upon written request delivered to General Finance Corporation, 39 East Union Street, Pasadena, California 91103, Attention: Secretary.

## Compensation of Directors

We currently have five non-employee directors that qualify for compensation.

The following table provides information concerning the compensation of the directors for fiscal year 2013:

Name	Director Compensation Fees Earned or Paid in Cash (\$)
Lawrence Glascott	\$ 83,000
David M. Connell	77,500
Manuel Marrero	44,000
James B. Roszak	79,000
Susan L. Harris	67,500
Ronald F. Valenta	—

In October 2011, the Compensation Committee approved a new schedule of compensation of our non-employee directors effective January 1, 2012 which, as reflected by the table below, established that if a single committee meeting or multiple committee meetings are held on the same day, a director will receive a fee of \$1,500. The following table summarizes the schedule of compensation of our non-employee directors (directors who also serve as officers currently receive no additional compensation for their services as directors). In addition to the compensation set forth below, each director is also eligible for reimbursement of reasonable expenses incurred in connection with the director's services.

Annual Retainer—Chairman of the Board	\$ 60,000
Annual Retainer—Non-Employee Directors	40,000
Additional Annual Retainer — Audit Committee Chair	12,000
Additional Annual Retainer — Compensation Committee Chair	10,000
Additional Annual Retainer — Nominating and Governance Committee Chair	6,000
Committee Meeting Attendance Fee	1,500

The annual retainers are payable in advance in quarterly installments, and committee fees are paid at the end of each quarter. The Chairman of the Board shall have the discretion to pay additional fees to directors for meetings other than regular meetings of the Board. Upon reelection to the Board, each non-employee director will receive a stock option grant to acquire 9,000 shares of common stock with an exercise price determined based upon the closing price of the Company's common stock on the date of grant, subject to a vesting schedule in which one-third of the options granted will vest on each of the first three anniversaries of the grant date.

## Director Attendance at Annual Meetings

We have scheduled a board meeting in conjunction with our Annual Meeting and expect that our directors will attend, absent a valid business or personal reason not to attend.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF THE BOARD NOMINEES.

PROPOSAL 2:

RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS

On November 8, 2011, the Audit Committee approved the engagement of Crowe Horwarth LLP, or Crowe, as our independent registered public accounting firm.

The Audit Committee has selected Crowe as our independent auditors for fiscal year ending June 30, 2014, or fiscal year 2014. We are asking the stockholders to ratify this selection. We expect a representative from Crowe to participate in the Annual Meeting and the representative will have the opportunity to make a statement if desired and to respond to appropriate questions by stockholders.

Aggregate fees billed to us by Crowe for professional services rendered with respect to our fiscal year ended June 30, 2012, or fiscal year 2012, and fiscal year 2013 were as follows:

	2012	2013
Audit Fees	\$513,878	\$541,956
Audit-Related Fees	42,545	100,150
Tax Fees	95,418	28,975
All Other Fees	5,282	---

In the above table, in accordance with the SEC's definitions and rules, "audit fees" are fees we paid for professional services for the audit of our consolidated financial statements, including those in our Annual Report on Form 10-K and local statutory audit requirements and reviews of our Quarterly Reports on Form 10-Q. "Audit-related fees" are fees for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements. "Tax fees" are fees for tax compliance, tax advice and tax planning.

The policy of the Audit Committee is that it must approve in advance all services (audit and non-audit) to be rendered by the Company's independent auditors. The Audit Committee approved in advance the engagement of Crowe for services in fiscal year 2012 and fiscal year 2013.

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE RATIFICATION OF THE SELECTION OF CROWE AS OUR INDEPENDENT AUDITORS FOR FISCAL YEAR 2014.**

The ratification of the selection of Crowe requires the affirmative vote of the holders of a majority of the number of shares voting on this matter. If the stockholders do not ratify the selection, the adverse vote will be deemed to be an indication to the Audit Committee that it should consider selecting other independent auditors for fiscal year 2014. Because of the difficulty and expense of substituting accounting firms, it is the intention of the Audit Committee that the appointment of Crowe for fiscal year 2014 will stand unless, for a reason other than the adverse vote of the stockholders, the Audit Committee deems it necessary or appropriate to make a change. The Audit Committee also retains the power to appoint another independent auditor at any time or from time to time if it determines it is in our best interests.



PROPOSAL 3:

ADVISORY (NON-BINDING) RESOLUTION REGARDING EXECUTIVE COMPENSATION  
(SAY-ON-PAY)

Background

Our 2013 Annual Meeting is the first annual meeting of stockholders at which the Company, as a smaller reporting company, is required to hold an advisory, or non-binding, vote on its executive compensation policies. The Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) requires that Company stockholders have the opportunity to cast an advisory, or non-binding, vote on executive compensation, commonly known as a “Say-on-Pay” vote. The Dodd-Frank Act requires that we hold an advisory vote on executive compensation at least once every three years.

This advisory vote on executive compensation is a non-binding vote on the compensation of our Named Executive Officers. The vote solicited by this proposal will not bind the Company, the Board or our Compensation Committee. The Company nevertheless values the opinions of our stockholders and, if Proposal No. 3 concerning executive officer compensation was not approved, the Company would seriously evaluate stockholder concerns and consider what action, if any, to take in response.

The compensation program for our Named Executive Officers is described in the Compensation Discussion and Analysis section (“CD&A”) and in the disclosure relating to executive compensation set forth in this Proxy Statement. Please read the CD&A section starting on page 19 of this Proxy Statement for a detailed discussion about our executive compensation programs.

The CD&A section of this Proxy Statement describes the Company’s executive compensation program and compensation philosophy. The Compensation Committee has structured the Company’s compensation programs to align executive officers’ and stockholders’ interests. The Compensation Committee achieves this alignment by establishing long-term strategic goals intended to increase stockholder value and by rewarding executive’s achievement of those goals.

The CD&A section of this Proxy Statement also discusses how the design of the executive compensation program achieves key goals. The key goals served by the design of the executive compensation program are the reinforcement of the business strategy, the balancing of rewards for short-term and long-term strategic objectives, the motivation of executives to achieve a high degree of business performance without taking undue risk, the alignment of executives’ and stockholders’ interests and the attraction and retention of skilled executives who will increase stockholder value.

Stockholders will be asked at the Annual Meeting to approve the following resolution pursuant to this Proposal No. 3:



“RESOLVED, that the stockholders of General Finance Corporation approve, on an advisory basis, the compensation of the Company’s Named Executive Officers, as disclosed pursuant to Item 402 of Securities and Exchange Commission Regulation S-K, including the Compensation Discussion and Analysis, the compensation tables and narrative disclosures in the Company’s definitive Proxy Statement for the 2013 Annual Meeting of Stockholders.

#### Recommendation

Our Board of Directors unanimously recommends a vote “FOR” the approval, on an advisory basis, of the compensation of the Company’s Named Executive Officers, as stated in the foregoing resolution. Proxies will be so voted unless stockholders specify otherwise in their proxies.

#### Vote Required

The votes cast “for” must exceed the votes cast “against” to approve, on an advisory basis, the compensation of our Named Executive Officers. Abstentions and, if applicable, broker non-votes are not counted as votes “for” or “against” this proposal.

PROPOSAL 4:

ADVISORY (NON-BINDING) VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTE ON EXECUTIVE  
COMPENSATION  
(SAY-WHEN-ON-PAY)

Our 2013 Annual Meeting is the first annual meeting of stockholders at which the Company, as a smaller reporting company, is required to hold an advisory, or non-binding, vote stockholder vote concerning whether a future Say-on-Pay vote should occur every one, two or three years, commonly referred to as “Say-When-On-Pay” vote. You may vote to hold have the option to vote for any one of the three options, or to abstain on the matter. For the reasons described below, our Board recommends that our stockholders select a “Say-When-On-Pay” vote every three years. We are required to solicit stockholder approval on the frequency of future Say-on-Pay proposals at least once every six years, although we may seek stockholder input more frequently.

Our Board believes that our current executive compensation programs directly link executive compensation to our financial performance and align the interests of our executive officers with those of our stockholders. Our Board has determined that an advisory vote on executive compensation every three years is the best approach for the Company based on a number of considerations, including the following: