

## TRINITY INDUSTRIES, INC.

### Human Resources Committee Charter (as amended September 8, 2011)

This Human Resources Committee Charter (the “Charter”) sets forth the purpose and membership requirements of the Human Resources Committee (the “Committee”) of the Board of Directors (the “Board”) and establishes the authority and responsibilities delegated to it by the Board.

1. **Purpose.** The purpose of the Committee is to (i) assist the Board in the discharge of its fiduciary responsibilities relating to agreements with, and the fair and competitive compensation of, the Company’s Chief Executive Officer (“CEO”) and other executives, (ii) administer and make awards under the Company’s incentive compensation and equity based plans, (iii) review plans for management succession and (iv) prepare a report \_ for inclusion in the Company’s proxy statement for the annual meeting of stockholders.
2. **Committee Members.**
  - 2.1. **Composition and Appointment.** The Committee shall consist of three (3) or more members of the Board. The members and Chairperson of the Committee shall be appointed by the Board on the recommendation of the Corporate Governance and Directors Nominating Committee (“Governance Committee”). Membership on the Committee shall rotate at the Board’s discretion. The Board shall fill vacancies on the Committee and may remove a Committee member from the membership of the Committee at any time without cause. Members shall serve until their successors are appointed by the Board.
  - 2.2. **Qualifications.** Each member of the Committee shall meet the independence requirements of the New York Stock Exchange (“NYSE”) and applicable federal securities law, including the rules and regulations of the Securities and Exchange Commission (the “SEC”).
3. **Authority.**
  - 3.1. **Advisors.** The Committee shall have the authority to (i) retain, at the Company’s expense, an independent compensation consultant and other expert advisors (“Advisors”) as it deems necessary to fulfill its responsibilities and (ii) determine the compensation of such Advisors.
  - 3.2. **Subcommittees.** The Committee may delegate authority and responsibilities to subcommittees as it deems proper provided that no subcommittee shall consist of less than two members.
4. **Meetings.**
  - 4.1. **Frequency of Meetings.** The Committee shall meet at least two times each year. The schedule for regular meetings of the Committee shall be established by the Committee. The Chairperson of the Committee may call a meeting at any time as he or she deems advisable. Other Committee members may request meetings through the Chairperson of the Committee.
  - 4.2. **Minutes.** Minutes of each meeting of the Committee shall be kept to document the discharge by the Committee of its responsibilities and a copy thereof shall be sent to the members of the Board.

- 4.3. **Quorum.** A quorum shall consist of a majority of the Committee's members. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee.
- 4.4. **Agenda.** The Chairperson of the Committee shall prepare an agenda for each meeting in consultation with Committee members and any appropriate member of the Company's management or staff. Appropriate members of Company management and staff shall assist the Chairperson with the preparation of any background materials necessary for any Committee meeting.
- 4.5. **Presiding Officer.** The Chairperson of the Committee shall preside at all Committee meetings. If the Chairperson is absent at a meeting, a majority of the Committee members present at a meeting shall appoint a different presiding officer for that meeting.

## 5. **Executive Compensation.**

- 5.1. **Compensation Philosophy and Strategy.** The Committee shall periodically, at its discretion, (i) review the compensation philosophy and specific compensation plans of the Company and its subsidiaries and (ii) consult with the CEO, as needed, regarding the role of the Company's compensation strategy in achieving the Company's objectives and performance goals and the long-term interests of the Company's stockholders.
- 5.2. **Comparison Analysis.** The Committee shall annually review market and industry data to assess the Company's competitive position with respect to the individual elements of total executive compensation to ensure the attraction, retention and appropriate reward of the Company's executive officers.
- 5.3. **Administration of Plans.** The Committee shall administer the Company's incentive compensation and stock option and other equity based plans (including specific provisions) in which the CEO and other executive officers may be participants and recommend to the Board amendments to such plans or adoption of new plans. In administering such plans, the Committee shall have the authority to (i) approve option guidelines and general size of overall grants, (ii) make grants, (iii) interpret the plans, (iv) determine the rules and regulations relating to the plans, (v) modify or cancel existing grants and substitute new grants (with the consent of grantees), (vi) designate employees eligible to participate in the plans, and (vii) impose limitations, restrictions and conditions upon any award as the Committee deems appropriate and as permitted under the applicable plan.
- 5.4. **Executive Compensation.** The Committee shall annually review and recommend to the Board for its approval the CEO's compensation. With respect to the next nine (9) highest paid executives (the "Approval Group"), the Committee shall (i) annually review and establish the base salary, incentive compensation, deferred compensation, stock options, performance units and other equity based awards; and (ii) approve any employment agreement, severance agreement, change in control agreement or provision, or separation agreement, or any amendment to the same. Notwithstanding the foregoing, the Chairman of the Committee, in consultation with the CEO, shall have the authority to approve any transition or separation agreement or arrangement for any non-executive officer member of the Approval Group. The Committee shall annually review with the CEO his or her decision as to the compensation of the next fifteen (15) highest paid executives.

- 5.5 **Compensation Discussion and Analysis Review.** The Committee shall annually review and discuss with management the Compensation Discussion and Analysis (the “CD&A”) required for the proxy statement and, based on the review and discussions, recommend to the Board that the CD&A be included in the Company’s annual report on Form 10-K and proxy statement.
6. **CEO Performance and Management Succession.** The Committee shall annually evaluate the CEO’s leadership and performance based on pre-determined objectives and take into account such evaluation in establishing the CEO’s compensation. The Committee shall determine that a satisfactory system is in effect for the orderly succession of senior executives throughout the Company. The Committee shall periodically, at its discretion, review with the CEO his or her recommendations as to a successor should he or she become unexpectedly incapacitated.
7. **Special Recommendations to the Board.** The Committee shall periodically, at its discretion, review and make recommendations to the Board regarding (i) any employment agreement, severance agreement, change in control agreement or provision, or separation agreement, or any amendment to the same, that is proposed to be entered into with the CEO; and (ii) any deferred compensation arrangement that is proposed to be entered into with the CEO.
8. **Reports and Assessments.**
- 8.1. **Board Reports.** The Chairperson of the Committee shall periodically, at his or her discretion, report to the Board on Committee actions and on the fulfillment of the Committee’s responsibilities under this Charter.
- 8.2. **Charter Assessment.** The Committee shall annually review and assess the adequacy of this Charter and advise the Board and the Governance Committee of its assessment and of its recommendation for any changes to the Charter.
- 8.3. **Committee Assessment Performance.** The Committee shall annually review and make an assessment of its performance and shall report the results of such assessment to the Board and the Governance Committee.
- 8.4. **Assessment of Management and Report on Compensation.** The Committee shall annually assess the performance of management and advise the Board as to whether the Company’s executive officer compensation arrangements are appropriate.
- 8.5. **Proxy Statement Report.** The Committee shall prepare a report as required by the rules and regulations of the SEC for inclusion in the Company’s proxy statement prepared in connection with its annual meeting of stockholders.