TAL International Group, Inc.
Form DEF 14A
March 22, 2013

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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 (Amendment No.)

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

ý Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material under §240.14a-12

TAL International Group, Inc.

(Name of Registrant as Specified In Its Charter)

None

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

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TAL INTERNATIONAL GROUP, INC.
100 MANHATTANVILLE ROAD
PURCHASE, NEW YORK 10577

March 22, 2013
Dear Stockholders,

You are cordially invited to join us for our Annual Meeting of Stockholders to be held this year on April 23, 2013, at 10:00 a.m., Eastern Daylight Time, at the Hilton Westchester, 699 Westchester Avenue, Rye Brook, New York 10573.

The Notice of Annual Meeting of Stockholders and the Proxy Statement that follow describe the business to be conducted at the meeting. You will be asked to elect seven directors to the Board of Directors and to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013. We will also report on matters of current interest to our stockholders.

Whether you own a few or many shares of stock, it is important that your shares be represented. If you cannot personally attend the meeting, we encourage you to make certain that you are represented by signing the accompanying proxy card and promptly returning it in the enclosed, prepaid envelope.

Sincerely,

Brian M. Sondey
Chairman, President and Chief Executive Officer

TAL INTERNATIONAL GROUP, INC.

100 Manhattanville Road
Purchase, New York 10577

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
to be held on April 23, 2013

To the Stockholders:

The Board of Directors of TAL International Group, Inc. hereby gives notice that the Annual Meeting of Stockholders of TAL International Group, Inc. will be held on April 23, 2013, at 10:00 a.m. Eastern Daylight Time, at the Hilton Westchester, 699 Westchester Avenue, Rye Brook, New York 10573 (the "Annual Meeting"). The purpose of the Annual Meeting is to:

1. elect seven directors to the Board of Directors to serve until the 2014 annual meeting of stockholders or until their respective successors are elected and qualified;

2. ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013; and

3. act on any other matters as may properly come before the stockholders at the Annual Meeting, including any motion to adjourn to a later date to permit further solicitation of proxies, if necessary.

The Board of Directors has fixed the close of business March 15, 2013 as the record date for the determination of stockholders entitled to notice of and to vote at the Annual Meeting or any adjournment.

You are cordially invited to attend the Annual Meeting in person. If you attend the meeting, you may vote in person if you wish, even though you have previously returned your proxy. A copy of TAL International Group, Inc.'s Proxy Statement is enclosed.

By Order of the Board of Directors,
Marc Pearlin
Secretary

March 22, 2013

YOUR PROXY VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING IN PERSON, IT IS IMPORTANT THAT THE ENCLOSED PROXY CARD BE RETURNED PROMPTLY. THEREFORE, PLEASE COMPLETE, DATE, AND SIGN THE ENCLOSED PROXY CARD AND RETURN IT IN THE ENCLOSED ENVELOPE, WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES. THIS WILL ENSURE REPRESENTATION OF YOUR SHARES AT THE MEETING.

Internet Availability of Proxy Materials

The Company's 2013 Proxy Statement and 2012 Annual Report are available on our corporate website at http://ir.talinternational.com/phoenix.zhtml?c=192426&p=irol-reports annual.

TAL INTERNATIONAL GROUP, INC.

100 Manhattanville Road
Purchase, New York 10577

PROXY STATEMENT
FOR THE ANNUAL MEETING OF STOCKHOLDERS
to be held on April 23, 2013

INFORMATION ABOUT VOTING

General

This Proxy Statement and the accompanying Notice of Annual Meeting of Stockholders are being furnished in connection with the solicitation by the Board of Directors of TAL International Group, Inc. ("TAL International Group", "TAL", the "Company", "us" or "we") of proxies for use at the Annual Meeting of Stockholders to be held at the Hilton Westchester, 699 Westchester Avenue, Rye Brook, New York 10573 at 10:00 a.m., Eastern Daylight Time, on April 23, 2013, and at any adjournments thereof, for the purposes set forth in the preceding Notice of Annual Meeting of Stockholders. This Proxy Statement and accompanying proxy card are first being distributed to all stockholders entitled to vote on or about March 22, 2013.

The cost of soliciting proxies will be borne by TAL International Group, and will consist primarily of preparing and mailing the proxies and this Proxy Statement. Copies of the proxy materials may be furnished to brokers, custodians, nominees and other fiduciaries for forwarding to beneficial owners of shares of TAL International Group common stock, and normal handling charges may be paid for such forwarding service.

Who can vote?

Only holders of record as of the close of business March 15, 2013 (the "Record Date") of TAL International Group's common stock, par value $0.001 per share (the "Common Stock"), are entitled to vote at the Annual Meeting. On the Record Date, there were 33,844,464 shares of Common Stock outstanding.

What proposals will be voted on at the Annual Meeting?

Stockholders will vote on two proposals at the Annual Meeting:

- the election of seven directors to serve on our Board of Directors (Proposal 1); and
- the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013 (Proposal 2).

We will also consider other business that properly comes before the Annual Meeting.

How many votes can I cast?

You will be entitled to one vote per share of Common Stock owned by you on the Record Date.

How do I vote by proxy?

Follow the instructions on the enclosed proxy card to vote on the proposals to be considered at the Annual Meeting. Sign and date the proxy card and mail it back to us in the enclosed prepaid envelope.

The proxy holders named on the proxy card will vote your shares as you instruct. If you sign and return the proxy card but do not vote on the proposals, the proxy holders will vote for you on the proposals. Unless you instruct otherwise, the proxy holders will vote "**FOR**" the nominees proposed by our Board of Directors and "**FOR**" the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013.

What if other matters come up at the Annual Meeting?

The matters described in this proxy statement are the only matters we know will be voted on at the Annual Meeting. If other matters are properly presented at the Annual Meeting, the proxy holders will vote your shares as they see fit.

What can I do if I change my mind after I vote my shares?

At any time before the vote at the meeting, you can revoke your proxy either by (i) giving our Secretary a written notice revoking your proxy card, (ii) signing, dating and returning to our Secretary a new proxy card bearing a later date, or (iii) attending the Annual Meeting and voting in person. Your presence at the Annual Meeting will not revoke your proxy unless you vote in person. All written notices or new proxies should be sent to our Secretary at our principal executive offices.

Can I vote in person at the Annual Meeting rather than by completing the proxy card?

Although we encourage you to complete and return the proxy card to ensure that your vote is counted, you can attend the Annual Meeting and vote your shares in person.

What do I do if my shares are held in "street name"?

If your shares are held in the name of your broker, a bank, or other nominee, that party should give you instructions for voting your shares.

What are broker non-votes?

Broker non-votes are shares held in street name by brokers or nominees who indicate on their proxies that they do not have discretionary authority to vote those shares as to a particular matter. Under the rules of the New York Stock Exchange, your broker or nominee does not have discretion to vote your shares on non-routine matters such as Proposal 1 (election of directors). However, your broker or nominee does have discretion to vote your shares on routine matters such as Proposal 2 (ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013). Broker non-votes are not counted for purposes of determining whether a proposal has been approved.

What is a quorum?

We will hold the Annual Meeting if a quorum is present. A quorum will be present if the holders of a majority of the shares of Common Stock entitled to vote on the Record Date either sign and return their proxy cards or attend the Annual Meeting. Without a quorum, we cannot hold the meeting or transact business. If you sign and return your proxy card, your shares will be counted to determine whether we have a quorum even if you abstain or fail to vote on the proposals listed on the proxy card. Abstentions and broker non-votes will also be counted as present for purposes of determining if a quorum exists.

What vote is necessary for action?

Passage of Proposal 1 (election of directors) requires, for each director, the affirmative vote of the holders of a majority of the shares of our Common Stock present in person or by proxy at the Annual Meeting and entitled to vote. You will not be able to cumulate your votes in the election of directors. Approval of Proposal 2 (ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013) will require the affirmative vote of the holders of a majority of the shares of our Common Stock present in person or by proxy at the Annual Meeting and entitled to vote. Abstentions and broker non-votes will be counted for purposes of determining whether a quorum is present; however, in tabulating the voting results for any particular proposal, abstentions have the same effect as votes against the matter.

Who pays for the proxy solicitation?

We pay for the proxy solicitation. In addition to sending you these materials, some of our employees may contact you by telephone, by mail, or in person. None of these employees will receive any extra compensation for doing this.

PROPOSAL 1
ELECTION OF DIRECTORS

At the Annual Meeting, the stockholders will elect seven directors to serve until the 2014 annual meeting of stockholders or until their respective successors are elected and qualified. In the absence of instructions to the contrary, a properly signed and dated proxy will vote the shares represented by that proxy "**FOR**" the election of the seven nominees named below.

Assuming a quorum is present, each nominee will be elected as a director of TAL International Group if such nominee receives the affirmative vote of the holders of a majority of the shares of our Common Stock present in person or by proxy at the Annual Meeting and entitled to vote. All nominees are currently incumbent directors. Stockholders are not entitled to cumulate votes in the election of directors. All nominees have consented to serve as directors, if elected. If any nominee is unable or unwilling to serve as a director at the time of the Annual Meeting, the persons who are designated as proxies intend to vote, in their discretion, for such other persons, if any, as may be designated by our Board of Directors. As of the date of this proxy statement, our Board of Directors has no reason to believe that any of the persons named below will be unable or unwilling to serve as a nominee or as a director if elected. The names of the nominees, their ages as of December 31, 2012, and certain other information about them are set forth below:

Name	Age	Position	Director Since
Malcolm P. Baker(1)(3)	43	Director	September 2006
A. Richard Caputo, Jr.	47	Director	November 2004
Claude Germain(1)(2)	45	Director	February 2009
Kenneth Hanau	47	Director	October 2012
Helmut Kaspers(2)(3)	47	Director	December 2011
Frederic H. Lindeberg(1)(2)(3)	72	Director	October 2005
Brian M. Sondey	45	Chairman, President, Chief Executive Officer and Director	November 2004

(1) Member of the Audit Committee

(2) Member of the Compensation Committee

(3) Member of the Nominating and Corporate Governance Committee

Malcolm P. Baker has served as a director of our company since September 2006. Mr. Baker is the Robert G. Kirby Professor in the finance unit of the Harvard University Graduate School of Business, the director of the corporate finance program at the National Bureau of Economic Research, and a consultant for Acadian Asset Management. Mr. Baker holds a BA in applied mathematics and economics from Brown University, an M.Phil. in finance from Cambridge University, and a Ph.D. in business economics from Harvard University.

As a result of these professional and other experiences, we believe Mr. Baker possesses particular knowledge and experience in a variety of areas including corporate finance, capital markets, and economics that strengthens the Board's collective knowledge, capabilities, and experience.

A. Richard Caputo, Jr. has served as a director of our company since November 2004. Mr. Caputo is a Partner and Managing Principal of The Jordan Company, L.P. He has been an employee of The Jordan Company, L.P. and its predecessors and affiliated entities since 1990. Mr. Caputo is also a director of Universal Technical Institute, Inc. and Safety Insurance Group, Inc., as well as a number of privately held companies. Mr. Caputo received a BA in Mathematical and Business Economics from Brown University.

As a result of these professional and other experiences, we believe Mr. Caputo possesses particular knowledge and experience in a variety of areas including corporate finance, capital markets, and strategic planning and has public company board experience that strengthens the Board's collective knowledge, capabilities, and experience.

Claude Germain has served as a director of our company since February 2009. Mr. Germain is President and CEO of SMTC Corporation (NSDQ:SMTX), a global manufacturer of electronics based in Markham, Ontario. Mr. Germain is also a principal in Rouge River Capital, an investment firm focused on acquiring controlling stakes in private midmarket transportation and manufacturing companies. Prior to SMTC, and from 2005 to 2010, Mr. Germain was Executive Vice President and Chief Operating Officer for Schenker of Canada Ltd., an affiliate of DB Schenker, where he was accountable for Schenker's Canadian business. DB Schenker is one of the largest logistics service providers in the world. As the former President of a Texas based third party logistics firm and a management consultant specializing in distribution for The Boston Consulting Group, Mr. Germain has extensive experience in global logistics. In 2002 and 2007, Mr. Germain won Canadian Executive of the Year in Logistics. Mr. Germain holds an MBA from Harvard Business School and a Bachelor of Engineering Physics (Nuclear) from Queen's University.

As a result of these professional and other experiences, we believe Mr. Germain possesses particular knowledge and experience in a variety of areas including, logistics, transportation, distribution, and strategic planning that strengthens the Board's collective knowledge, capabilities, and experience.

Kenneth Hanau has served as a director of our company since October 2012. Mr. Hanau is Managing Partner of 3i North America, part of 3i Group, a leading international investor with £10.5bn of assets under management focusing on private equity, infrastructure and debt management. Prior to joining 3i, Mr. Hanau held senior positions with Weiss, Peck & Greer and Halyard Capital, leading investments in the industrial and business services sectors. Previously Mr. Hanau worked in investment banking at Morgan Stanley and at K&H Corrugated Case Corporation, a family-owned packaging business. Mr. Hanau is a former certified public accountant and started his career with Coopers & Lybrand. He received his BA with honors from Amherst College and his MBA from Harvard Business School.

As a result of these professional and other experiences, we believe Mr. Hanau possesses particular knowledge and experience in a variety of areas including corporate finance, capital markets, distribution, and strategic planning that strengthens the Board's collective knowledge, capabilities, and experience.

Helmut Kaspers has served as a director of our company since December 2011. He was a member of the Executive Committee and Chief Operating Officer, Air + Ocean of Logwin AG, Luxembourg until February 2012. He left Logwin AG in March 2013 to join the Damco Group as Chief Commercial Officer Europe. Prior to Logwin, Mr. Kaspers was Regional Director for Kuehne & Nagel, Germany from 2001 to 2006, one of the leading transportation and logistics providers in the world. From 1996 to 2001, he was the Executive Vice President Seafreight at Schenker AG, Germany, one of the largest logistics service providers in the world. After studying in Germany, Mr. Kaspers has worked his entire career within the logistics and transportation industry, including extensive international assignments in North America and Asia.

As a result of these professional and other experiences, we believe Mr. Kaspers possesses particular knowledge and experience in a variety of areas including logistics, transportation, distribution, and strategic planning that strengthens the Board's collective knowledge, capabilities, and experience.

Frederic H. Lindeberg has served as a director of our company since October 2005. Mr. Lindeberg has had a consulting practice providing taxation, management and investment counsel since 1991, focusing on the finance, real estate, manufacturing and retail industries. Mr. Lindeberg retired in 1991 as Partner-In-Charge of various KPMG tax offices after 24 years of service where he provided both accounting and tax counsel to various clients. Mr. Lindeberg was formerly an adjunct professor at the Penn State Graduate School of Business. Mr. Lindeberg is currently a director of Safety Insurance Group, Inc. and formerly a trustee of Provident Senior Living Trust. Mr. Lindeberg received a BS in Business Administration from Drexel University and a JD from Temple University School of Law. Mr. Lindeberg is a certified public accountant.

As a result of these professional and other experiences, Mr. Lindeberg has been determined to be an Audit Committee Financial Expert under the SEC rules and regulations, possesses particular knowledge and experience in a variety of areas including accounting and tax, and has public company board experience that strengthens the Board's collective knowledge, capabilities, and experience.

Brian M. Sondey is our Chairman, President and Chief Executive Officer, and has served as a director of our company since November 2004. Mr. Sondey joined our former parent, Transamerica Corporation, in April 1996 as Director of Corporate Development. He then joined TAL International Container Corporation in November 1998 as Senior Vice President of Business Development. In September 1999, Mr. Sondey became President of TAL International Container Corporation. Prior to his work with Transamerica Corporation and TAL International Container Corporation, Mr. Sondey worked as a Management Consultant at the Boston Consulting Group and as a Mergers & Acquisitions Associate at J.P. Morgan. Mr. Sondey holds an MBA from The Stanford Graduate School of Business and a BA degree in Economics from Amherst College.

As a result of these professional and other experiences, we believe Mr. Sondey possesses particular knowledge and experience in a variety of areas including corporate finance, logistics, marketing, people management and strategic planning and strengthens the Board's collective knowledge, capabilities, and experience.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE ELECTION OF THE NOMINEES LISTED ABOVE TO THE BOARD OF DIRECTORS.

Corporate Governance and Related Matters

We are required to have a majority of independent directors on our Board of Directors and to have our Audit Committee, Compensation Committee and our Nominating and Corporate Governance Committee be composed entirely of independent directors. The Board of Directors has adopted a formal policy to assist it in determining whether a director is independent in accordance with the applicable rules of the New York Stock Exchange. The Director Independence Standards are available on our corporate website at *www.talinternational.com*. The Directors Independence Standards may be found on our website as follows: From our main web page, scroll over "Investors" on the left side of the page and click on "Corporate Governance" from the drop down menu. Next, click on "Director Independence Standards" in the middle of the page. Applying these standards, our Board of Directors has determined that Messrs. Baker, Germain, Hanau, Kaspers and Lindeberg qualify as independent, and constitute a majority of our Board of Directors. The Board of Directors has adopted formal Corporate Governance Principles and Guidelines which are available on our website at *www.talinternational.com*. From our main web page, scroll over "Investors" on the left side of the page and click on "Corporate Governance" from the drop down menu. Next, click on "Corporate Governance Principles and Guidelines" in the middle of the page.

Board Leadership and Diversity

The Board of Directors is currently composed of five independent directors (Messrs. Baker, Germain, Hanau, Kaspers and Lindeberg), our Chairman, President and Chief Executive Officer (Mr. Sondey) and one other director (Mr. Caputo). We believe that having a combined Chairman and Chief Executive Officer, a Board of Directors composed of a majority of independent directors and committees composed entirely of independent directors provides the best Board leadership structure for our company. This structure, together with our other corporate governance practices, provides effective oversight, expertise and representation of our stockholders' interests.

Our Company does not currently have a formal policy concerning diversity for our Board of Directors; however, we believe that our Board is diverse in its members' experience. We have Board members with corporate finance experience, accounting and reporting experience, various industry experience, as well as experience serving on boards of directors of publicly and privately held companies.

Compensation of Directors

In 2012, each of our non-executive directors received a $35,000 annual cash retainer other than Mr. Hanau. Mr. Hanau, who was elected to the Board of Directors on October 23, 2012, received $6,694 for his period of service on the Board in 2012. In addition, Mr. Kaspers received an additional $5,000 annual cash retainer for serving on the Compensation Committee and Nominating and Corporate Governance Committee, Mr. Baker received an additional $10,000 annual cash retainer for serving on the Audit Committee and for serving as Chairman of the Nominating and Corporate Governance Committee, Mr. Germain received an additional $10,000 annual cash retainer for serving on the Audit Committee and for serving as Chairman of the Compensation Committee, and Mr. Lindeberg received an additional $15,000 annual cash retainer for serving on the Compensation Committee, the Nominating and Corporate Governance Committee and as the Chairman of the Audit Committee. In 2012, three of our non-executive directors were each granted 3,000 shares of Common Stock and one of our non-executive directors was granted 6,000 shares of Common Stock. These shares of Common Stock were granted to these directors at a price of $33.59 per share. Two of our non-executive directors received cash payments of $100,770 in lieu of Common Stock in 2012. All directors are reimbursed for reasonable out-of-pocket expenses incurred in connection with their attendance at Board of Directors and committee meetings.

DIRECTOR COMPENSATION TABLE

The following table sets forth information regarding the compensation earned by our directors in 2012:

Name	Fees Earned or Paid in Cash ($)	Common Stock Awards ($)(A)	All Other Compensation ($)(B)	Total ($)
Malcolm P. Baker	45,000	100,770		145,770
A. Richard Caputo, Jr.	35,000		100,770	135,770
Claude Germain	45,000	100,770		145,770
Kenneth Hanau(C)	6,694			6,694
Helmut Kaspers	40,000	201,540		241,540
Frederic H. Lindeberg	50,000	100,770		150,770
Douglas J. Zych(D)	15,000		100,770	115,770

(A) On January 18, 2012, Messrs. Baker, Germain and Lindeberg were each granted 3,000 shares of Common Stock, and Mr. Kaspers was granted 6,000 shares of Common Stock. These shares of stock were granted to these independent directors at a price of $33.59 per share and vested immediately.

(B) Two of our non-executive directors received cash payments in lieu of Common Stock.

(C) Mr. Hanau was elected to the Board of Directors on October 23, 2012.

(D) Mr. Zych resigned from the Board of Directors effective as of June 6, 2012.

For Mr. Sondey's compensation, please see the 2012 Summary Compensation Table.

Risk Management

As a general matter, the Board of Directors has oversight responsibility with respect to risk management for the Company and its subsidiaries. Day-to-day risk management is the responsibility of senior management. The Board of Directors focuses on and discusses with senior management key areas of risk in the Company's business and corporate functions such as capital expenditures, capital management, corporate debt, and customer credit and collection issues at its regular meetings.

Meetings and Committees of our Board of Directors

During 2012, our Board of Directors held five meetings and took action by unanimous written consent on two occasions. All of the directors attended 100% of the meetings of the Board of Directors and committees of the Board of Directors on which they served. The Board of Directors has an Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee.

Audit Committee. The Audit Committee is comprised of three of TAL International Group's independent directors: Messrs. Lindeberg (Chairman), Baker and Germain. The Audit Committee met four times during 2012. Our Board of Directors has determined that Mr. Lindeberg qualifies as an "audit committee financial expert" as such term has been defined by the Securities and Exchange Commission in Item 401(h)(2) of Regulation S-K.

The Audit Committee is responsible for (1) selecting the independent auditor and reviewing the fees proposed by the independent auditor for the coming year and approving in advance, all audit, audit related and tax permissible non-audit services to be performed by the independent auditors, (2) approving the overall scope of the audit, (3) discussing the annual audited financial statements, quarterly financial statements, and Forms 10-K and 10-Q, including matters required to be reviewed under applicable legal, regulatory or New York Stock Exchange requirements, with management and the independent auditor, (4) discussing earnings press releases, guidance provided to analysts and other financial information provided to the public, with management and the independent auditor, as appropriate, (5) discussing our risk assessment and risk management policies, (6) reviewing our internal system of audit, financial and disclosure controls and the results of internal audits, (7) setting hiring policies for employees or former employees of the independent auditors, (8) establishing procedures concerning the treatment of complaints and concerns regarding accounting, internal accounting controls or audit matters, (9) handling such other matters that are specifically delegated to the Audit Committee by our Board of Directors from time to time, (10) reporting regularly to the full Board of Directors, and (11) performing the other related responsibilities that are set forth in its formal charter adopted by our Board of Directors.

The Audit Committee acts pursuant to a formal charter, which is available on our corporate website at *www.talinternational.com*. The charter may be found on our website as follows: From our main web page, scroll over "Investors" on the left side of the page and click on "Corporate Governance" from the drop down menu. Next, click on "Audit Committee" in the middle of the page. A written copy of the Audit Committee charter may be obtained free of charge by sending a request in writing to Marc Pearlin, our Secretary at TAL International Group, Inc., 100 Manhattanville Road, Purchase, New York 10577.

Compensation Committee. The Compensation Committee is comprised of three of TAL International Group's independent directors: Messrs. Germain (Chairman), Lindeberg and Kaspers. The Compensation Committee met twice during 2012, and took action by unanimous consent on two occasions. The Compensation Committee is responsible for (1) reviewing and approving corporate goals and objectives relevant to the compensation of our chief executive officer and annually evaluating the chief executive officer's performance in light of these goals, (2) reviewing and approving the compensation and incentive opportunities of our executive officers, (3) reviewing and approving employment contracts, severance arrangements, incentive arrangements, change-in-control arrangements and other similar arrangements between us and our executive officers, (4) receiving periodic reports on our compensation programs as they affect all employees, (5) reviewing executive succession plans for business and staff organizations, (6) reviewing the Compensation Discussion and Analysis and approving it for inclusion in our Proxy Statement and (7) such other matters that are specifically delegated to the Compensation Committee by our Board of Directors from time to time.

The Compensation Committee acts pursuant to a formal charter, which is available on our corporate website at *www.talinternational.com*. The charter may be found on our website as follows: From our main web page, scroll over "Investors" on the left side of the page and click on "Corporate Governance" from the drop down menu. Next, click on "Compensation Committee" in the middle of the page. A written copy of the Compensation Committee charter may be obtained free of charge by sending a request in writing to Marc Pearlin, our Secretary at TAL International Group, Inc., 100 Manhattanville Road, Purchase, New York 10577.

Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee is comprised of three of TAL International Group's independent directors: Messrs. Baker (Chairman), Lindeberg and Kaspers. The Nominating and Corporate Governance Committee met twice during 2012. The Nominating and Corporate Governance Committee's purpose is to assist our board in identifying individuals qualified to become members of our Board of Directors, assess the effectiveness of the board and develop our corporate governance principles. The Nominating and Corporate Governance Committee is responsible for (1) identifying and recommending for election individuals who meet the criteria the Board has established for board membership, (2) recommending nominees to be presented at the Annual Meeting of stockholders, (3) reviewing the Board's committee structure and recommending to the Board the composition of each committee, (4) annually reviewing director compensation and benefits, (5) establishing a policy for considering stockholder nominees for election to our Board, (6) developing and recommending a set of corporate governance guidelines and reviewing them on an annual basis and (7) developing and recommending an annual self-evaluation process of the Board and its committees and overseeing such self-evaluations.

The Nominating and Corporate Governance Committee acts pursuant to a formal charter, which is available on our corporate website at *www.talinternational.com*. The charter may be found on our website as follows: From our main web page, scroll over "Investors" on the left side of the page and click on "Corporate Governance" from the drop down menu. Next, click on "Nominating and Corporate Governance Committee" in the middle of the page. A written copy of the Nominating and Corporate Governance Committee charter may be obtained free of charge by sending a request in writing to Marc Pearlin, our Secretary at TAL International Group, Inc., 100 Manhattanville Road, Purchase, New York 10577.

Executive Sessions

To promote open discussion among the non-executive directors, our non-executive directors meet occasionally in executive sessions without management participation. For purposes of such executive sessions, our "non-executive" directors are those directors who are not executive officers of TAL International Group. Mr. Caputo presides at such executive sessions. In addition, because some of our non-executive directors are not independent, our independent directors also meet at least once per year in an executive session including only independent directors.

Interested parties, including stockholders, may communicate directly with our non-executive directors by writing to the non-executive directors in care of Marc Pearlin, Secretary at TAL International Group, Inc., 100 Manhattanville Road, Purchase, New York 10577. Correspondence received by the Secretary will be forwarded to the appropriate person or persons in accordance with the procedures adopted by the non-executive directors.

Director Nomination Process

The Nominating and Corporate Governance Committee makes recommendations to our Board of Directors regarding the size and composition of our Board of Directors. The Nominating and Corporate Governance Committee reviews annually with our Board of Directors the composition of our Board of Directors as a whole and recommends, if necessary, measures to be taken so that our Board of Directors reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for our Board of Directors as a whole and contains at least the minimum number of independent directors required by the New York Stock Exchange and other applicable laws and regulations. The Nominating and Corporate Governance Committee is responsible for ensuring that the composition of our Board of Directors accurately reflects the needs of TAL International Group's business and, in accordance with the foregoing, proposing the addition of members and the necessary resignation of members for purposes of obtaining the appropriate members and skills. In evaluating a director candidate, the Nominating and Corporate Governance Committee considers factors that are in the best interests of TAL International Group and its stockholders, including the knowledge, experience, integrity and judgment of each candidate; the potential contribution of each candidate to the diversity of backgrounds, experience and competencies which our Board of Directors desires to have represented; each candidate's ability to devote sufficient time and effort to his or her duties as a director; and any other criteria established by our Board of Directors and any core competencies or technical expertise necessary to staff committees. The Nominating and Corporate Governance Committee will consider director candidates recommended by stockholders. The Nominating and Corporate Governance Committee does not intend to alter the manner in which it evaluates candidates, including the minimum qualifications set forth above, based on whether or not the candidate was recommended by a stockholder. Stockholders who wish to recommend individuals for consideration by the Nominating and Corporate Governance Committee to become nominees for election to our Board of Directors may do so by delivering a written recommendation to the Nominating and Corporate Governance Committee at 100 Manhattanville Road, Purchase, New York 10577 not later than November 22, 2013 for the 2014 annual meeting and otherwise in compliance with our bylaws. Submission must include the full name, age, business address and residence address of the proposed nominee, a description of the proposed nominee's principal occupation and business experience for at least the previous five years, complete biographical information, a description of the proposed nominee's qualifications as a director, the class or series and number of shares of TAL International Group stock that is owned beneficially or of record by the proposed nominee, the name and record address of such nominating stockholder, the class or series and number of shares of TAL International Group stock that is owned beneficially or of record by such nominating stockholder, a description of all arrangements or understandings between such nominating stockholder and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made by such stockholder, a representation that the nominating stockholder intends to appear in person or by proxy at the 2014 annual meeting to nominate the person(s) named in its written notice of recommendation and such other information as required by Regulation 14A under the Exchange Act. Any such submission must be accompanied by the written consent of the proposed nominee to be named as a nominee and to serve as a director if elected.

Code of Ethics

We have adopted the TAL International Group, Inc. Code of Ethics which applies to all officers, directors and employees. The Code of Ethics is available on our corporate website at *www.talinternational.com* and may be found on our website as follows: From our main web page, scroll over "Investors" on the left side of the page and click on "Corporate Governance" from the drop down menu. Next, click on "Code of Ethics/Conduct" in the middle of the page. A written copy of the Code of Ethics may be obtained free of charge by sending a request in writing to Marc Pearlin, our Secretary at TAL International Group, Inc., 100 Manhattanville Road, Purchase, New York 10577.

Additionally we have adopted the TAL International Group, Inc. Code of Ethics for Chief Executive and Senior Financial Officers which applies to our Chief Executive Officer, Chief Financial Officer and Controller. The Code of Ethics for Chief Executive and Senior Financial Officers is available on our corporate website at *www.talinternational.com* and may be found on our website as follows: From our main web page, scroll over "Investors" on the left side of the page and click on "Corporate Governance" from the drop down menu. Next, click on "Code of Ethics for Chief Executive and Senior Financial Officers" in the middle of the page. A written copy of the Code of Ethics for Chief Executive and Senior Financial Officers may be obtained free of charge by sending a request in writing to Marc Pearlin, our Secretary at TAL International Group, Inc., 100 Manhattanville Road, Purchase, New York 10577.

If we make any substantive amendment to, or grant a waiver from, a provision of the TAL International Group, Inc. Code of Ethics or the TAL International Group, Inc. Code of Ethics for Chief Executive and Senior Financial Officers that applies to our principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions, we will promptly disclose the nature of the amendment or waiver on our website at *www.talinternational.com*.

Communications with Directors

Stockholders may communicate with our Board of Directors as a group, the non-executive directors as a group or an individual director directly by submitting a letter in a sealed envelope labeled accordingly. This letter should be placed in a larger envelope and mailed to TAL International Group, Inc., 100 Manhattanville Road, Purchase, New York 10577, Attention: Marc Pearlin, Secretary.

THE NAMED EXECUTIVE OFFICERS

The following table sets forth certain information regarding our Named Executive Officers for the fiscal year ended December 31, 2012.

Name	Age	Position
Brian M. Sondey	45	Chairman, President, Chief Executive Officer and Director
John Burns	52	Senior Vice President and Chief Financial Officer
Adrian Dunner	48	Senior Vice President, Asia Pacific
Kevin Valentine	47	Senior Vice President, Trader and Global Operations
Marc Pearlin	57	Vice President, General Counsel and Secretary

Brian M. Sondey is our Chairman, President and Chief Executive Officer, and has served as a director of our company since November 2004. Mr. Sondey joined our former parent, Transamerica Corporation, in April 1996 as Director of Corporate Development. He then joined TAL International Container Corporation in November 1998 as Senior Vice President of Business Development. In September 1999, Mr. Sondey became President of TAL International Container Corporation. Prior to his work with Transamerica Corporation and TAL International Container Corporation, Mr. Sondey worked as a Management Consultant at the Boston Consulting Group and as a Mergers & Acquisitions Associate at J.P. Morgan. Mr. Sondey holds an MBA from The Stanford Graduate School of Business and a BA degree in Economics from Amherst College.

John Burns is our Senior Vice President and Chief Financial Officer. He is responsible for overseeing our Finance & Accounting, Audit, IT, Legal, and HR departments. Mr. Burns was formerly our Senior Vice President of Corporate Development, where he was responsible for the execution of our corporate development strategy. Mr. Burns joined our former parent, Transamerica Corporation, in April 1996 as Director of Internal Audit and subsequently transferred to TAL International Container Corporation in April 1998 as Controller. Prior to joining Transamerica Corporation, Mr. Burns spent 10 years with Ernst & Young LLP in their financial audit practice. Mr. Burns holds a BA in Finance from the University of St. Thomas, St. Paul, Minnesota and is a certified public accountant.

Adrian Dunner is our Senior Vice President, Asia Pacific. Mr. Dunner is responsible for managing operations and marketing for the Asia Pacific area. Mr. Dunner was previously our Senior Vice President for Marketing and Sales, where he was responsible for the execution of our global marketing strategy for all product lines, fleet operations, global logistics, and our used equipment sales efforts. Mr. Dunner joined TAL International Container Corporation in 1988 as Manager, Marketing, and has held positions as General Manager, US East Coast, Marketing Manager, and Vice President, located at various times in Cranford, NJ; Savannah, GA; Jacksonville, FL; and Purchase, NY. Prior to his employment with TAL International Container Corporation, Mr. Dunner worked as a Sales Representative for Container Transport International and as a Trade Specialist at the Center for International Trade. Mr. Dunner received a BS degree in Finance/Economics from Spring Hill University, and an MBA in Business from Jacksonville University.

Kevin Valentine is our Senior Vice President, Trader and Global Operations. Mr. Valentine is responsible for the execution of our global container sales and trading activities and for overseeing our global fleet operations, our tank and chassis leasing product lines and our regional leasing activities in the Americas. Mr. Valentine joined TAL International Container Corporation in 1994 as Marketing Manager, UK following our acquisition of his previous employer, Tiphook Container Rental. Since joining TAL, Mr. Valentine has held positions in our London office as General Manager UK, Area Director Europe and Vice President, Trader Container Sales & Trading. Mr. Valentine relocated to our Headquarters in 2008. Prior to joining TAL International Container Corporation, Mr. Valentine held positions with Tiphook Container Rental from 1990 as Marketing Manager, Indian Subcontinent and

Middle East based in London and Marketing Manager, Benelux based in Antwerp, Belgium. Mr. Valentine received a BA (Hons) degree in Business from Middlesex University, London, England.

Marc Pearlin is our Vice President, General Counsel and Secretary, and is responsible for overseeing all legal matters. Mr. Pearlin joined TAL International Container Corporation in October 1986 as an Associate General Counsel, and has held positions as our Secretary and Assistant General Counsel. Mr. Pearlin holds a Juris Doctor degree from the University of Connecticut School of Law and a BA in Economics and Spanish from Trinity College, Hartford, Connecticut.

COMPENSATION OF EXECUTIVE OFFICERS

COMPENSATION DISCUSSION AND ANALYSIS

This compensation discussion and analysis describes the material elements of TAL International Group, Inc.'s compensation program for its named executive officers. Additional details are provided for each element of compensation in the tables and narratives which follow.

Compensation Objectives and Philosophy

TAL seeks to provide its senior executives with compensation packages that fairly reward the executives for their contributions to TAL and allow TAL to recruit and retain high quality individuals. TAL seeks to structure its compensation plans so that they are straightforward for the executives and stockholders to understand and value, and relatively easy for the Company to administer. TAL links a portion of overall compensation to near-term and long-term measures of performance to motivate its executives and align their interests with those of our stockholders.

We believe that our compensation policies and practices do not promote excessive risk taking and therefore are not likely to have a material adverse effect on the Company. As described under "Risk Management", the Board of Directors has oversight responsibility with respect to risk management. The Compensation Committee oversees the Company's compensation and employee benefit plans and practices, including its executive compensation and equity-based plans, and in doing so, reviews the plans to see that they do not encourage excessive risk taking.

Compensation Programs

The Company's executive compensation programs include the following elements:

- A base salary and a package of employee benefits that is competitive with those offered to senior executives by our peers;
- Annual incentive compensation based on individual and company performance; and
- Share-based, long-term incentive compensation.

Roles and Responsibilities

The Compensation Committee (the "Committee") is comprised of three of TAL International Group's independent directors: Claude Germain (Chairman), Helmut Kaspers and Frederic H. Lindeberg. In accordance with its written charter, the Committee is responsible for establishing and overseeing the Company's compensation and benefit philosophies, plans and practices, including its executive annual base salary compensation, annual incentive compensation plan and equity-based compensation plan.

Compensation for the CEO and all senior executives is established by the Committee. The Compensation Committee reviews and considers our Chief Executive Officer's recommendations with respect to compensation decisions for our other named executive officers and makes all compensation decisions with respect to our Chief Executive Officer. The Committee has the authority under its charter to retain compensation consultants to assist it in setting executive compensation.

In establishing annual executive compensation, the Committee utilizes the following:

- Executive compensation history;
- Comparable company compensation; and
- Executive and Company performance relative to established targets.

Benchmarking

During 2012, the Compensation Committee engaged the services of Compensia, a compensation consultant, to review the named executive officers' compensation and perform benchmarking against compensation practices at a broad range of companies with revenue less than $1.1 billion as well as against a group of peer companies constructed by Compensia with input from TAL management. The Compensation Committee has assessed the independence of Compensia pursuant to applicable SEC Rules and regulations and has concluded that no conflicts of interest exist that would prevent Compensia from independently providing the services for which it was engaged by the Compensation Committee. This review by Compensia supplemented a 2011 internal compensation benchmark analysis completed by the Company which reviewed the named executive officers' compensation, with benchmarking against compensation practices of a peer group identified by the Company.

The peer group companies used in the 2012 benchmarking survey were:

Aircastle Limited	Hub Group
CAI International	McGrath Rentcorp
Forward Air	Mobile Mini
GATX	SeaCube Container Leasing

The benchmarking considered base salary, total cash compensation, and long term equity grants. In general, both benchmarking studies found that TAL's total executive compensation by comparable positions was in the lower end of the range indicated in the identified peer companies, though more toward the middle of the range indicated by the broader survey. The information provided was utilized in establishing executive compensation levels for 2012 and 2013.

Elements of Compensation

The Company's compensation program consists of the following elements:

- Base salary;
- Annual incentive compensation;
- Equity-based compensation; and
- Employee benefits.

Base Salary

The Committee and senior management believe that competitive base salaries are necessary to attract and retain managerial talent. Base salaries are set at levels considered to be appropriate for the scope of the job function, the level of responsibility of the individual, the skills and qualification of the individual, and the amount of time spent in the position. Base salaries are also established to be competitive with amounts paid to employees and executive officers with comparable qualifications, experience and responsibilities at other companies.

The Company reviews the performance of each employee and named executive officer on an annual basis. The Committee sets the salary for the Chief Executive Officer. The Chief Executive Officer makes salary recommendations to the Committee concerning the other named executive officers, and the Committee reviews the Chief Executive Officer's recommendations and may approve or change the recommendations for the other named executive officers. Recommendations are based on individual performance, as well as published survey data detailing average salary increases across various industries and company sizes.

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The following is a summary of the named executive officers' base salaries:

	2011 Base Salary		2012 Base Salary		Increase to Base Salary
Brian M. Sondey(1)	$	610,000	$	640,500	5.0%
John Burns(2)	$	280,000	$	295,000	5.4%
Adrian Dunner	$	290,000	$	310,000	6.9%
Kevin Valentine	$	240,000	$	252,500	5.2%
Marc Pearlin	$	254,000	$	265,000	4.3%

(1) In December 2012, the Committee increased Mr. Sondey's salary for 2013 to $672,525, effective January 1, 2013.

(2) In December 2012, the Committee approved an increase to Mr. Burns' salary for 2013 to $320,000, effective January 1, 2013.

Annual Incentive Compensation

The Committee provides for annual incentive compensation in order to tie a portion of senior executives' compensation to our short-term performance. Each year the Committee sets the target incentive compensation amount and the target incentive compensation range for the Chief Executive Officer. The Chief Executive Officer makes target incentive compensation recommendations to the Committee concerning the other named executive officers, and the Committee reviews the Chief Executive Officer's recommendations and may approve or change the recommendations for the other named executive officers. Incentive compensation targets and ranges are expressed as a percentage of base salary. Targets are based on peer group levels, and generally referenced to benchmark data. Each year, the Committee also establishes the performance criteria to be used as a guideline for the incentive compensation calculation, and other terms and conditions of awards under the incentive compensation program.

For 2012, the Committee established two performance criteria to be used in calculating incentive compensation payments. The criteria included one measure for overall company financial performance, adjusted earnings per share, and one measure based on the Committee's evaluation of the individual's performance during the year. The two measures received equal weighting and each could range from 0%-200% of its share of the overall target level of incentive compensation depending upon actual results achieved.

Adjusted Earnings Per Share (EPS) target an annual adjusted EPS target for the Company is established by the Committee based on the Company's approved financial plan. Adjusted EPS is Adjusted net income per share. Adjusted net income is defined as net income as further adjusted for certain items which management believes are not representative of our operating performance. Adjusted net income excludes net loss (gain) on interest rate swaps.

Individual performance based criteria each year the Committee reviews the individual performance of all senior executives and sets the individual performance component of the incentive compensation payment. The performance review considers the individual's contributions to TAL's current performance and long-term strategic objectives relative to the level expected for the individual's position within TAL. Individual performance criteria included:

Operating performance of equipment fleet, including equipment utilization and average lease rates;

Overall equipment fleet growth;

Performance of additional financial measures such as revenue, EBITDA and operating expense ratios;

Changes in TAL's competitive position within the container leasing industry; and

Accomplishment of long-term strategic objectives.

The following table shows the incentive compensation targets, ranges and actual incentive compensation awards for the most recent three years paid to our named executive officers (in percentages):

	Incentive Compensation Target % of Salary	Incentive Compensation Range % of Salary	Incentive Compensation Actual % of Salary		
			2012	2011	2010
Brian M. Sondey	65	0 - 130	100	123	
	60	0 - 120			120
John Burns	60	0 - 120	86	113	
	50	0 - 100			100
Adrian Dunner	60	0 - 120	86	114	
	50	0 - 100			100
Kevin Valentine	50	0 - 100	78	100	
	40	0 - 80			76
Marc Pearlin	40	0 - 80	60	76	
	30	0 - 60			53

Long-Term Equity Compensation

The Company utilizes long-term equity compensation to retain key employees, motivate them to achieve long-range goals and align their compensation with the growth of long-term value for our stockholders. The plan is administered by the Committee, which determines the individuals eligible to receive awards, the types and number of shares of stock subject to the awards, the price and timing of awards and the other terms, conditions, performance criteria and restrictions on the awards.

Stock Options

No stock options were granted to the named executive officers in 2012.

The following table lists the stock owned by the named executive officers as of December 31, 2012:

	Common Stock Owned
Brian M. Sondey	307,470
John Burns	91,868
Adrian Dunner	88,976
Kevin Valentine	30,110
Marc Pearlin	34,906

None of the named executive officers, except for Mr. Pearlin, had unexercised stock options as of December 31, 2012. Mr. Pearlin had 6,750 unexercised stock options as of December 31, 2012, all of which had an exercise price of $18.00 per share and an expiration date of October 11, 2015.

Restricted Stock Grants

In January 2012, the Committee approved the issuance of 127,750 shares of restricted stock to the named executive officers and other management employees for the 2012 benefit year. Individual grants were set based on peer group levels and the Committee's assessment of individual performance. The restricted stock granted in January 2012 have a cliff vesting date of January 1, 2015 contingent on continued employment as of the vesting date. The January 2010 and February 2011 restricted stock grants have cliff vesting as of the dates set forth in the table below and are contingent on continued employment as of the vesting date. There were no other restricted stock grants issued to the named executive officers or other management employees in 2012.

The following table lists the restricted stock grants outstanding for the named executive officers as of December 31, 2012:

	Restricted Stock Issued January 2010	Vest Date for January 2010 Grant	Restricted Stock Issued February 2011	Vest Date for February 2011 Grant	Restricted Stock Issued January 2012	Vest Date for January 2012 Grant
Brian M. Sondey	24,000	Jan. 1, 2013	22,000	Jan. 1, 2014	25,000	Jan. 1, 2015
John Burns	8,750	Jan. 1, 2013	8,000	Jan. 1, 2014	10,500	Jan. 1, 2015
Adrian Dunner	8,750	Jan. 1, 2013	8,000	Jan. 1, 2014	10,500	Jan. 1, 2015
Kevin Valentine	7,500	Jan. 1, 2013	6,750	Jan. 1, 2014	7,500	Jan. 1, 2015
Marc Pearlin	4,000	Jan. 1, 2013	4,000	Jan. 1, 2014	6,000	Jan. 1, 2015

Employee Benefits

For all U.S. named executive officers, the Company provides health and welfare benefits and an employee funded tax-qualified 401(k) plan with the Company matching employee contributions up to 3% of the employee's salary, subject to IRS regulations and Plan contribution limits. All U.S. named executive officers also receive a car allowance. Mr. Dunner receives a housing allowance in the amount of $12,500 per month related to the additional housing costs he incurs while on assignment in Hong Kong.

Deferred Compensation Plan

The Company does not offer a deferred compensation plan to its named executive officers.

Pension Plan

The Company does not offer a pension plan to its named executive officers.

Change of Control

Awards under the Company's 2005 Management Omnibus Incentive Plan provide that the awards shall vest in the event of a Change of Control as defined in the award. Otherwise, there are no change of control agreements with our named executive officers.

Severance Plan

Upon termination of employment, the named executive officers employed in the United States may receive payments under the Company's U.S. Severance Plan, which cover all U.S. employees, with payment amounts depending upon the nature of the termination and length of service. In addition, upon the termination of a named executive officer's employment for any reason or no reason, subject to our election to continue to pay to that named executive officer his base salary for a one year period following such termination, unless such termination is for cause, the named executive officer will be restricted from competing with us for a period of one year following such termination. Our named executive officers are also prohibited from disclosing any of our confidential information.

Employment Contract

In November 2004, we entered into an employment agreement with Mr. Sondey, whereby he agreed to serve as our Chief Executive Officer. The agreement currently provides for automatically renewing successive one-year terms subject to at least 90 days' advance notice by either party of a decision not to renew the employment agreement. Mr. Sondey's base salary for 2013 is $672,525, and under the terms of the employment agreement, is increased annually to reflect increases in the consumer price index and his performance. Mr. Sondey is also entitled to certain perquisites, as are all other employees, which include reimbursement of expenses, health and disability insurance and paid vacations. Mr. Sondey is entitled to severance pay if his employment is terminated by us without cause (as defined by the employment agreement), if he terminates his employment for good reason (as defined by the employment agreement) or if he dies or becomes disabled. Upon a termination without cause or for good reason, Mr. Sondey is entitled to severance pay equal to his base salary and incentive compensation for 18 months. Upon termination of Mr. Sondey's employment for any reason or no reason, subject to our election to continue to pay to Mr. Sondey his base salary for a one-year period following such termination, unless such termination is for cause, Mr. Sondey will be restricted from competing with us for a period of one year following such termination.

We do not have any employment agreements with any other named executive officers.

Tax Deductibility of Compensation

Internal Revenue Code Section 162(m) generally imposes a $1 million limit on the amount that a public company may deduct for compensation paid to the CEO as well as any of the company's four other most highly compensated officers. Compensation awarded under a performance based plan is not subject to the $1 million limitation if the performance goals are set and certified as having been met by the Company's compensation committee and the material terms are disclosed to and approved by stockholders. For 2012, the annual incentive compensation awards were designed to satisfy the performance based rules of section 162(m).

For a complete summary of all named executive officers' compensation, please see the 2012 Summary Compensation Table.

REPORT OF THE COMPENSATION COMMITTEE

The Compensation Committee of the Board of Directors has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

THE COMPENSATION COMMITTEE
Claude Germain, *Chairman*
Helmut Kaspers
Frederic H. Lindeberg

SUMMARY COMPENSATION TABLE

The following table summarizes the compensation of the Named Executive Officers for the fiscal years ended December 31, 2012, 2011 and 2010. The "Named Executive Officers" are the Chief Executive Officer, Chief Financial Officer, and three other most highly compensated executive officers ranked by their total compensation in the table below.

Name and Principal Position	Year	Salary ($)	Stock Awards ($)(A)	Option Award ($)	Non-Equity Incentive Plan Compensation ($)(B)	All Other Compensation ($)(C)	Total ($)
Brian M. Sondey	2012	640,500	839,750		640,500	16,081	2,136,831
President, Chief Executive	2011	610,000	712,360		750,000	15,580	2,087,940
Officer, Director	2010	575,000	366,240		690,000	15,539	1,646,779
John Burns	2012	295,000	352,695		252,225	15,708	915,628
Senior Vice President, Chief	2011	280,000	259,040		315,000	15,543	869,583
Financial Officer	2010	265,000	133,525		265,000	15,501	679,026
Adrian Dunner	2012	310,000	352,695		265,050	165,509	1,093,254
Senior Vice President, Asia	2011	290,000	259,040		330,600	163,776	1,043,416
Pacific	2010	275,000	133,525		275,000	90,290	773,815
Kevin Valentine	2012	252,500	251,925		195,688	15,411	715,524
Senior Vice President, Trader	2011	240,000	218,565		240,000	15,251	713,816
and Global Operations	2010	225,000	114,450		171,000	12,807	523,257
Marc Pearlin	2012	265,000	201,540		159,000	16,125	641,665
Vice President, General	2011	254,000	129,520		193,040	15,961	592,521
Counsel and Secretary	2010	245,000	61,040		128,625	15,915	450,580

(A)

The stock award amounts shown above represent the number of restricted shares granted to each Named Executive Officer multiplied by the closing stock price on the date of grant. These stock awards have cliff vesting. Information concerning the stock awards is shown in the table below:

Grant Date	Grant Price	Vesting Date
January 18, 2012	$ 33.59	January 1, 2015
February 1, 2011	$ 32.38	January 1, 2014
January 20, 2010	$ 15.26	January 1, 2013

(B)

The Non-Equity Incentive Plan Compensation was earned under the TAL International Group, Inc. Incentive Compensation Plan.

(C)

In 2012, all other compensation consisted of the following:

Name	Housing Allowance ($)	Savings Plan Company Match ($)	Other Compensation(2) ($)	Termination Benefits ($)	Total ($)
Brian M. Sondey		7,500	8,581		16,081
John Burns		7,500	8,208		15,708
Adrian Dunner	150,000(1)	7,500	8,009		165,509
Kevin Valentine		7,500	7,911		15,411
Marc Pearlin		7,500	8,625		16,125

(1)

Mr. Dunner was paid a monthly housing allowance of $12,500. Mr. Dunner's housing allowance amount is related to the additional housing costs he incurs while on assignment in Hong Kong.

(2)

Other compensation includes Company paid car allowances and Company paid life insurance premium for coverage exceeding $50,000.

GRANTS OF PLAN-BASED AWARDS TABLE

The following table includes certain information with respect to the Non-Equity Incentive Compensation Plan awards for the Named Executive Officers during the fiscal year ended December 31, 2012:

	2012 Range of Incentive Compensation		2012 Target Incentive Compensation		2012 Actual Incentive Compensation	
	% of Salary	$	% of Salary	$	% of Salary	$
Brian M. Sondey	0 - 130	0 - 832,650	65	416,325	100	640,500
John Burns	0 - 120	0 - 354,000	60	177,000	86	252,225
Adrian Dunner	0 - 120	0 - 372,000	60	186,000	86	265,050
Kevin Valentine	0 - 100	0 - 252,500	50	126,250	78	195,688
Marc Pearlin	0 - 80	0 - 212,000	40	106,000	60	159,000

OPTIONS EXERCISED AND STOCK VESTED IN 2012

The following table includes shares of Common Stock received by the Named Executive Officers due to stock option exercises and restricted stock awards granted to them on April 30, 2009 that vested on January 1, 2012.

	Shares Received Due to Stock Option Exercises	Restricted Stock Awards Granted on April 30, 2009 and Vested on January 1, 2012
Brian M. Sondey	334,693	22,000
John Burns	30,797	6,500
Adrian Dunner	36,352	6,500
Kevin Valentine	5,251	5,500
Marc Pearlin		3,000

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END TABLE

The following table includes certain information with respect to the stock options and restricted stock awards held by each of the Named Executive Officers as of December 31, 2012:

	Stock Awards	
Name(A)	Number of Shares or Units of Stock That Have Not Vested (#)(B)	Market Value of Shares or Units of Stock That Have Not Vested ($)(C)
Brian M. Sondey	71,000	2,582,980
John Burns	27,250	991,355
Adrian Dunner	27,250	991,355
Kevin Valentine	21,750	791,265
Marc Pearlin	14,000	509,320

(A) None of the named executive officers, except for Mr. Pearlin, had unexercised stock options as of December 31, 2012. Mr. Pearlin had 6,750 unexercised stock options as of December 31, 2012, all of which had an exercise price of $18.00 per share and an expiration date October 11, 2015.

(B) Mr. Sondey's restricted shares vest as follows: 24,000 shares on January 1, 2013, 22,000 shares on January 1, 2014 and 25,000 shares on January 1, 2015. The restricted shares of Mr. Burns and Mr. Dunner vest as follows: 8,750 shares on January 1, 2013, 8,000 shares on January 1, 2014 and 10,500 shares on January 1, 2015. Mr. Valentine's restricted shares vest as follow: 7,500 shares on January 1, 2013, 6,750 shares on January 1, 2014 and 7,500 shares on January 1, 2015. Mr. Pearlin's restricted shares vest as follows: 4,000 shares on January 1, 2013, 4,000 shares on January 1, 2014 and 6,000 shares on January 1, 2015.

(C)

The closing market price of the Company's Common Stock on December 31, 2012 was $36.38.

Termination of Employment Obligations

Other than normal severance plan compensation available to all TAL International Group, Inc. employees, Mr. Sondey, under the terms of his employment contract, is entitled to a minimum guaranteed payment of his base salary and incentive compensation for 18 months after termination of his employment contract (without cause by the Company or for good reason by Mr. Sondey), which as of January 1, 2013 would be $1,664,499. All of the named executive officers are also bound by a non-compete agreement, which states that when employment terminates, the Company may exercise the non-compete arrangement for a period of one year, with the named executive officers entitled to a payment of one year's salary.

Description of Equity Compensation Plans

2005 Management Omnibus Incentive Plan. We established our 2005 Management Omnibus Incentive Plan so that we and our subsidiaries could attract and retain certain employees, motivate eligible participants to achieve long-range goals and to provide incentive compensation opportunities to eligible participants that are competitive with those of similar companies. The omnibus incentive plan is administered by the Compensation Committee of our Board of Directors, which has the power to determine the ability of an eligible individual to receive awards, the types and number of shares of stock subject to the awards, the price and timing of awards and to establish the terms, conditions, performance criteria and restrictions on the awards.

Participants. Any of our employees, consultants, directors or any other person providing services to us or our subsidiaries, as determined by the Committee, may be selected to participate in the omnibus incentive plan. We may award these individuals with one or more of the following:

- Stock options;
- Stock appreciation rights;
- Restricted stock awards.

Stock Options. Stock options may be granted under our 2005 Management Omnibus Incentive Plan, including incentive stock options, as defined under Section 422 of the Internal Revenue Code of 1986, as amended (the "Code"), and nonqualified stock options. The exercise price of all stock options granted under the omnibus incentive plan will be determined by the Committee, except that the exercise price cannot be less than 100% of the fair market value on the date of the grant (or not less than 110% of fair market value in the case of incentive stock options granted to a participant who, immediately after such grant, owns more than 5% of the total combined voting power or value of all classes of our capital stock).

Upon the exercise of a stock option, the purchase price must be paid in full in either cash or its equivalent by tendering previously acquired shares of our Common Stock with a fair market value at the time of exercise equal to the exercise price, provided such shares have been held for at least six months prior to tender. The Committee may also allow a broker-assisted cashless exercise, exercise by the delivery of a promissory note containing terms established by the Committee or exercise by any other means that it determines to be consistent with the purpose of the omnibus incentive plan and as permitted under applicable law.

No stock options were granted to the named executive officers or other management employees during 2012.

Stock Appreciation Rights (SAR). A SAR entitles a participant to receive a payment equal in value to the difference between the fair market value of a share of stock on the date of exercise of the SAR over the exercise price of the SAR, which shall be payable in shares of our Common Stock. The grant price in respect of a SAR shall equal the fair market value of the stock on the date of grant. The terms and conditions of any SAR will be determined by the Committee at the time of the grant of award and will be reflected in the award agreement.

No stock appreciation rights were granted to the named executive officers or other management employees during 2012.

Restricted Stock. A restricted stock award is the grant of shares of our Common Stock on a date determined by the Committee, and is subject to substantial risk of forfeiture until specific conditions or goals are met. Restricted stock awards are subject to such conditions, restrictions and contingencies as the Committee shall determine.

In January 2012, the Compensation Committee approved the issuance of 127,750 shares of restricted stock to the named executive officers and other management employees for the 2012 benefit year. The restricted stock granted in January 2012 have a cliff vesting date of January 1, 2015 contingent upon continued employment as of the date of vesting. No other restricted stock was granted to the named executive officers or other management employees during 2012.

Shares reserved for issuance. The maximum number of shares of Common Stock with respect to which awards may be granted under this omnibus incentive plan is 2,500,000. As of December 31, 2012, 915,799 shares of Common Stock were outstanding under this omnibus incentive plan. During 2012, omnibus incentive plan participants tendered 306,395 shares of Common Stock, all of which were subsequently retired by the Company but are available for reissuance under the omnibus incentive plan, to satisfy payment of the exercise price and, in certain instances withholding taxes, for a portion of the options exercised.

Vesting upon a change of control. If, while any award granted under the omnibus incentive plan remains outstanding, a change of control occurs, then all of the stock options and SARs outstanding at the time of such change of control will become immediately exercisable in full and all restrictions with respect to restricted stock awards shall lapse.

Amendment and termination. The Board of Directors may terminate, amend or modify the omnibus incentive plan at any time; however, the approval of any affected participant must be obtained to amend or terminate the stock option plan to the extent the proposed amendment or termination would adversely affect the rights of any participant or any beneficiary of any award granted under the plan.

Equity Compensation Plan Information

The following table summarizes our equity compensation plan information as of December 31, 2012 with respect to outstanding awards and shares remaining available for issuance under TAL

International Group's existing equity compensation plan. Information is included in the table as to Common Stock that may be issued pursuant to TAL International Group's equity compensation plan.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plan approved by our stockholders(1)	419,436	$ 25.81	1,584,201
Equity compensation plan not approved by our stockholders			
Totals	419,436	$ 25.81	1,584,201

(1) 2005 Management Omnibus Incentive Plan.

REPORT OF THE AUDIT COMMITTEE

The Audit Committee reviews TAL International Group's financial reporting process on behalf of the Board of Directors. The Audit Committee is currently composed of three directors, all of whom are independent directors as defined under Section 10A of the Securities Exchange Act of 1934, the SEC rules, the NYSE listing standards and our corporate governance guidelines. Each member of the Audit Committee is financially literate, as that qualification is interpreted by TAL International's Board of Directors in its business judgment. Further, Mr. Lindeberg qualifies and is designated as an "audit committee financial expert" serving on the Audit Committee as such term is defined in rules adopted by the SEC. The Audit Committee operates under a written charter adopted by the Board of Directors. The Audit Committee met four times during 2012. Management has the primary responsibility for the financial statements and the reporting process, including the system of internal controls.

The primary purpose of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibilities with respect to the integrity of TAL International Group's financial statements, oversight with respect to the Company's disclosure controls and procedures and internal controls over financial reporting, the evaluation and retention of TAL International Group's independent auditor, the performance of the Company's internal audit, ethics and compliance functions. The Audit Committee meets regularly with the head of internal audit to review the scope of internal audit activities, the results of internal audits that have been performed, the adequacy of staffing, the annual budget and the internal audit department charter. In fulfilling its responsibilities, the Audit Committee meets with management and the independent registered public accounting firm to review and discuss TAL International Group's annual and quarterly financial statements, including the disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in TAL International Group's annual report on Form 10-K, any material changes in accounting principles or practices used in preparing the financial statements prior to the filing of a report on Form 10-K or Form 10-Q with the Securities and Exchange Commission, and the items required to be discussed by Statement of Auditing Standards No. 61 (Communication with Audit Committees), as amended and as adopted by the Public Company Accounting Oversight Board in rule 3200T, for annual statements and Statement of Auditing Standards 100 for quarterly statements.

The Audit Committee has met and held discussions with management and the independent registered public accounting firm regarding the fair and complete presentation of TAL International Group's results and the assessment of TAL International Group's internal control over financial reporting. The Audit Committee has discussed significant accounting policies applied by TAL International Group in its financial statements, as well as alternative treatments. Management represented to the Audit Committee that TAL International Group's consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States, and the Audit Committee has reviewed and discussed the consolidated financial statements with management and the independent registered public accounting firm. The Audit Committee discussed with the independent registered public accounting firm matters required to be discussed by Statement on Auditing Standards No. 61 (Communication with Audit Committees), as amended and as adopted by the Public Company Accounting Oversight Board in Rule 3200T.

In addition, the Audit Committee has received the written disclosures and the letter from the independent registered public accounting firm required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence, and has discussed with the independent registered public accounting firm its independence from TAL International Group and its management. The Audit Committee also has considered whether the independent registered public accounting firm's provision of permitted non-audit services to TAL International Group is compatible with its independence. The Audit Committee has concluded that the independent registered public accounting firm is independent from TAL International Group and its management.

The Audit Committee discussed with the independent registered public accounting firm the overall scope and plans for its audit. The Audit Committee met with the independent registered public accounting firm, with and without management present, to discuss the results of its examinations, the evaluation of TAL International Group's internal controls, the overall quality of TAL International Group's financial reporting, and other matters required to be discussed by Statement on Auditing Standards No. 61 (Communication with Audit Committees), as amended and as adopted by the Public Company Accounting Oversight Board in Rule 3200T.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors, and the Board of Directors approved, that the audited financial statements be included in TAL International Group's Annual Report on Form 10-K for the year ended December 31, 2012, for filing with the Securities and Exchange Commission. The Audit Committee has also selected Ernst & Young LLP as TAL International Group's independent registered public accounting firm for the fiscal year ending December 31, 2013.

The Audit Committee:

Frederic H. Lindeberg *(Chair)*
Malcolm P. Baker
Claude Germain

PROPOSAL 2
RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors has reappointed the firm of Ernst & Young LLP, an independent registered public accounting firm, as independent accountants of TAL International Group for the fiscal year ending December 31, 2013. In the event that ratification of this selection is not approved by a majority of the shares of Common Stock represented at the Annual Meeting in person or by proxy and entitled to vote on the matter, the Audit Committee and our Board of Directors will review the Audit Committee's future selection of an independent registered public accounting firm.

Representatives of Ernst & Young LLP will be present at the Annual Meeting. Such representatives will have an opportunity to make a statement and will be available to respond to appropriate questions.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS TAL INTERNATIONAL GROUP'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.

Audit Fees

The following table sets forth the fees billed to or incurred by TAL International Group for professional services rendered by Ernst & Young LLP, the Company's independent registered public accounting firm, for the years ended December 31, 2012 and 2011:

Type of Fees	2012	2011
Audit Fees	$ 976,457	$ 908,500
Audit-Related Fees	59,600	69,200
Tax Fees	6,952	22,500
All Other Fees		
Total Fees	$ 1,043,009	$ 1,000,200

In accordance with the SEC's definitions and rules, "audit fees" are fees TAL International Group incurred for professional services in connection with the audit of TAL International Group's consolidated financial statements included in Form 10-K and the review of financial statements included in Forms 10-Q, and for services that are normally provided in connection with statutory and regulatory filings or engagements; "audit-related fees" are fees for assurance and related services principally in connection with securitized debt financings; "tax fees" are fees for tax compliance and tax advice; and "all other fees" are fees for any services not included in the first three categories.

The Audit Committee's policy is to pre-approve all audit and permissible non-audit services provided by Ernst & Young. These services may include audit services, audit-related services, tax services and other services. Pre-approval is generally provided for up to one year and any pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. Ernst & Young and management are required to periodically report to the Audit Committee regarding the extent of services provided by Ernst & Young in accordance with this pre-approval, and the fees for the services performed to date. The Audit Committee may also pre-approve particular services on a case-by-case basis. All of the services relating to the fees set forth on the above table were pre-approved by the Audit Committee.

The independent auditors did not provide any financial information systems design and implementation services during the years ended December 31, 2012 and 2011. The Audit Committee did consider whether the provision of such services, tax services and all other services is compatible with the independent auditor's independence.

OTHER BUSINESS

The Board of Directors does not intend to present any business at the Annual Meeting other than as set forth in the accompanying Notice of Annual Meeting of Stockholders, and has no present knowledge that any others intend to present business at the Annual Meeting. If, however, other matters requiring the vote of the stockholders properly come before the Annual Meeting or any adjournment or postponement thereof, the persons named in the accompanying proxy will have discretionary authority to vote the proxies held by them in accordance with their judgment as to such matters.

INFORMATION REGARDING BENEFICIAL OWNERSHIP OF PRINCIPAL STOCKHOLDERS AND MANAGEMENT

The following table shows the beneficial ownership of our Common Stock on March 15, 2013:

- each person who we know beneficially owns more than 5% of our Common Stock;
- our directors and named executive officers; and
- all of our directors and executive officers as a group.

Beneficial ownership, which is determined in accordance with the rules and regulations of the Securities and Exchange Commission, means the sole or shared power to vote or direct the voting or to dispose or direct the disposition of our Common Stock. The number of shares of our Common Stock beneficially owned by a person includes shares of Common Stock issuable with respect to options and convertible securities held by the person which are exercisable or convertible within 60 days. The percentage of our Common Stock beneficially owned by a person assumes that the person has exercised all options, and converted all convertible securities, the person holds which are exercisable or convertible within 60 days, and that no other persons exercised any of their options or converted any of their convertible securities. Except as otherwise indicated, the business address for each of the following persons is 100 Manhattanville Road, Purchase, New York 10577-2135. Except as otherwise indicated in the footnotes to the table or in cases where community property laws apply, we believe that each person identified in the table possesses sole voting and investment power over all shares of Common Stock shown as beneficially owned by the person. The percentages of beneficial ownership are based on 33,844,464 shares of Common Stock outstanding, together with the individual's options to purchase shares of our Common Stock outstanding which are fully vested at March 15, 2013 and restricted stock granted and not yet vested, except that the beneficial ownership of Lord

Abbett & Co. LLC and the Common Stock reported by First Trust Portfolios L.P., First Trust Advisors L.P. and The Charger Corporation are as of December 31, 2012.

Name and Address of Beneficial Owner(1)	Shares Beneficially Owned Number	Percent
Five Percent and Greater Stockholders		
Lord Abbett & Co. LLC(2)	3,099,471	9.16%
First Trust Portfolios L.P., First Trust Advisors L.P. and The Charger Corporation(3)	2,260,122	6.68%
Directors and Named Executive Officers		
Brian M. Sondey(4)	335,470	*
John Burns(5)	97,200	*
Adrian Dunner(6)	99,476	*
Kevin Valentine(7)	31,180	*
Marc Pearlin(8)	43,486	*
Malcolm P. Baker(9)	23,000	*
A. Richard Caputo, Jr.(10)		*
Claude Germain(11)	18,930	*
Kenneth Hanau(12)	6,000	*
Helmut Kaspers(13)	10,000	*
Frederic H. Lindeberg(14)	32,100	*
All directors and named executive officers as a group	696,842	2.06%

* Less than 1%.

(1) "Beneficial ownership" is a term broadly defined by the Securities and Exchange Commission in Rule 13d-3 under the Securities Exchange Act of 1934, and includes more than the typical forms of stock ownership, that is, stock held in the person's name. The term also includes what is referred to as "indirect ownership," meaning ownership of shares as to which a person has or shares investment or voting power. For purposes of this table, a person or group of persons is deemed to have "beneficial ownership" of any shares as of a given date that such person or group has the right to acquire within 60 days after such date.

(2) Based on the Schedule 13G/A filed with the Securities and Exchange Commission on February 14, 2013 by Lord Abbett & Co. LLC ("Lord Abbett"), Lord Abbett had sole dispositive power over 3,099,471 shares of Common Stock and sole voting power over 2,875,471 shares of Common Stock it beneficially owned as of December 31, 2012. The Schedule 13G/A states that the shares of Common Stock were acquired and held in the ordinary course of business, and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of TAL International Group, Inc.

(3) Based on the Schedule 13G jointly filed with the Securities and Exchange Commission by First Trust Portfolios L.P., First Trust Advisors L.P. and The Charger Corporation (the "Joint Schedule 13G Filers") on February 4, 2013, First Trust Portfolios L.P. had shared dispositive power over 2,240,627 shares of Common Stock and no shared voting power over shares of Common Stock as of December 31, 2012; and First Trust Advisors L.P. and The Charger Corporation each had shared dispositive power over 2,260,122 shares of Common Stock and shared voting power over 19,495 shares of Common Stock as of December 31, 2012. The Schedule 13G indicates that the Joint Schedule 13G Filers had no sole dispositive power and no sole voting power. In addition, the Schedule 13G does not indicate the beneficial owners of the shares of Common Stock, and each of the Joint

Schedule 13G Filers disclaims beneficial ownership of the shares of Common Stock identified in the Schedule 13G. Further, the Schedule 13G states that the shares of Common Stock were acquired and held in the ordinary course of business, and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of TAL International Group, Inc.

(4) Mr. Sondey is our Chairman, President and Chief Executive Officer and has served as a member of our board of directors since November 2004. The above chart includes an aggregate of 75,000 shares of restricted stock granted in 2011, 2012 and 2013.

(5) Mr. Burns is our Senior Vice President and Chief Financial Officer. The above chart includes an aggregate of 29,000 shares of restricted stock granted in 2011, 2012 and 2013.

(6) Mr. Dunner is our Senior Vice President, Asia Pacific. The above chart includes an aggregate of 29,000 shares of restricted stock granted in 2011, 2012 and 2013.

(7) Mr. Valentine is our Senior Vice President, Trader and Global Operations. The above chart includes an aggregate of 21,750 shares of restricted stock granted in 2011, 2012 and 2013.

(8) Mr. Pearlin is our Vice President, General Counsel and Secretary. The above chart includes an aggregate of 16,000 shares of restricted stock granted in 2011, 2012 and 2013 and 1,195 shares of Common Stock underlying stock options granted to Mr. Pearlin under the TAL International Group, Inc. 2005 Management Omnibus Incentive Plan in connection with the closing of our initial public offering in October 2005, which stock options became fully exercisable on December 30, 2005.

(9) Malcolm P. Baker is the Robert G. Kirby Professor in the finance unit of the Harvard University Graduate School of Business, the director of the corporate finance program at the National Bureau of Economic Research, and a consultant for Acadian Asset Management. Mr. Baker has served as a member of our board of directors since September 2006. The above chart includes 6,000 shares of Common Stock granted in 2012 and 2013. Mr. Baker's address is 100 Manhattanville Road, Purchase, New York 10577.

(10) Mr. Caputo is a Partner and Managing Principal of The Jordan Company, L.P. Mr. Caputo has served as a member of our board of directors since November 2004. Mr. Caputo's address is 767 Fifth Avenue, 48th Floor, New York, New York 10153.

(11) Mr. Germain is President and CEO of SMTC Corporation (NSDQ:SMTX), a global manufacturer of electronics based in Markham, Ontario, and is also a principal in Rouge River Capital, an investment firm focused on acquiring controlling stakes in private midmarket transportation and manufacturing companies. Mr. Germain was appointed as a director of our company in February 2009. The above chart includes 6,000 shares of Common Stock granted in 2012 and 2013. Mr. Germain's address is 100 Manhattanville Road, Purchase, New York 10577.

(12) Mr. Hanau is Managing Partner of 3i North America, part of 3i Group, a leading international investor focusing on private equity, infrastructure and debt management. Mr. Hanau was elected to the Board of Directors on October 23, 2012. The above chart includes 6,000 shares of Common Stock granted in 2013. Mr. Hanau's address is 100 Manhattanville Road, Purchase, New York 10577.

(13) Mr. Kaspers is a former member of the executive committee and the former Chief Operating Officer, Air + Ocean of Logwin AG. He left Logwin AG in March 2013 to join the Damco Group as Chief Commercial Officer Europe. Mr. Kaspers was elected to

the Board of Directors in December 2011. The above chart includes 9,000 shares of Common Stock granted in 2012 and 2013. Mr. Kasper's address is 100 Manhattanville Road, Purchase, New York 10577.

(14)

Mr. Lindeberg has a consulting practice providing taxation, management and investment counsel focusing on finance, real estate, manufacturing and retail industries. The above chart includes 6,000 shares of Common Stock granted in 2012 and 2013. Mr. Lindeberg has served as a member of our board of directors since October 2005. Mr. Lindeberg's address is 100 Manhattanville Road, Purchase, New York 10577.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires TAL International Group's officers and directors, and holders of more than ten percent of a registered class of TAL International Group's equity securities, to file reports of ownership of such securities with the Securities and Exchange Commission. Officers, directors and greater than ten percent beneficial owners are required by applicable regulations to furnish TAL International Group with copies of all Section 16(a) forms they file.

BASED ON A REVIEW OF THE COPIES OF FORMS 3, 4 AND 5 FURNISHED TO TAL INTERNATIONAL GROUP, TAL INTERNATIONAL GROUP BELIEVES THAT ALL SECTION 16(a) FILING REQUIREMENTS APPLICABLE TO ITS OFFICERS, DIRECTORS AND TEN PERCENT HOLDERS WERE FILED IN A TIMELY MANNER DURING FISCAL YEAR 2012, EXCEPT FOR ADRIAN DUNNER AND HELMUT KASPERS. MR. DUNNER DID NOT FILE A TIMELY FORM 4 TO REPORT THE SALE OF SHARES OF COMMON STOCK ON FEBRUARY 15, 2012. MR. KASPERS DID NOT FILE A TIMELY FORM 4 TO REPORT THE PURCHASE OF SHARES OF COMMON STOCK ON MAY 24, 2012.

Certain Relationships and Related Transactions

Tax Sharing Agreement

We have entered into a tax sharing agreement with our U.S. subsidiaries. Under the agreement, our subsidiaries consent to filing consolidated U.S. federal income tax returns with us for any taxable year for which a consolidated return can be filed and each taxable year thereafter. For each taxable year during which a subsidiary is included in a consolidated federal income tax return, each subsidiary will pay us an amount equal to its allocated federal tax liability for that taxable year and all prior years, with certain adjustments as set forth in the agreement.

Employment Agreements

We have entered into an employment agreement with Brian M. Sondey, our Chief Executive Officer as described in "Compensation Discussion and Analysis Employment Contract."

Compensation Committee Interlocks and Insider Participation

The Board of Directors has established a Compensation Committee, consisting of Messrs. Germain, Kaspers and Lindeberg. No members of the Compensation Committee are officers, employees or former officers of TAL International Group. No executive officer of TAL International Group served as a member of the Compensation Committee or Board of Directors of another entity (or other committee of our Board of Directors performing equivalent functions or, in the absence of any such committee, the entire Board of Directors), one of whose executive officers served on the Compensation Committee or as a director of TAL International Group.

MISCELLANEOUS

Stockholder Proposals

Stockholder proposals intended for inclusion in the proxy materials for the 2014 annual meeting must be received by TAL International Group no later than November 22, 2013. Such proposals should be directed to TAL International Group at its principal executive offices, 100 Manhattanville Road, Purchase New York 10577.

Internet Availability of Proxy Materials

The Company's Proxy Statement and 2012 Annual Report are available on our corporate website at http://ir.talinternational.com/phoenix.zhtml?c=192426&p=irol-reports annual.

Incorporation by Reference

To the extent that this Proxy Statement is incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, then the sections of this Proxy Statement entitled "Report of the Compensation Committee Report" and "Report of the Audit Committee Report" will not be deemed incorporated unless specifically provided otherwise in such filing. Information contained on or connected to our website is not incorporated by reference into this Proxy Statement or any other filing that we make with the SEC.

Householding of Proxy Materials

The SEC has adopted rules that permit companies and intermediaries such as brokers to satisfy delivery requirements for Proxy Statements with respect to two or more stockholders sharing the same address by delivering a single Proxy Statement addressed to those stockholders. This process, which is commonly referred to as "householding", potentially provides extra convenience for stockholders and cost savings for companies. We and some brokers may household proxy materials, delivering a single Proxy Statement to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once stockholders have received notice from their broker or us that materials will be sent in the householding manner to the stockholders' address, householding will continue until otherwise notified or until the stockholder revokes such consent. If, at any time, stockholders no longer wish to participate in householding and would prefer to receive a separate Proxy Statement, they should notify their broker if shares are held in a brokerage account or us if holding registered shares. Any beneficial owner can request (i) to receive a separate copy of an annual report or Proxy Statement for this meeting, (ii) to receive separate copies of those materials for future meetings, or (iii) if the stockholder shares an address and wishes to request delivery of a single copy of annual reports or Proxy Statements, you can make your request in writing to your broker.

FORM 10-K

A COPY OF TAL INTERNATIONAL GROUP'S ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2012, AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION, WILL BE FURNISHED WITHOUT CHARGE TO BENEFICIAL STOCKHOLDERS OR STOCKHOLDERS OF RECORD UPON WRITTEN REQUEST TO INVESTOR RELATIONS AT TAL INTERNATIONAL GROUP'S PRINCIPAL EXECUTIVE OFFICES.

By Order of the Board of Directors
Marc Pearlin
Secretary

March 22, 2013

DIRECTIONS TO THE HILTON WESTCHESTER:

FROM CONNECTICUT or NEW YORK VIA I-95 (NORTH OR SOUTH):

Follow signs for I-287 West (Cross Westchester Expressway). Take I-287 West to Exit 10 (Bowman Avenue / Webb Avenue). At Exit 10 traffic light, continue straight for 0.2 mile. At next traffic light, turn right onto Route 120A (Westchester Avenue). Follow Westchester Avenue three more lights and then turn left into the Hotel Driveway.

FROM CONNECTICUT VIA MERRITT PARKWAY:

Merritt Parkway South to Hutchinson River Parkway South. Take Hutchinson River Parkway South to Exit 28 (Rye Brook / Lincoln Avenue). Turn left onto Lincoln Avenue. Turn left at next traffic light onto Westchester Avenue. Turn left at next traffic light into the Hotel Driveway.

FROM WEST SIDE OF MANHATTAN:

West Side Highway to Henry Hudson Parkway (Route 9) North to Saw Mill River Parkway North (The Henry Hudson becomes the Saw Mill River Parkway). Follow the Saw Mill River Parkway to Exit 4, Cross County Parkway East. Take Cross County Parkway East to exit for Hutchinson River Parkway North. Take Hutchinson River Parkway North to Exit 26E toward I-287 East. Take I-287 East to Exit 10 (Port Chester / Route 120A). After exiting, you will be on Westchester Avenue. Remain in the center lane and proceed under the I-287 overpass. At the fourth traffic light, turn left into the Hotel Driveway.

FROM QUEENS/LONG ISLAND WHITESTONE & THROGS NECK BRIDGES:

Whitestone Bridge:

After bridge tolls, bear left for Hutchinson River Parkway North. Take Hutchinson River Parkway North to Exit 26E (I-287 East). Take Exit 10 (Port Chester / Route 120A). After exiting, you will be on Westchester Avenue. Remain in the center lane and proceed under the I-287 overpass. At the fourth traffic light, turn left into the Hotel Driveway.

Throgs Neck Bridge:

After bridge tolls, bear right for I-95 (New England Thruway). Take Exit 9, Hutchinson River Parkway North. Take Hutchinson River Parkway North to Exit 26E (I-287 East). Take I-287 East to Exit 10 (Port Chester / Route 120A). After exiting, you will be on Westchester Avenue. Remain in the center lane and proceed under the I-287 overpass. At the fourth traffic light, turn left into the Hotel Driveway.

QuickLinks