

NOMINATING/ CORPORATE GOVERNANCE

COMMITTEE CHARTER

Adopted by the Board of Directors of Global Ship Lease, Inc.

August 14, 2008 (amended March 1, 2010)

Mission Statement

The purpose of the Nominating/Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Global Ship Lease, Inc. (the “Corporation”) is to (i) identify individuals qualified to become Board members and recommend such individuals to the Board for nomination for election to the Board, (ii) make recommendations to the Board concerning committee appointments, (iii) review and make recommendations for executive management appointments, (iv) develop, recommend and annually review corporate governance guidelines for the Corporation and oversee corporate governance matters, (v) ensure the Corporation’s compliance with the Foreign Corrupt Practices Act of 1977, as amended, and the rules and regulations thereunder (the “Foreign Corrupt Practices Act”) and institute and maintain policies and procedures designed to ensure continued compliance therewith and (vi) coordinate an annual evaluation of the Board and its Chairman.

Membership

The Committee shall initially consist of three independent members, the exact number to be determined from time to time by the Board. The members of the Committee shall be appointed by a majority vote of the Board from among its members for a term of one year; members shall be eligible for reelection. Any member of the Board may attend any Committee meeting at any time at his or her choosing, subject to the Committee’s authority to exclude from its meetings any persons it deems appropriate.

Authority and Responsibilities

The Committee shall have the following specific authority and responsibilities (in addition to any others that the Board may from time to time delegate to the Committee), in each case subject to the requirements of Marshall Islands law and the Amended and Restated Articles of Incorporation and Bylaws of the Corporation:

Board Nominees; Committee Appointments; Continued Service

1. The Committee shall determine the criteria, objectives and procedures for selecting Board members. The Committee shall consider factors such as independence, diversity, integrity, skills, expertise, breadth of experience, knowledge about the Corporation’s business or industry and willingness to devote adequate time and effort to Board responsibilities in the context of the existing composition and needs of the Board and its committees.

2. The Committee shall actively seek individuals qualified to become members of the Board and recommend such individuals to the Board for nomination for election by the

shareholders. The Committee shall also review potential candidates for the Board suggested to it (or the Corporation) and report to the Board regarding the results of such review.

3. The Committee shall review all nominations for re-election of Board members and report to the Board regarding the results of such review.

4. In the case of an individual recommended to fill a Board vacancy created by an increase in the size of the Board, the Committee shall make a recommendation to the Board as to the class of directors in which the individual should serve.

5. The Committee shall identify Board members qualified to fill any vacancies on a committee of the Board (including the Committee) and recommend that the Board appoint the identified member or members to the respective committee. In recommending a candidate for appointment to a committee, the Committee shall consider any required qualifications as set forth in the committee's charter, the needs of the committee in light of its purpose and responsibilities and the existing composition of the committee, the benefits of periodic rotation of committee members and any other factors the Committee deems appropriate.

6. The Committee shall review the appropriateness of continued service on the Board of members whose circumstances, including business or professional affiliations or responsibilities, have changed or who contemplate accepting a directorship on another public company board or an appointment to an audit or compensation committee of another public company board.

7. The Committee shall review the proposals of the CEO for the appointment of the members of the Executive Management of the Corporation, to the extent such members are appointed by the Board, and shall make recommendations to the Board regarding such appointments.

Corporate Governance

8. The Committee shall oversee the Corporation's orientation process for newly elected members of the Board and assist the Board in its implementation. The Committee shall also regularly assess the adequacy of and need for additional continuing director education programs.

9. The Committee shall develop and recommend to the Board corporate governance guidelines for the Corporation and assess those guidelines at least annually.

10. The Committee shall oversee that the Corporation has an adequate system and procedures for the education, development and orderly succession of senior managers throughout the Corporation and, at least annually, review the CEO's short and long-term succession plans and other senior management positions and report to the Board on succession planning.

11. Ensure the Corporation's compliance with the Foreign Corrupt Practices Act and institute and maintain policies and procedures designed to ensure the Corporation's continued compliance therewith.

Board Performance

12. The Committee shall coordinate the annual evaluation of the Board and the Chairman and its committees to determine whether they are functioning effectively and meeting their objectives and goals. The Committee shall solicit comments from all directors, executive officers and any other persons it deems appropriate and shall annually report to the Board following the end of each fiscal year its assessment of the Board's and the Chairman's effectiveness and contribution to the Corporation and indicating specific areas in which the Board could improve, if any.

Performance Evaluation

13. The Committee shall review its own performance and reassess the adequacy of this Charter at least annually in such manner as it deems appropriate, and submit such evaluation, including any recommendations for change, to the full Board for review, discussion and approval.

Retention of Consultants and Advisors; Investigations

14. The Committee shall have authority to retain and terminate any search firm to be used to identify director candidates, including authority to approve the search firm's fees and other retention terms.

15. The Committee shall have the authority, without having to seek Board approval, to obtain, at the expense of the Corporation, advice and assistance from internal or external legal, accounting or other advisors as it deems advisable.

16. The Committee shall have the authority to conduct or authorize investigations into or studies of any matters within the Committee's scope of responsibilities.

Structure and Operations

The Board shall designate one member of the Committee to act as its chairperson. The Committee shall meet in person or telephonically at least once a year at such times and places determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. The chairperson, with input from the other members of the Committee and, where appropriate, management, shall set the agendas for Committee meetings.

The Committee may request that any directors, officers or other employees of the Corporation, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may exclude from its meetings any persons it deems appropriate.

The Committee may form and delegate authority to subcommittees. The Committee shall maintain minutes or other records of its meetings and shall give regular reports to the Board on these meetings and such other matters as required by this Charter or as the Board shall from time to time specify. Reports to the Board may take the form of oral reports by the chairperson of the

Committee or any other member of the Committee designated by the Committee to give such report.

Except as expressly provided in this Charter, the Corporation's Bylaws or the Corporation's corporate governance guidelines, or (if applicable to the Corporation as a Marshall Islands corporation) as required by law, regulation or NYSE listing standards, the Committee shall set its own rules of procedure.