

GLOBAL SHIP LEASE, INC.

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board of Directors”) of Global Ship Lease, Inc. (the “Corporation”), is governed by the following general principles:

1. Open communication between the Board of Directors and management is crucial to the Corporation’s long-term success. Management is responsible for creating, developing and implementing the strategy of the Corporation. The Board of Directors is responsible for reviewing the strategy and guiding its implementation in the context of the overall scope of the business and the interests of its shareholders. Management is responsible for operating the Corporation in an effective and ethical manner in order to produce long-term value for shareholders. Senior management and the Board of Directors are expected to know how the Corporation earns its income and what risks the Corporation is undertaking in the course of carrying out its business.

2. Management is responsible, under the oversight of the Board of Directors and its Audit Committee, for producing financial statements that fairly present the financial condition and results of operations of the Corporation, and for making the timely, understandable and complete disclosures that shareholders and prospective investors need to assess the business and risks of the Corporation.

Based on the preceding principles, the Board of Directors has adopted the following governance policies:

Section 1. The Board of Directors’ Responsibilities and Duties.

In addition to its general responsibility to oversee management, the Board of Directors is also responsible for performing a number of specific functions.

1.1 It is the Board of Directors’ responsibility to review fundamental financial and business strategies and review and approve major actions by the Corporation.

1.2 It is the Board of Directors’ responsibility to appoint the officers of the Corporation.

1.3 It is the Board of Directors’ responsibility to approve operating and capital budgets prepared by management.

1.4 It is the Board of Directors’ responsibility to monitor and oversee the Corporation’s financial position.

1.5 It is the Board of Directors’ responsibility to review the Corporation’s policies and compliance systems and to confirm that they are consistent with the objective that the Corporation and its officers act legally, ethically and responsibly.

1.6 It is the Board of Directors' responsibility to participate in Board of Directors meetings, review relevant materials in advance of meetings, serve on Committees of the Board of Directors and prepare for meetings and for discussions with management.

1.7 It is the Board of Directors' responsibility to spend the time needed, and meet as frequently as necessary, to properly discharge its responsibilities.

1.8 It is the Board of Directors' responsibility to understand the Corporation's business, industry and primary risks.

Section 2. Board of Directors Composition and Compensation.

2.1 The Board of Directors is currently composed six non-executive directors. The Articles of Incorporation of the Corporation dated August 14, 2008 (the "Charter") provide that the number of persons constituting the Board of Directors shall not be less than one (1) or more than twelve (12), as fixed from time to time by the vote of the holders of a majority of the outstanding common shares (subject to any rights of the holders of preferred shares) or by majority vote of the entire Board of Directors. The Board of Directors shall be divided into three (3) classes as nearly equal in number as the then total number of directors constituting the entire Board of Directors permits, with the term of office of one or another of the three (3) terms expiring each year.

2.2 Board of Directors Selection

(a) The Charter vests the shareholders with the power to elect and remove the directors of the Corporation.

(b) The following are the criteria for remaining a director:

(1) All non-executive directors are expected voluntarily to review and assess their own membership on the Board of Directors from time to time, taking into account length of service, age, qualifications and expertise relevant to the Corporation's then current business. In addition, the Board of Directors will adopt a formal process for evaluating on an annual basis the effectiveness of the Board of Directors and each of its Committees and determining opportunities for their improvement. The sole purpose of this evaluation is to increase the effectiveness of the Board of Directors.

(2) Because of the importance of knowledge of the Corporation and of continuity, the Board of Directors does not believe that in every instance that a director who retires or changes from the position he or she held when joining the Board of Directors should necessarily leave the Board of Directors upon retirement or such change of position. There should, however, be an opportunity for the Board of Directors to review the continued appropriateness of Board of Directors membership under these circumstances. As a result, every director must notify the Board of Directors of his or her retirement, any change in employer, any other

significant change in professional roles and responsibilities and any actual or potential conflict of interest.

(3) The Board of Directors has not adopted term or age limits. While limits may promote fresh ideas and viewpoints, they may also result in the loss of the contribution of directors who have been able to develop, over a period of time, insight into the Corporation, the continuity of its strategy and its operations, culture and management and a working relationship with the other directors.

(4) If a director has a personal interest in a matter before the Board of Directors, the director shall disclose the interest to the full Board of Directors, shall recuse himself or herself from participation in the discussion and shall not vote on the matter.

(5) It is the policy of the Board of Directors that every director should seek the consent of the Board of Directors and confirm the absence of any actual or potential conflict, prior to accepting any invitation to serve on another corporate board or with a government or advisory group.

2.3 Board of Directors Compensation

The executive directors, if any, will not receive any compensation for their role as such. Each of the non-executive directors will receive compensation, which may include stock based compensation, in the amount of \$105,000, and the Chairman of the Board of Directors (the “Chairman”) shall receive similar compensation in the amount of \$157,500. In addition, each director will be reimbursed for out-of-pocket expenses in connection with attending meetings of the Board of Directors or Committees. Directors’ compensation will be reviewed periodically by the Board of Directors. The compensation of such directors should fairly reward them for their efforts on behalf of the Corporation and should be structured to align their interests with the long-term interests of the Corporation’s shareholders. The Board of Directors may seek outside expertise to determine the appropriateness and competitiveness of its compensation.

Section 3. Categorical Standards for Director Independence.

3.1 The Board of Directors determines each director’s independence on an annual basis based on applicable regulatory and stock exchange requirements and these standards. The Board of Directors’ determination, and the basis for such determination, shall, to the extent required, be disclosed in the Corporation’s annual report on Form 20-F.

3.2 For purposes of these standards:

(a) “Executive Officer” means an “officer” within the meaning of Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended; and

(b) “Immediate Family” means a person’s spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone (other than

domestic employees) who shares such person's home, but excluding any person who is no longer an immediate family member as a result of legal separation or divorce, or death or incapacitation.

3.3 An "independent" director shall be defined to mean a director who has none of the relationships with the Corporation set forth in section 3.4(a) below, and otherwise has no direct or indirect material relationship with the Corporation (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Corporation) that would interfere with the exercise of independent judgment by such director.

3.4 The Board of Directors, in its business judgment, will determine, based on all relevant facts and circumstances and in a manner consistent with the standards set forth below, whether a director has a relationship with the Corporation or its management that would interfere with such director's exercise of his or her independent judgment. The following standards shall be followed by the Board of Directors in determining director independence:

(a) Under any circumstances, a director is not independent if:

(1) the director is, or has been within the preceding three years, employed by the Corporation;

(2) an Immediate Family member of the director was employed as an Executive Officer of the Corporation within the preceding three years;

(3) the director, or an Immediate Family member of that director, received within the preceding three years more than \$100,000 in any twelve-month period in direct compensation from the Corporation, other than director and Committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);

(4) the director or an Immediate Family member of that director is a current partner of a firm that is the Corporation's internal or external auditor; the director is a current employee of such a firm; the director has an Immediate Family member who is a current employee of such a firm and who participates in the firm's audit, assurance or tax compliance (but not tax planning) practice; or the director or an Immediate Family member of that director was within the last three years (but is no longer) a partner or employee of such a firm and personally worked on the Corporation's or a predecessor's audit within that time;

(5) the director or an Immediate Family member is, or has been within the preceding three years, employed as an Executive Officer of another company where any of the Corporation's present Executive Officers at the same time serves or served on such other company's compensation committee; or

(6) the director is a current employee, or an Immediate Family member is a current Executive Officer, of a company that has made payments to, or received payments from, the Corporation for property or services in an amount which, in

any of the preceding three fiscal years, exceeds the greater of \$1,000,000 or two percent (2%) of the consolidated gross revenues of the other company.

(b) The following commercial or charitable relationships will not be considered to be material relationships that would impair a director's independence:

(1) if the director or an Immediate Family member of that director serves as an Executive Officer, director or trustee of a charitable organization, and the Corporation's annual charitable contributions to that organization (excluding contributions by the Corporation under any established matching gift program) are less than the greater of \$1,000,000 or two percent (2%) of that organization's consolidated gross revenues in its most recent fiscal year; and

(2) if the director or an Immediate Family member of that director (or a company for which the director serves as a director or executive officer) invests in or alongside of one or more investment funds or investment companies managed by the Corporation or any of its subsidiaries, whether or not fees or other incentive arrangements for the Corporation or its subsidiaries are borne by the investing person.

(c) For relationships not covered by the standards contained in section 3.4(b) above, the determination of whether or not the relationship is material, and therefore whether the director is independent, shall be made by the Board of Directors.

3.5 The Board of Directors may determine that a director who has a relationship that exceeds the limits described in section 3.4(b) above is nonetheless independent, so long as such relationship is not otherwise described in section 3.4(a) above. The basis for any such determination will, to the extent required, be explained in the Corporation's annual report on Form 20-F.

Section 4. Committees of the Board of Directors.

4.1 The Board of Directors has established the following Committees to assist it in discharging its responsibilities: (i) Audit; (ii) Nominating/Corporate Governance, and (iii) Compensation (collectively, "Standing Committees") The current charter of the Audit Committee is published on the Corporation's website and will be mailed, free of charge, to shareholders upon written request. The Audit Committee chair shall report the highlights of its meetings to the full Board of Directors following each meeting of the Committee. The Audit Committee may hold meetings in conjunction with meetings of the full Board of Directors. The Standing Committees are comprised solely of independent directors in accordance with all applicable regulatory and stock exchange requirements.

Section 5. The Relationship of the Board of Directors to Management.

5.1 To enhance open communication between the Board of Directors and management, the Board of Directors' policy is to periodically invite executives of the Corporation to attend Board of Directors meetings.

5.2 From time to time, the Board of Directors, each of its Committees and the Corporation may engage outside advisors to provide advice on specific issues. These advisors may also be invited to attend Board of Directors meetings. The chief legal officer or equivalent, if any and the Corporation's independent registered public accounting firm have open invitations to attend Board of Directors' meetings. The Board of Directors and each of its Committees may also *exclude* from its meetings any persons it deems appropriate in order to carry out its responsibilities.

5.3 The Board of Directors will meet in executive session regularly. The directors who meet the independence standards of the New York Stock Exchange shall also meet in executive session at least once a year. The non-executive directors will also regularly meet without management. The non-executive directors shall establish and publicly disclose in the Corporation's annual report on Form 20-F the procedure by which a presiding director is selected for each executive session.

5.4 Members of the Board of Directors will have complete access to the Corporation's management, and members will exercise judgment to ensure that contact with management is not distracting to the business operation of the Corporation. The Board of Directors and each of its Committees shall have the right at any time to select, retain, terminate and approve the fees and other retention terms of outside financial, legal or other advisors.

5.5 In performing its functions the Board of Directors will be entitled to rely on reports and opinions of management, counsel, accountants, auditors and other advisors. Except as otherwise provided in a charter of a Committee, the Board of Directors shall have the authority to select, retain, terminate and approve the fees and other terms of retention of outside advisors.

Section 6. Management Succession.

6.1 The chief executive officer of the Corporation (the "Chief Executive Officer") will review periodically with the Board of Directors management succession planning and development.

Section 7. Director Orientation and Continuing Education.

7.1 New directors will be provided with appropriate orientation programs to assist them in fulfilling their responsibilities.

Section 8. Communicating with the Board of Directors.

8.1 Shareholders interested in communicating directly with the Board of Directors, non-management directors or an individual director may do so by writing to the chief executive officer, Global Ship Lease, Inc., c/o Global Ship Lease Services Limited, Portland House, Stag Place, London, SW1E 5RS, attention: the Board of Directors, non-management directors or the name of the individual director, as applicable. Communications are distributed to the Board of Directors, or to any individual director or directors as appropriate, depending on the facts and circumstances outlined in the communication. In that regard, the Board of Directors has

requested that certain items that are unrelated to its duties and responsibilities should be excluded, such as:

- spam;
- junk mail and mass mailings;
- resumes and other forms of job inquiries;
- surveys; and
- business solicitations or advertisements.

In addition, material that is unduly hostile, threatening, illegal or similarly unsuitable will be excluded, with the provision that any communication that is filtered out must be made available to any non-management director upon request. Any concerns relating to accounting, internal controls or auditing matters will be brought to the attention of the Audit Committee.

Section 9. Communication with Outside Parties.

9.1 It is generally the responsibility of management to speak for the Corporation in communications with outside parties, including analysts, members of the press, advisors and industry associates. Non-executive directors should only engage in such communications at the request of management.

Section 10. Confidentiality of Proceedings and Deliberations.

10.1 The proceedings and deliberations of the Board of Directors and Committees of the Board of Directors shall be confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.

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