

COMPENSATION COMMITTEE CHARTER

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

August 14, 2008

Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Global Ship Lease, Inc. (the “Corporation”) is to (i) discharge the Board’s responsibilities relating to the evaluation and compensation of the Corporation’s executives, (ii) oversee the administration of the Corporation’s compensation plans, (iii) review and determine director compensation and (iv) prepare any report on executive compensation required by the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”).

Membership and Power to Act

The Committee shall initially consist of three members, the exact number to be determined from time to time by the Board. All of the members of the Committee shall be “independent” under the listing standards of the New York Stock Exchange. 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.

Committee Authority and Responsibilities

The Committee shall have the following specific authority and responsibilities (in addition to any other authority or responsibility which 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:

1. In consultation with executive management, the Committee shall establish, and periodically review, a general compensation strategy for the Corporation. The Committee shall also oversee the development and implementation of the Corporation’s compensation plans, including pension, welfare, incentive and equity-based plans, to ensure that these plans are consistent with this general compensation strategy.
2. The Committee shall at least annually (a) review and assess the corporate goals and objectives upon which the compensation of the Chief Executive Officer (the “CEO”) is based, (b) evaluate the CEO’s performance in light of these goals and objectives and (c) make a recommendation to the Board of appropriate compensation levels or other terms of employment for the CEO (including (i) annual base salary level, (ii) annual incentive opportunity level, (iii) long-term incentive opportunity level and (iv) any special or supplemental benefits). In recommending the level of CEO compensation, the Committee shall consider all factors it deems

relevant, including, without limitation, the Corporation's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in prior years. The Committee shall review and make a recommendation regarding the approval of any employment agreements, consulting arrangements, severance and retirement arrangements involving the current or any former CEO.

3. The Committee shall annually review and make a recommendation to the Board of appropriate compensation levels or other terms of employment for the other members of executive management, as to (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) any employment agreements, consulting arrangements, severance or retirement arrangements or provisions and (e) any special or supplemental benefits. As part of such review, the Committee shall take account of the levels and forms of compensation at comparable companies.

4. The Committee shall at least annually review and decide on the form and amount of director compensation (including perquisites and other benefits), and any additional compensation to be paid for service on Board committees or for service as a chairperson of a committee. In making its determinations, the Committee shall give due consideration to what is customary compensation for directors of comparable companies and any other factors it deems appropriate that are consistent with the policies and principles set forth in this Charter.

5. The Committee shall review and make recommendations to the Board regarding director's and officer's insurance matters.

6. The Committee shall review and make recommendations to the Board with respect to any incentive compensation plans and equity-based plans for the Corporation to be adopted or submitted to the Board for approval (subject, if necessary, to shareholder approval) and any incentive compensation plans and equity-based plans for the subsidiaries of the Corporation, including restricted stock, stock option and deferred compensation plans.

7. The Committee shall review and make recommendations to the Board with respect to any amendments to, or termination of, the compensation plans referred to in item 6 above.

8. The Committee shall review and make recommendations to the Board with respect to all individual awards pursuant to the Corporation's (and to the extent appropriate, the Corporation's subsidiaries) incentive compensation plans and equity-based plans.

9. The Committee may recommend to the Board that a discretionary pool of options or other equity-based or incentive awards be made available to the CEO for grant to employees of the Corporation in any given business year. Any such grants by the CEO shall be ratified by the Committee on a quarterly basis. The size and terms of the discretionary pool of awards shall be determined by the Board upon recommendation of the Committee on an annual basis. Any awards that are not granted out of the discretionary pool for a given business year will be available for allotment to employees in subsequent business years.

10. The Committee shall, in consultation with executive management, oversee regulatory compliance with respect to compensation matters, including overseeing the Corporation's policies on structuring compensation programs to preserve tax deductibility, establishing (subject

to the ratification of the Board) performance goals and certifying that performance goals have been attained).

11. The Committee shall annually review and evaluate its own performance and this Charter and shall submit such evaluation, including any recommendation for change to the Board for review, discussion and approval.

Committee Structure and Operations

The Committee shall designate one member of the Committee to act as its chairperson. The Committee shall meet in person or telephonically at least two times 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, 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.

To the extent the Committee determines it to be advantageous to the Corporation, the Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Committee Reports

The Committee shall produce the following reports and provide them to the Board:

1. An annual performance evaluation of the Committee, which evaluation measures the performance of the Committee against the requirements of this Charter and sets forth the goals and objectives of the Committee for the upcoming year. The performance evaluation should also contain any recommendations for changes to this Charter arising out of the Committee's annual review.
2. The Committee shall maintain minutes. A summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting following such Committee meeting.
3. An Annual Report of the Committee on executive compensation as required by the NYSE and by the SEC to be included in the Corporation's annual report on Form 20-F filed with the SEC.
4. Any other reports which the Board may from time to time specify. Except in the case of the reports specified in paragraphs 1 and 3, these reports may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by it to give such oral report.

Retention of Consultants and Advisors

The Committee shall have authority to retain and terminate any compensation consultant to be used to assist in the evaluation of director, CEO or senior management compensation and shall have sole authority to approve the consultant's fees and other retention terms. The Committee shall also have 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. The Committee shall have the authority to conduct or authorize investigations into or studies of any matters within the Committee's scope of responsibilities.