

GLOBAL SHIP LEASE, INC.

CHARTER OF THE NOMINATING/CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

This Nominating/Corporate Governance Committee Charter (this “Charter”) has been adopted by the Board of Directors (the “Board”) of Global Ship Lease, Inc. (the “Corporation”) on August 14, 2008, revised on March 1, 2010, and last revised on February 4, 2019.

Mission Statement

The purpose of the Nominating/Corporate Governance Committee (the “Committee”) of the Board 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) oversee 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 chairperson, and to have such other duties as may from time to time be assigned to it by the Board and as may be required by the rules and regulations of any securities exchange on which the Corporation’s securities are traded.

Membership

The Committee shall consist of at least three members of the Board. Each member of the Committee shall be “independent” under the listing standards of the New York Stock Exchange (the “NYSE”). The members of the Committee shall be appointed by the Board from among its members upon recommendation of the Nominating/Corporate Governance Committee and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation, retirement, disqualification, death or removal by action of the Board.

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 and Bylaws of the Corporation, as they may be amended from time to time:

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 believed to be qualified to become directors, and select, or recommend that the Board select, the candidates for all directorships to be filled by the Board or by the shareholders at an annual or special meeting. 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. Review and make recommendations to the Board, or determine, whether members of the Board should stand for re-election. Consider matters relating to the retirement of members of the Board, including term limits or age limits, as well as the performance of such directors.

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 term of directors in which the individual should serve.

5. Consider questions of independence of directors.

6. 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.

7. 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.

8. The Committee shall review the proposals of the Chief Executive Officer ("CEO") and the Executive Chairman 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

9. 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.

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

11. The Committee shall oversee the Corporation's system and procedures for the education, development and orderly succession of the CEO, Executive Chairman, and other senior executives of the Corporation and, review periodically the short and long-term succession plans developed by management for the CEO, Executive Chairman, and other senior executive positions and report to the Board on such plans.

12. Oversee 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

13. The Committee shall coordinate the annual evaluation of the Board 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 effectiveness and contribution to the Corporation and indicating specific areas in which the Board could improve, if any.

Performance Evaluation

14. 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.

Committee Structure and Operations

The Board shall designate one member of the Committee to act as its chairperson. The Committee shall meet in person or by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other 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.

A majority of the members present in person or by means of telephone conference shall constitute a quorum. All actions of the Committee shall require the vote of a majority of its members present at a meeting of the Committee at which a quorum is present.

Committee Reports

The Committee shall report regularly to the Board including (i) following all meetings of the Committee; and (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities.

The Committee shall provide such recommendations to the Board as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the chairperson or any other member of the Committee designated by the Committee to make such report.

The Committee shall maintain minutes or other records of meetings and activities of the Committee.

Retention of Consultants and Advisors; Investigations

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the authority to retain, obtain the advice of and terminate outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention. The Committee also

shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention.

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