# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION
**WASHINGTON, D.C. 20549**

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# Form 6-K

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**REPORT OF FOREIGN PRIVATE ISSUER**
**PURSUANT TO RULE 13A-16 OR 15D-16**
**UNDER**
**THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report: March 11, 2013**

**Commission File Number 001-34153**

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# GLOBAL SHIP LEASE, INC.
**(Exact name of Registrant as specified in its Charter)**

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**c/o Portland House,**
**Stag Place,**
**London SWIE 5RS,**
**United Kingdom**
**(Address of principal executive office)**

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.    Form 20-F ☒    Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-I Rule 101 (b)(1).    Yes ☐    No ☒

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b)(7).    Yes ☐    No ☒

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.    Yes ☐    No ☒

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

**Information Contained in this Form 6-K Report**

Attached hereto as Exhibit I is a press release dated March 11, 2013 of Global Ship Lease, Inc. (the "Company") reporting the Company's financial results for the fourth quarter of 2012 and the resignation of Jeffrey Pribor from the Company's board of directors. Attached hereto as Exhibit II are the Company's interim unaudited consolidated financial statements for the three months and year ended December 31, 2012.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GLOBAL SHIP LEASE, INC.

Date: March 12, 2013

By: /s/ IAN J. WEBBER

**Ian J. Webber**
**Chief Executive Officer**

**Exhibit I**

Investor and Media Contacts:
The IGB Group
David Burke
646-673-9701

# Global Ship Lease Reports Results for the Fourth Quarter of 2012

**LONDON, ENGLAND — March 11, 2013** - Global Ship Lease, Inc. (NYSE:GSL), a containership charter owner, announced today its unaudited results for the three months and year ended December 31, 2012.

## Fourth Quarter and Year To Date Highlights

- Reported revenue of $36.2 million for the fourth quarter 2012 and $153.2 million for the full year

- Reported net income of $8.1 million for the fourth quarter 2012, after a $4.7 million non-cash interest rate derivative mark-to-market gain; net income for full year 2012 was $31.9 million, after a $9.7 million non-cash mark-to-market gain

- Normalized net income[1] was $3.5 million for the fourth quarter and $22.2 million for the full year 2012

- Generated $23.3 million of Adjusted EBITDA[1] for the fourth quarter 2012, and $102.2 million for the full year

- Agreed with lenders in November 2012 to waive the requirement to test the Leverage Ratio until December 1, 2014 and also to include all secured vessels in the test, whether subject to a charter or not

- Repaid $11.1 million of bank debt during the fourth quarter of 2012; repaid $57.9 million in the year ended December 31, 2012 and $173.4 million since the fourth quarter 2009

Ian Webber, Chief Executive Officer of Global Ship Lease, stated, “On the strength of our stable business model and a 99% utilization rate, we generated Adjusted EBITDA of $23.3 million for the fourth quarter and continued to de-lever our balance sheet, repaying an additional $11.1 million of debt. With all of our 17 vessels fully employed on time charters, we generated Adjusted EBITDA of $102.2 million during 2012 and utilized our sizeable cash flow to pay down a total of $57.9 million of debt.”

Mr. Webber continued, “With an average remaining lease term of over seven years for our fleet and contracted revenue totaling $1 billion, we remain well insulated from the current charter rate environment. Further, with supportive credit markets and having secured relief from our loan-to-value test until December 2014, our top priority is to strengthen our capital structure and enhance our financial flexibility to create incremental value for our shareholders. In the meantime, we will continue to utilize our cash flow to further de-lever our balance sheet.”

## SELECTED FINANCIAL DATA – UNAUDITED

*(thousands of U.S. dollars)*

| | **Three months ended December 31, 2012** | Three months ended December 31, 2011 | **Year ended December 31, 2012** | Year ended December 31, 2011 |
|---|---|---|---|---|
| Revenue | **36,168** | 39,714 | **153,205** | 156,268 |
| Operating Income | **13,249** | 16,503 | **61,832** | 49,927 |
| Net Income | **8,121** | 10,860 | **31,928** | 9,071 |
| Adjusted EBITDA (1) | **23,315** | 26,579 | **102,175** | 103,703 |
| Normalized Net Income (1) | **3,471** | 6,811 | **22,203** | 23,597 |

(1) Adjusted EBITDA and Normalized net income are non-US Generally Accepted Accounting Principles (US GAAP) measures, as explained further in this press release, and are considered by Global Ship Lease to be useful measures of its performance. Reconciliations of such non-GAAP measures to the interim unaudited financial information are provided in this Earnings Release.

*Revenue and Utilization*

The 17 vessel fleet generated revenue from fixed rate long-term time charters of $36.2 million in the three months ended December 31, 2012, down $3.5 million on revenue of $39.7 million for the comparative period in 2011 mainly due to lower levels of charterhire on two vessels for new charters which commenced in late September 2012. The new daily rate is $9,962 compared to $28,500 previously. There were 16 days offhire, including 10 for a scheduled drydocking, up four on the prior period. During the three months ended December 31, 2012, there were 1,564 ownership days, the same as the comparable period in 2011. The 16 days offhire in the three months ended December 31, 2012 gives a utilization of 99.0%. In the comparable period of 2011 utilization was 99.2%.

For the year ended December 31, 2012, revenue was $153.2 million, down $3.1 million on revenue of $156.3 million in the comparative period, mainly due to lower charter rates on two vessels as noted above. Offhire days were 98, including 82 for planned drydockings, 8 fewer days offhire than in 2011. There were 17 additional ownership days in 2012 due to the leap year.

The table below shows fleet utilization for the three months and year ended December 31, 2012 and 2011 and for the years ended December 31, 2011, 2010 and 2009.

| | Three months ended | | Year ended | | | |
|---|---|---|---|---|---|---|
| Days | Dec 31, 2012 | Dec 31, 2011 | Dec 31, 2012 | Dec 31, 2011 | Dec 31, 2010 | Dec 31, 2009 |
| Ownership days | 1,564 | 1,564 | 6,222 | 6,205 | 6,205 | 5,968 |
| Planned offhire - scheduled drydock | (10) | (7) | (82) | (95) | 0 | (32) |
| Unplanned offhire | (6) | (5) | (16) | (11) | (3) | (42) |
| Operating days | 1,548 | 1,552 | 6,124 | 6,099 | 6,202 | 5,894 |
| Utilization | 99.0% | 99.2% | 98.4% | 98.3% | 99.9% | 98.8% |

The drydocking of six vessels was completed in the year ended December 31, 2012. Three drydockings are scheduled for 2013, two in 2014, and none in 2015.

*Vessel Operating Expenses*

Vessel operating expenses, which include costs of crew, lubricating oil, spares and insurance, were $11.5 million for the three months ended December 31, 2012. The average cost per ownership day was $7,363 up $44, or 0.6% on $7,319 for the rolling four quarters ended September 30, 2012. Increased spend on repairs, maintenance and supplies have been offset by a benefit from exchange rate movements on costs denominated in euros, fewer insurance deductibles and lower expenses from fewer drydockings. The fourth quarter 2012 average daily cost was up $30, or 0.4% from the average daily cost of $7,333 for the fourth quarter 2011 for mainly the same reasons.

For the year ended December 31, 2012 vessel operating expenses were essentially flat at $45.6 million or an average of $7,327 per day, compared to $45.5 million in the comparative period or $7,336 per day.

*Depreciation*

Depreciation for the three months ended December 31, 2012 was $10.1 million, the same as in the fourth quarter of 2011.

Depreciation for the year ended December 31, 2012 was $40.3 million, compared to $40.1 million in the comparative period of 2011.

*General and Administrative Costs*

General and administrative costs were $1.5 million in the three months ended December 31, 2012, compared to $1.8 million in the fourth quarter of 2011 with the reduction due mainly to lower legal and professional fees.

For the year ended December 31, 2012, general and administrative costs were $5.8 million compared to $7.4 million for 2011. The reduction is due mainly to lower legal and professional fees.

*Impairment Charge – 2011*

Purchase options in the Company’s favor to purchase two 4,250 TEU newbuildings at the end of 2011 were to be declared by September 16, 2011 for one vessel and October 4, 2011 for the other. The purchase of these vessels was always predicated on achieving a strong return for shareholders by acquiring the vessels, which had time charters attached, at an attractive price and securing financing on favorable terms. As the Company was not able to obtain committed finance on acceptable terms, the purchase options were allowed to lapse and the intangible assets relating to the options were written off in the Second Quarter 2011.

*Other Operating Income*

Other operating income in the three months ended December 31, 2012 was $116,000, compared to $100,000 in the fourth quarter of 2011.

For the year ended December 31, 2012, other operating income was $0.3 million, the same as for the comparative period.

*Adjusted EBITDA*

As a result of the above, Adjusted EBITDA was $23.3 million for the three months ended December 31, 2012 down $3.3 million from $26.6 million for the three months ended December 31, 2011.

Adjusted EBITDA for the year ended December 31, 2012 was $102.2 million, down $1.5 million from $103.7 million in 2011.

*Interest Expense*

Interest expense, excluding the effect of interest rate derivatives, for the three months ended December 31, 2012 was $5.1 million. The Company's borrowings under its credit facility averaged $436.8 million during the three months ended December 31, 2012. The average amount of preferred shares outstanding throughout the three months ended December 31, 2012 was $45.0 million, giving total average borrowings through the period of $481.7 million. Interest expense of $5.1 million in the comparative period in 2011 was due to a lower applicable margin on higher average borrowings, including the preferred shares, of $547.0 million.

For the year ended December 31, 2012, interest expense, excluding the effect of interest rate derivatives, was $21.2 million. The Company's borrowings under its credit facility and including the preferred shares, averaged $509.6 million during the year ended December 31, 2012. Interest expense for the year ended December 31, 2011 was $20.6 million based on average borrowings in that period, including the preferred shares, of $562.8 million.

Interest income for the three months and year ended December 31, 2012 and 2011 was not material.

*Change in Fair Value of Financial Instruments*

The Company hedges its interest rate exposure by entering into derivatives that swap floating rate debt for fixed rate debt to provide long-term stability and predictability to cash flows. As these hedges do not qualify for hedge accounting under US GAAP, the outstanding hedges are marked-to-market at each period end with any change in the fair value being booked to the income and expenditure account. The Company's derivative hedging instruments gave a realized loss of $4.7 million in the three months ended December 31, 2012 for settlements of swaps in the period, as current LIBOR rates are lower than the average fixed rates. Further, there was a $4.7 million unrealized gain for revaluation of the balance sheet position given current LIBOR and movements in the forward curve for interest rates. This compares to a realized loss of $4.8 million for the settlement of swaps and an unrealized mark-to-market gain of $4.0 million in the three months ended December 31, 2011.

For the year ended December 31, 2012, the realized loss from hedges was $18.4 million and the unrealized gain was $9.7 million. This compares to a realized loss of $19.4 million and an unrealized loss of $0.9 million in the year ended December 31, 2011.

At December 31, 2012, interest rate derivatives totaled $580.0 million against floating rate debt of $470.7 million, including the preferred shares. As a consequence, the Company is over hedged. This arises from accelerated amortization of the credit facility debt and not incurring additional floating rate debt anticipated to be drawn in connection with the originally intended purchases of the two 4,250 TEU vessels at the end of 2011. $253.0 million of the interest rate derivatives at a fixed rate of 3.40% expire mid March 2013. The total mark-to-market unrealized loss recognized as a liability on the balance sheet at December 31, 2012 was $35.6 million.

Unrealized mark-to-market adjustments have no impact on operating performance or cash generation in the period reported.

*Taxation*

Taxation for the three months ended December 31, 2012 was a charge of $38,000, compared to a credit of $212,000 in the fourth quarter of 2011, mainly for movements in the deferred tax balance.

Taxation for the year ended December 31, 2012 was a charge of $0.1 million, the same as for 2011.

*Net Income/Loss*

Net income for the three months ended December 31, 2012 was $8.1 million after a $4.7 million non-cash interest rate derivative mark-to-market gain. For the three months ended December 31, 2011 net income was $10.9 million, after $4.0 million non-cash interest rate derivative mark-to-market gain. Normalized net income was $3.5 million for the three months ended December 31, 2012 and $6.8 million for the three months ended December 31, 2011, which excludes the effect of the non-cash interest rate derivative mark-to-market gains.

Net income was $31.9 million for the year ended December 31, 2012 after a $9.7 million non-cash interest rate derivative mark-to-market gain. For the year ended December 31, 2011, net income was $9.1 million after the $13.6 million non-cash impairment charge and a $0.9 million non-cash interest rate derivative mark-to-market loss. Normalized net income was $22.2 million for the year ended December 31, 2012, and $23.6 million for the year ended December 31, 2011.

*Credit Facility*

While the Company's stable business model largely insulates it from volatility in the freight and charter markets, a covenant in the credit facility with respect to the Leverage Ratio, which is the ratio of outstanding drawings under the credit facility and the aggregate charter free market value of the secured vessels, causes the Company to be sensitive to significant declines in vessel values. Under the terms of the credit facility, the Leverage Ratio cannot exceed 75%. The Leverage Ratio has little impact on the Company's operating performance as cash flow is largely predictable under its business model.

Due to the continuing excess supply of capacity, there has been a decline in charter free market values of containerships in recent months. The Company anticipated that the Leverage Ratio as at November 30, 2012 would, if tested, exceed 75%. Therefore, it has agreed with its lenders a further waiver for two years of the requirement to perform the Leverage Ratio test. The next scheduled test will be as at December 1, 2014. During the waiver period, the fixed interest margin to be paid over LIBOR is 3.75%, prepayments are based on cash flow, subject to a minimum of $40 million on a rolling 12 month basis, rather than a fixed amount, and dividends on common shares cannot be paid. It has also been agreed that all secured vessels will be included in the Leverage Ratio test, whether they are subject to a charter or not.

In the three months ended December 31, 2012, a total of $11.1 million of debt was prepaid leaving a balance outstanding of $425.7 million. In the year ended December 31, 2012, a total of $57.9 million of debt was prepaid.

*Preferred Shares*

In connection with the agreement with CMA CGM in July 2012, granting the Company the right but not the obligation to enter new charters for Ville d'Orion and Ville d'Aquarius on the expiry of the then current charters, the Company redeemed $3.0 million of preferred shares held by CMA CGM, out of restricted cash received from the exercise of warrants in 2008 and for which the sole use is the redemption of these preferred shares. The remaining balance outstanding of preferred shares is $45.0 million.

*Dividend*

Under the terms of the waiver of the requirement to perform the Leverage Ratio test, Global Ship Lease is not currently able to pay a dividend on common shares.

*Change in Board of Directors*

As of March 8, 2013, Jeffrey Pribor stepped down as a Director of the Company in order to dedicate his time and attention to his new role at Jefferies & Co. as Global Head of Maritime Investment Banking. Global Ship Lease's Board of Directors now consists of four members, the majority of whom are independent.

Michael Gross, Chairman of the Company's board of Directors, commented, "We would like to thank Jeff for his years of service and contribution as a member of Global Ship Lease's Board of Directors. We wish him the best in his future endeavors."

*Fleet*

The following table provides information, as at December 31, 2012, about the fleet of 17 vessels chartered to CMA CGM.

| Vessel Name | Capacity in TEUs (1) | Year Built | Purchase by GSL | Remaining Charter Term (2) (years) | Earliest Charter Expiry Date | Daily Charter Rate $ |
|---|---|---|---|---|---|---|
| Ville d'Orion | 4,113 | 1997 | Dec 2007 | 0.4 | May 1, 2013 | 9,962 |
| Ville d'Aquarius | 4,113 | 1996 | Dec 2007 | 0.4 | May 1, 2013 | 9,962 |
| CMA CGM Matisse | 2,262 | 1999 | Dec 2007 | 4.0 | Sept 21, 2016 | 18,465 |
| CMA CGM Utrillo | 2,262 | 1999 | Dec 2007 | 4.0 | Sept 11, 2016 | 18,465 |
| Delmas Keta | 2,207 | 2003 | Dec 2007 | 5.0 | Sept 20, 2017 | 18,465 |
| Julie Delmas | 2,207 | 2002 | Dec 2007 | 5.0 | Sept 11, 2017 | 18,465 |
| Kumasi | 2,207 | 2002 | Dec 2007 | 5.0 | Sept 21, 2017 | 18,465 |
| Marie Delmas | 2,207 | 2002 | Dec 2007 | 5.0 | Sept 14, 2017 | 18,465 |
| CMA CGM La Tour | 2,272 | 2001 | Dec 2007 | 4.0 | Sept 20, 2016 | 18,465 |
| CMA CGM Manet | 2,272 | 2001 | Dec 2007 | 4.0 | Sept 7, 2016 | 18,465 |
| CMA CGM Alcazar | 5,089 | 2007 | Jan 2008 | 8.0 | Oct 18, 2020 | 33,750 |
| CMA CGM Château d'If | 5,089 | 2007 | Jan 2008 | 8.0 | Oct 11, 2020 | 33,750 |
| CMA CGM Thalassa | 11,040 | 2008 | Dec 2008 | 13.0 | Oct 1, 2025 | 47,200 |
| CMA CGM Jamaica | 4,298 | 2006 | Dec 2008 | 10.0 | Sept 17, 2022 | 25,350 |
| CMA CGM Sambhar | 4,045 | 2006 | Dec 2008 | 10.0 | Sept 16, 2022 | 25,350 |
| CMA CGM America | 4,045 | 2006 | Dec 2008 | 10.0 | Sept 19, 2022 | 25,350 |
| CMA CGM Berlioz | 6,621 | 2011 | Aug 2009 | 8.8 | May 28, 2021 | 34,000 |

*(1) Twenty-foot Equivalent Units.*
*(2) As at December 31, 2012. Plus or minus 90 days (22 days for Ville d'Orion & Ville d'Aquarius) at charterer's option.*

New charters came into effect in September 2012 for Ville d'Aquarius and Ville d'Orion. They expire May 23, 2013 plus or minus 22 days at charterer's option and are at a rate of $9,962 per vessel per day.

**Conference Call and Webcast**

Global Ship Lease will hold a conference call to discuss the Company's results for the three months ended December 31, 2012 today, Monday, March 11, 2013 at 10:30 a.m. Eastern Time. There are two ways to access the conference call:

(1) Dial-in: : (866) 682-8490 or (631) 621-5256; Passcode: 14137489

Please dial in at least 10 minutes prior to 10:30 a.m. Eastern Time to ensure a prompt start to the call.

(2) Live Internet webcast and slide presentation: http://www.globalshiplease.com

If you are unable to participate at this time, a replay of the call will be available through Monday, March 25, 2013 at (866) 247-4222 or (631) 510-7499. Enter the code 14137489 to access the audio replay. The webcast will also be archived on the Company's website: http://www.globalshiplease.com.

**Annual Report on Form 20F**

Global Ship Lease, Inc has filed its Annual Report for 2011 with the Securities and Exchange Commission. A copy of the report can be found under the Investor Relations section (Annual Reports) of the Company's website at http://www.globalshiplease.com. Shareholders may request a hard copy of the audited financial statements free of charge by contacting the Company at info@globalshiplease.com or by writing to Global Ship Lease, Inc, care of Global Ship Lease Services Limited, Portland House, Stag Place, London SW1E 5RS or by telephoning +44 (0) 207 869 8806.

**About Global Ship Lease**

Global Ship Lease is a containership charter owner. Incorporated in the Marshall Islands, Global Ship Lease commenced operations in December 2007 with a business of owning and chartering out containerships under long-term, fixed rate charters to top tier container liner companies.

Global Ship Lease owns 17 vessels with a total capacity of 66,349 TEU with an average age, weighted by TEU capacity, at December 31, 2012 of 8.8 years. All of the current vessels are fixed on charters to CMA CGM with an average remaining term of 6.1 years, or 7.4 years on a weighted basis.

**Reconciliation of Non-U.S. GAAP Financial Measures**

A. Adjusted EBITDA

Adjusted EBITDA represents Net income (loss) before interest income and expense including amortization of deferred finance costs, realized and unrealized gain (loss) on derivatives, income taxes, depreciation, amortization and impairment charges. Adjusted EBITDA is a non-US GAAP quantitative measure used to assist in the assessment of the Company's ability to generate cash from its operations. We believe that the presentation of Adjusted EBITDA is useful to investors because it is frequently used by securities analysts, investors and other interested parties in the evaluation of companies in our industry. Adjusted EBITDA is not defined in US GAAP and should not be considered to be an alternate to Net income (loss) or any other financial metric required by such accounting principles.

**ADJUSTED EBITDA - UNAUDITED**

*(thousands of U.S. dollars)*

| | | Three months ended Dec 31, 2012 | Three months ended Dec 31, 2011 | Year Ended Dec 31, 2012 | Year Ended Dec 31, 2011 |
|---|---|---|---|---|---|
| Net income | | 8,121 | 10,860 | 31,928 | 9,071 |
| Adjust: | Depreciation | 10,066 | 10,076 | 40,343 | 40,131 |
| | Impairment charge | — | — | — | 13,645 |
| | Interest income | (14) | (20) | (79) | (56) |
| | Interest expense | 5,091 | 5,136 | 21,178 | 20,564 |
| | Realized loss on interest rate derivatives | 4,663 | 4,788 | 18,402 | 19,393 |
| | Unrealized (gain) loss on interest rate derivatives | (4,650) | (4,049) | (9,725) | 881 |
| | Income tax | 38 | (212) | 128 | 74 |
| Adjusted EBITDA | | 23,315 | 26,579 | 102,175 | 103,703 |

B. Normalized net income

Normalized net income represents Net income (loss) adjusted for the unrealized gain (loss) on derivatives, the accelerated write off of a portion of deferred financing costs and impairment charges. Normalized net income is a non-GAAP quantitative measure which we believe will assist investors and analysts who often adjust reported net income for non-operating items such as change in fair value of derivatives to eliminate the effect of non cash non-operating items that do not affect operating performance or cash generated. Normalized net income is not defined in US GAAP and should not be considered to be an alternate to Net income (loss) or any other financial metric required by such accounting principles.

**NORMALIZED NET INCOME - UNAUDITED**

*(thousands of U.S. dollars)*

| | | Three months ended Dec 31, 2012 | Three months ended Dec 31, 2011 | Year ended Dec 31, 2012 | Year ended Dec 31, 2011 |
|---|---|---|---|---|---|
| Net income | | 8,121 | 10,860 | 31,928 | 9,071 |
| Adjust: | Change in value of derivatives | (4,650) | (4,049) | (9,725) | 881 |
| | Impairment charge | — | — | — | 13,645 |
| Normalized net income | | 3,471 | 6,811 | 22,203 | 23,597 |

**Safe Harbor Statement**

This communication contains forward-looking statements. Forward-looking statements provide Global Ship Lease's current expectations or forecasts of future events. Forward-looking statements include statements about Global Ship Lease's expectations, beliefs, plans, objectives, intentions, assumptions and other statements that are not historical facts. Words or phrases such as “anticipate,” “believe,” “continue,” “estimate,” “expect,” “intend,” “may,” “ongoing,” “plan,” “potential,” “predict,” “project,” “will” or similar words or phrases, or the negatives of those words or phrases, may identify forward-looking statements, but the absence of these words does not necessarily mean that a statement is not forward-looking. These forward-looking statements are based on assumptions that may be incorrect, and Global Ship Lease cannot assure you that these projections included in these forward-looking statements will come to pass. Actual results could differ materially from those expressed or implied by the forward-looking statements as a result of various factors.

The risks and uncertainties include, but are not limited to:

- future operating or financial results;
- expectations regarding the future growth of the container shipping industry, including the rates of annual demand and supply growth;
- the financial condition of CMA CGM, our sole charterer and only source of operating revenue, and its ability to pay charterhire in accordance with the charters;
- Global Ship Lease’s financial condition and liquidity, including its ability to obtain additional waivers which might be necessary under the existing credit facility or obtain additional financing to fund capital expenditures, vessel acquisitions and other general corporate purposes;
- Global Ship Lease’s ability to meet its financial covenants and repay its credit facility;
- Global Ship Lease’s expectations relating to dividend payments and forecasts of its ability to make such payments including the availability of cash and the impact of constraints under its credit facility;
- future acquisitions, business strategy and expected capital spending;
- operating expenses, availability of crew, number of off-hire days, drydocking and survey requirements and insurance costs;
- general market conditions and shipping industry trends, including charter rates and factors affecting supply and demand;
- assumptions regarding interest rates and inflation;
- changes in the rate of growth of global and various regional economies;
- risks incidental to vessel operation, including piracy, discharge of pollutants and vessel accidents and damage including total or constructive total loss;
- estimated future capital expenditures needed to preserve its capital base;
- Global Ship Lease’s expectations about the availability of ships to purchase, the time that it may take to construct new ships, or the useful lives of its ships;
- Global Ship Lease’s continued ability to enter into or renew long-term, fixed-rate charters;
- the continued performance of existing long-term, fixed-rate time charters;
- Global Ship Lease’s ability to capitalize on its management’s and board of directors’ relationships and reputations in the containership industry to its advantage;
- changes in governmental and classification societies’ rules and regulations or actions taken by regulatory authorities;
- expectations about the availability of insurance on commercially reasonable terms;
- unanticipated changes in laws and regulations including taxation;
- potential liability from future litigation.

Forward-looking statements are subject to known and unknown risks and uncertainties and are based on potentially inaccurate assumptions that could cause actual results to differ materially from those expected or implied by the forward-looking statements. Global Ship Lease's actual results could differ materially from those anticipated in forward-looking statements for many reasons specifically as described in Global Ship Lease's filings with the SEC. Accordingly, you should not unduly rely on these forward-looking statements, which speak only as of the date of this communication. Global Ship Lease undertakes no obligation to publicly revise any forward-looking statement to reflect circumstances or events after the date of this communication or to reflect the occurrence of unanticipated events. You should, however, review the factors and risks Global Ship Lease describes in the reports it will file from time to time with the SEC after the date of this communication.

**Global Ship Lease, Inc.**

**Interim Unaudited Consolidated Statements of Income**

(Expressed in thousands of U.S. dollars except share data)

| | Three months ended December 31, 2012 | Three months ended December 31, 2011 | Year ended December 31, 2012 | Year ended December 31, 2011 |
|---|---|---|---|---|
| **Operating Revenues** | | | | |
| Time charter revenue | $ 36,168 | $ 39,714 | $ 153,205 | $ 156,268 |
| **Operating Expenses** | | | | |
| Vessel operating expenses | 11,515 | 11,470 | 45,588 | 45,517 |
| Depreciation | 10,066 | 10,076 | 40,343 | 40,131 |
| General and administrative | 1,454 | 1,765 | 5,784 | 7,384 |
| Impairment charge | — | — | — | 13,645 |
| Other operating (income) | (116) | (100) | (342) | (336) |
| Total operating expenses | 22,919 | 23,211 | 91,373 | 106,341 |
| **Operating Income** | 13,249 | 16,503 | 61,832 | 49,927 |
| **Non Operating Income (Expense)** | | | | |
| Interest income | 14 | 20 | 79 | 56 |
| Interest expense | (5,091) | (5,136) | (21,178) | (20,564) |
| Realized loss on interest rate derivatives | (4,663) | (4,788) | (18,402) | (19,393) |
| Unrealized gain (loss) on interest rate derivatives | 4,650 | 4,049 | 9,725 | (881) |
| **Income before Income Taxes** | 8,159 | 10,648 | 32,056 | 9,145 |
| Income taxes | (38) | 212 | 128) | (74) |
| **Net Income** | $ 8,121 | $ 10,860 | $ 31,928 | $ 9,071 |
| **Earnings per Share** | | | | |
| Weighted average number of Class A common shares outstanding | | | | |
| Basic | 47,481,864 | 47,460,969 | 47,481,766 | 47,262,549 |
| Diluted | 47,656,019 | 47,460,969 | 47,633,991 | 47,448,012 |
| Net income in $ per Class A common share | | | | |
| Basic | $ 0.17 | $ 0.23 | $ 0.67 | $ 0.19 |
| Diluted | $ 0.17 | $ 0.23 | $ 0.67 | $ 0.19 |
| Weighted average number of Class B common shares outstanding | | | | |
| Basic and diluted | 7,405,956 | 7,405,956 | 7,405,956 | 7,405,956 |
| Net income in $ per Class B common share | | | | |
| Basic and diluted | $ nil | $ nil | $ nil | $ nil |

**Global Ship Lease, Inc.**

**Interim Unaudited Consolidated Balance Sheets**

(Expressed in thousands of U.S. dollars)

| | December 31, 2012 | December 31, 2011 |
|---|---|---|
| **Assets** | | |
| Cash and cash equivalents | $ 26,145 | $ 25,814 |
| Restricted cash | 3 | 3,027 |
| Accounts receivable | 14,413 | 13,911 |
| Prepaid expenses | 795 | 726 |
| Other receivables | 1,165 | 839 |
| Deferred tax | — | 19 |
| Deferred financing costs | 1,493 | 1,168 |
| Total current assets | 44,018 | 45,504 |
| Vessels in operation | 856,394 | 890,249 |
| Other fixed assets | 29 | 54 |
| Intangible assets – other | 73 | 92 |
| Deferred tax | — | 10 |
| Deferred financing costs | 3,166 | 3,626 |
| Total non-current assets | 859,662 | 894,031 |
| **Total Assets** | $ 903,680 | $ 939,535 |
| **Liabilities and Stockholders' Equity** | | |
| **Liabilities** | | |
| Current portion of long term debt | $ 50,572 | $ 46,000 |
| Intangible liability – charter agreements | 2,119 | 2,119 |
| Accounts payable | 5,353 | 1,286 |
| Accrued expenses | 5,419 | 4,953 |
| Derivative instruments | 12,225 | 15,920 |
| Total current liabilities | 75,688 | 70,278 |
| Long term debt | 375,104 | 437,612 |
| Preferred shares | 44,976 | 48,000 |
| Intangible liability – charter agreements | 17,931 | 20,050 |
| Deferred tax liability | 27 | — |
| Derivative instruments | 23,366 | 29,395 |
| Total long-term liabilities | 461,404 | 535,057 |
| **Total Liabilities** | $ 537,092 | $ 605,335 |
| **Stockholders' Equity** | | |
| Class A Common stock – authorized 214,000,000 shares with a $0.01 par value; 47,481,864 shares issued and outstanding (2011 – 47,463,978) | $ 475 | $ 475 |
| Class B Common stock – authorized 20,000,000 shares with a $0.01 par value; 7,405,956 shares issued and outstanding (2011 – 7,405,956) | 74 | 74 |
| Additional paid in capital | 352,316 | 351,856 |
| Retained earnings (accumulated deficit) | 13,723 | (18,205) |
| **Total Stockholders' Equity** | 366,588 | 334,200 |
| **Total Liabilities and Stockholders' Equity** | $ 903,680 | $ 939,535 |

**Global Ship Lease, Inc.**

**Interim Unaudited Consolidated Statements of Cash Flows**

(Expressed in thousands of U.S. dollars)

| | Three months ended December 31, 2012 | Three months ended December 31, 2011 | Year ended December 31, 2012 | Year ended December 31, 2011 |
|---|---|---|---|---|
| **Cash Flows from Operating Activities** | | | | |
| Net income | $ 8,121 | $ 10,860 | $ 31,928 | $ 9,071 |
| **Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities** | | | | |
| Depreciation | 10,066 | 10,076 | 40,343 | 40,131 |
| Impairment charge | — | — | — | 13,645 |
| Amortization of deferred financing costs | 337 | 313 | 1,250 | 1,101 |
| Change in fair value of certain derivative instruments | (4,650) | (4,049) | (9,725) | 881 |
| Amortization of intangible liability | (530) | (530) | (2,119) | (2,119) |
| Settlements of hedges which do not qualify for hedge accounting | 4,663 | 4,788 | 18,402 | 19,393 |
| Share based compensation | 82 | 109 | 460 | 565 |
| Increase in other receivables and other assets | (7,282) | (7,365) | (810) | (6,952) |
| Increase (decrease) in accounts payable and other liabilities | 4,063 | (3,124) | 3,958 | (823) |
| Unrealized foreign exchange (gain) loss | (1) | (14) | 11 | (21) |
| **Net Cash Provided by Operating Activities** | 14,869 | 11,064 | 83,698 | 74,872 |
| **Cash Flows from Investing Activities** | | | | |
| Settlements of hedges which do not qualify for hedge accounting | (4,663) | (4,788) | (18,402) | (19,393) |
| Cash paid for other fixed assets | — | (2) | — | (59) |
| Cash paid to acquire intangible assets | — | — | — | (97) |
| Costs relating to drydockings | (1,184) | (2,666) | (5,914) | (7,705) |
| **Net Cash Used in Investing Activities** | (5,847) | (7,456) | (24,316) | (27,254) |
| **Cash Flows from Financing Activities** | | | | |
| Repayments of debt | (11,080) | (15,341) | (57,936) | (49,157) |
| Issuance costs of debt | (1,115) | (1,007) | (1,115) | (1,007) |
| Variation in restricted cash | — | — | 3,024 | — |
| Repayment of preferred shares | — | — | (3,024) | — |
| **Net Cash Used in Financing Activities** | (12,195) | (16,348) | (59,051) | (50,164) |
| **Net (Decrease) Increase in Cash and Cash Equivalents** | (3,173) | (12,740) | 331 | (2,546) |
| **Cash and Cash Equivalents at start of Period** | 29,318 | 38,554 | 25,814 | 28,360 |
| **Cash and Cash Equivalents at end of Period** | $ 26,145 | $ 25,814 | $ 26,145 | $ 25,814 |
| **Supplemental information** | | | | |
| Total interest paid | $ 4,691 | $ 4,673 | $ 20,105 | $ 19,518 |
| Income tax paid | $ 19 | $ 13 | $ 69 | $ 144 |

**Exhibit II**

# GLOBAL SHIP LEASE, INC.

## INTERIM UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

## THREE MONTHS AND YEAR ENDED DECEMBER 31, 2012

**Global Ship Lease, Inc.**

**Interim Unaudited Consolidated Balance Sheets**

(Expressed in thousands of U.S. dollars)

| | Note | December 31, 2012 | December 31, 2011 |
|---|---|---|---|
| **Assets** | | | |
| Cash and cash equivalents | | $ 26,145 | $ 25,814 |
| Restricted cash | 9 | 3 | 3,027 |
| Accounts receivable | | 14,417 | 13,911 |
| Prepaid expenses | | 795 | 726 |
| Other receivables | | 1,165 | 839 |
| Deferred tax | | — | 19 |
| Deferred financing costs | | 1,493 | 1,168 |
| Total current assets | | 44,018 | 45,504 |
| Vessels in operation | 4 | 856,394 | 890,249 |
| Other fixed assets | | 29 | 54 |
| Intangible assets – other | 5 | 73 | 92 |
| Deferred tax | | — | 10 |
| Deferred financing costs | | 3,166 | 3,626 |
| Total non-current assets | | 859,662 | 894,031 |
| **Total Assets** | | $ 903,680 | $ 939,535 |
| **Liabilities and Stockholders' Equity** | | | |
| **Liabilities** | | | |
| Current portion of long term debt | 6 | $ 50,572 | $ 46,000 |
| Intangible liability – charter agreements | | 2,119 | 2,119 |
| Accounts payable | | 5,353 | 1,286 |
| Accrued expenses | | 5,419 | 4,953 |
| Derivative instruments | 10 | 12,225 | 15,920 |
| Total current liabilities | | 75,688 | 70,278 |
| Long term debt | 6 | 375,104 | 437,612 |
| Preferred shares | 9 | 44,976 | 48,000 |
| Intangible liability – charter agreements | | 17,931 | 20,050 |
| Deferred tax liability | | 27 | — |
| Derivative instruments | 10 | 23,366 | 29,395 |
| Total long-term liabilities | | 461,404 | 535,057 |
| **Total Liabilities** | | $ 537,092 | $ 605,335 |
| Commitments and contingencies | 8 | — | — |

See accompanying notes to interim unaudited consolidated financial statements

**Global Ship Lease, Inc.**

**Interim Unaudited Consolidated Balance Sheets (continued)**

(Expressed in thousands of U.S. dollars except share data)

| | Note | December 31, 2012 | December 31, 2011 |
|---|---|---|---|
| **Stockholders' Equity** | | | |
| Class A Common stock – authorized 214,000,000 shares with a $0.01 par value; 47,481,864 shares issued and outstanding (2011 – 47,463,978) | 9 | $ 475 | $ 475 |
| Class B Common stock – authorized 20,000,000 shares with a $0.01 par value; 7,405,956 shares issued and outstanding (2011 – 7,405,956) | 9 | 74 | 74 |
| Additional paid in capital | | 352,316 | 351,856 |
| Retained earnings (accumulated deficit) | | 13,723 | (18,205) |
| **Total Stockholders' Equity** | | 366,588 | 334,200 |
| **Total Liabilities and Stockholders' Equity** | | $ 903,680 | $ 939,535 |

See accompanying notes to interim unaudited consolidated financial statements

**Global Ship Lease, Inc.**

**Interim Unaudited Consolidated Statements of Income**

(Expressed in thousands of U.S. dollars except share data)

| | Note | Three months ended December 31, 2012 | Three months ended December 31, 2011 | Year ended December 31, 2012 | Year ended December 31, 2011 |
|---|---|---|---|---|---|
| **Operating Revenues** | | | | | |
| Time charter revenue | | $ 36,168 | $ 39,714 | $ 153,205 | $ 156,268 |
| **Operating Expenses** | | | | | |
| Vessel operating expenses | | 11,515 | 11,470 | 45,588 | 45,517 |
| Depreciation | 4 | 10,066 | 10,076 | 40,343 | 40,131 |
| General and administrative | | 1,454 | 1,765 | 5,784 | 7,384 |
| Impairment charge | | — | — | — | 13,645 |
| Other operating (income) | | (116) | (100) | (342) | (336) |
| Total operating expenses | | 22,919 | 23,211 | 91,373 | 106,341 |
| **Operating Income** | | 13,249 | 16,503 | 61,832 | 49,927 |
| **Non Operating Income (Expense)** | | | | | |
| Interest income | | 14 | 20 | 79 | 56 |
| Interest expense | | (5,091) | (5,136) | (21,178) | (20,564) |
| Realized loss on interest rate derivatives | 10 | (4,663) | (4,788) | (18,402) | (19,393) |
| Unrealized gain (loss) on interest rate derivatives | 10 | 4,650 | 4,049 | 9,725 | (881) |
| **Income before Income Taxes** | | 8,159 | 10,648 | 32,056 | 9,145 |
| Income taxes | | (38) | 212 | (128) | (74) |
| **Net Income** | | $ 8,121 | $ 10,860 | $ 31,928 | $ 9,071 |
| **Earnings per Share** | | | | | |
| Weighted average number of Class A common shares outstanding | | | | | |
| Basic | 12 | 47,481,864 | 47,460,969 | 47,481,766 | 47,262,549 |
| Diluted | 12 | 47,656,019 | 47,460,969 | 47,633,991 | 47,448,012 |
| Net income in $ per Class A common share | | | | | |
| Basic | 12 | $ 0.17 | $ 0.23 | $ 0.67 | $ 0.19 |
| Diluted | 12 | $ 0.17 | $ 0.23 | $ 0.67 | $ 0.19 |
| Weighted average number of Class B common shares outstanding | | | | | |
| Basic and diluted | 12 | 7,405,956 | 7,405,956 | 7,405,956 | 7,405,956 |
| Net income in $ per Class B common share | | | | | |
| Basic and diluted | 12 | $ nil | $ nil | $ nil | $ nil |

See accompanying notes to interim unaudited consolidated financial statements

**Global Ship Lease, Inc.**

**Interim Unaudited Consolidated Statements of Cash Flows**

(Expressed in thousands of U.S. dollars)

| | Note | Three months ended December 31, 2012 | Three months ended December 31, 2011 | Year ended December 31, 2012 | Year ended December 31, 2011 |
|---|---|---|---|---|---|
| **Cash Flows from Operating Activities** | | | | | |
| Net income | | $ 8,121 | $ 10,860 | $ 31,928 | $ 9,071 |
| **Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities** | | | | | |
| Depreciation | 4 | 10,066 | 10,076 | 40,343 | 40,131 |
| Impairment charge | | — | — | — | 13,645 |
| Amortization of deferred financing costs | | 337 | 313 | 1,250 | 1,101 |
| Change in fair value of certain derivative instruments | 10 | (4,650) | (4,049) | (9,725) | 881 |
| Amortization of intangible liability | | (530) | (530) | (2,119) | (2,119) |
| Settlements of hedges which do not qualify for hedge accounting | 10 | 4,663 | 4,788 | 18,402 | 19,393 |
| Share based compensation | 11 | 82 | 109 | 460 | 565 |
| Increase in other receivables and other assets | | (7,282) | (7,365) | (810) | (6,952) |
| Increase (decrease) in accounts payable and other liabilities | | 4,063 | (3,124) | 3,958 | (823) |
| Unrealized foreign exchange (gain) loss | | (1) | (14) | 11 | (21) |
| **Net Cash Provided by Operating Activities** | | 14,869 | 11,064 | 83,698 | 74,872 |
| **Cash Flows from Investing Activities** | | | | | |
| Settlements of hedges which do not qualify for hedge accounting | 10 | (4,663) | (4,788) | (18,402) | (19,393) |
| Cash paid for other fixed assets | | — | (2) | — | (59) |
| Cash paid to acquire intangible assets | | — | — | — | (97) |
| Costs relating to drydockings | | (1,184) | (2,666) | (5,914) | (7,705) |
| **Net Cash Used in Investing Activities** | | (5,847) | (7,456) | (24,316) | (27,254) |
| **Cash Flows from Financing Activities** | | | | | |
| Repayments of debt | | (11,080) | (15,341) | (57,936) | (49,157) |
| Issuance costs of debt | | (1,115) | (1,007) | (1,115) | (1,007) |
| Variation in restricted cash | 9 | — | — | 3,024 | — |
| Repayment of preferred shares | 9 | — | — | (3,024) | — |
| **Net Cash Used in Financing Activities** | | (12,195) | (16,348) | (59,051) | (50,164) |
| **Net (Decrease) Increase in Cash and Cash Equivalents** | | (3,173) | (12,740) | 331 | (2,546) |
| **Cash and Cash Equivalents at start of Period** | | 29,318 | 38,554 | 25,814 | 28,360 |
| **Cash and Cash Equivalents at end of Period** | | $ 26,145 | $ 25,814 | $ 26,145 | $ 25,814 |
| **Supplemental information** | | | | | |
| Total interest paid | | $ 4,691 | $ 4,673 | $ 20,105 | $ 19,518 |
| Income tax paid | | $ 19 | $ 13 | $ 69 | $ 144 |

See accompanying notes to interim unaudited consolidated financial statements

**Global Ship Lease, Inc.**

**Interim Unaudited Consolidated Statements of Changes in Stockholders' Equity**

(Expressed in thousands of U.S. dollars except share data)

| | Number of Common Stock at $0.01 Par value | Common Stock | Additional Paid in Capital | Retained Earnings (Accumulated Deficit) | Stockholders' Equity |
|---|---|---|---|---|---|
| **Balance at December 31, 2010** | 54,536,423 | $ 545 | $351,295 | $ (27,276) | $ 324,564 |
| Restricted Stock Units (note 11) | — | — | 565 | — | 565 |
| Class A Shares issued (note 9) | 333,511 | 4 | (4) | — | — |
| Net income for the period | — | — | — | 9,071 | 9,071 |
| **Balance at December 31, 2011** | 54,869,934 | $ 549 | $351,856 | $ (18,205) | $ 334,200 |
| Restricted Stock Units (note 11) | — | — | 460 | — | 460 |
| Class A Shares issued (note 9) | 17,886 | — | — | — | — |
| Net income for the period | — | — | — | 31,928 | 31,928 |
| **Balance at December 31, 2012** | 54,887,820 | $ 549 | $352,316 | $ 13,723 | $ 366,588 |

See accompanying notes to interim unaudited consolidated financial statements

Global Ship Lease, Inc.

Notes to the Interim Unaudited Consolidated Financial Statements

(Expressed in thousands of U.S. dollars)

## 1. General

On August 14, 2008, Global Ship Lease, Inc. (the "Company" or "GSL") merged indirectly with Marathon Acquisition Corp. ("Marathon"), a company then listed on The American Stock Exchange. Following the merger, the Company became listed on the New York Stock Exchange on August 15, 2008.

## 2. Nature of Operations and Basis of Preparation

### (a) Nature of Operations

The Company owns and charters out containerships. All vessels are time chartered to CMA CGM S.A. ("CMA CGM") for remaining terms as at December 31, 2012 ranging from 0.4 to 13.0 years (see note 7).

The following table provides information about the 17 vessels chartered to CMA CGM and which are reflected in these interim unaudited consolidated financial statements.

| Vessel Name | Capacity in TEUs (1) | Year Built | Purchase Date by GSL(2) | Charter Remaining Duration (years) (3) | Daily Charter Rate |
|---|---|---|---|---|---|
| Ville d'Orion (4) | 4,113 | 1997 | December 2007 | 0.40 | $ 9.962 |
| Ville d'Aquarius (5) | 4,113 | 1996 | December 2007 | 0.40 | $ 9.962 |
| CMA CGM Matisse | 2,262 | 1999 | December 2007 | 4.00 | $18.465 |
| CMA CGM Utrillo | 2,262 | 1999 | December 2007 | 4.00 | $18.465 |
| Delmas Keta | 2,207 | 2003 | December 2007 | 5.00 | $18.465 |
| Julie Delmas | 2,207 | 2002 | December 2007 | 5.00 | $18.465 |
| Kumasi | 2,207 | 2002 | December 2007 | 5.00 | $18.465 |
| Marie Delmas | 2,207 | 2002 | December 2007 | 5.00 | $18.465 |
| CMA CGM La Tour | 2,272 | 2001 | December 2007 | 4.00 | $18.465 |
| CMA CGM Manet | 2,272 | 2001 | December 2007 | 4.00 | $18.465 |
| CMA CGM Alcazar | 5,089 | 2007 | January 2008 | 8.00 | $33.750 |
| CMA CGM Château d'lf | 5,089 | 2007 | January 2008 | 8.00 | $33.750 |
| CMA CGM Thalassa | 11,040 | 2008 | December 2008 | 13.00 | $47.200 |
| CMA CGM Jamaica | 4,298 | 2006 | December 2008 | 10.00 | $25.350 |
| CMA CGM Sambhar | 4,045 | 2006 | December 2008 | 10.00 | $25.350 |
| CMA CGM America | 4,045 | 2006 | December 2008 | 10.00 | $25.350 |
| CMA CGM Berlioz | 6,621 | 2001 | August 2009 | 8.75 | $34.000 |

*(1) Twenty-foot Equivalent Units.*

*(2) Purchase dates of vessels related to the Company's time charter business.*

*(3) As at December 31, 2012. Plus or minus 90 days, other than Ville d'Orion and Ville d'Aquarius, at charterer's option.*

*(4) A new charter commenced on September 21, 2012 and will expire on May 23, 2013 plus or minus 22 days at charterer's option.*

*(5) A new charter commenced on September 20, 2012 and will expire on May 23, 2013 plus or minus 22 days at charterer's option.*

## 2. Nature of Operations and Basis of Preparation (continued)

### (b) Basis of Preparation

### (i) Counterparty risk

All of the Company's vessels are chartered to CMA CGM and payments to the Company under the charters are currently its sole source of operating revenue. The Company is consequently highly dependent on the performance by CMA CGM of its obligations under the charters. The container shipping industry is volatile and is currently experiencing a cyclical downturn and many container shipping companies have reported losses.

On February 12, 2013 CMA CGM announced it had finalised its financial restructuring as it had reached agreement with its banks regarding its debt restructuring including a new covenant package taking into account the volatile nature of the container shipping industry. A further part of the restructuring is agreement with the French Fonds Strategique d'Investissement to invest $150 million in bonds redeemable for shares and a further investment by the Yildrim Group of $100 million, also for bonds redeemable for shares.

If CMA CGM ceases doing business or fails to perform its obligations under the charters, the Company's business, financial position and results of operations would be materially adversely affected as it is probable that, even if the Company was able to find replacement charters, such replacement charters would be at significantly lower daily rates and shorter durations. If such events occur, there would be significant uncertainty about the Company's ability to continue as a going concern.

The Company has experienced continued delays in receiving charterhire from CMA CGM, where between one and three instalments have been outstanding. Under the charter contracts charterhire is due to be paid every 15 days in advance on the 1st and 16th of each month. As at December 31, 2012, two periods of charterhire, due on December 1 and December 16, 2012, were outstanding amounting to $12,164. This was received in January 2013. As at close of business on March 8, 2013, the latest practicable date prior to the issuance of these consolidated financial statements, two periods of charterhire, due on February 16 and March 1, 2013, were outstanding amounting to $10,987.

These consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, nor to the amounts and classification of liabilities that may be necessary should the Company be unable to continue as a going concern.

### *(ii) Credit Facility*

A further consequence of the current cyclical downturn is that there have been declines in charter free market values of containerships. Under the terms of the Company's credit facility, the Leverage Ratio, being the ratio of outstanding drawings under the credit facility and the aggregate charter free market value of the secured vessels which are under charter, cannot exceed 75%. On November 30, 2011, due to the declines in market values, the Company agreed with its lenders a waiver of the requirement to perform the Leverage Ratio test until November 30, 2012.

As the Company anticipated, due to continuing poor industry conditions, that the Leverage Ratio as at November 30, 2012 would, if tested, exceed 75%, it agreed with its lenders on November 13, 2012, a further waiver for two years of the requirement to perform the Leverage Ratio test. The next scheduled test will be as at December 1, 2014. As a result of the waiver, debt cannot be accelerated for the Leverage Ratio during the waiver period and debt estimated to be payable after one year is classified as non-current in the consolidated balance sheet and the consolidated financial statements have been prepared assuming that the Company will continue as a going concern.

## 3. Accounting Policies and Disclosure

The accompanying financial information is unaudited and reflects all adjustments, consisting solely of normal recurring adjustments, which, in the opinion of management, are necessary for a fair statement of financial position and results of operations for the interim periods presented. The financial information does not include all disclosures required under United States Generally Accepted Accounting Principles ("US GAAP") for annual financial statements. These interim unaudited consolidated financial statements should be read in conjunction with the Company's financial statements as of December 31, 2011 filed with the Securities and Exchange Commission on April 13, 2012 in the Company's Annual Report on Form 20-F.

*Impairment Testing*

The decline in charter free vessel values referred to in note 2(b)(ii) was seen as an indicator of potential impairment of the carrying value of the Company's vessels. Accordingly, an impairment test, based on expected undiscounted cash flows by vessel, was performed as at December 31, 2011. Based on the assumptions made, the expected undiscounted future cash flows exceeded the vessels' carrying amounts as of December 31, 2011 and accordingly no impairment was recognised.

The agreement of new charters of two of the Company's vessels at rates substantially below the previous rates was seen as an indicator of potential impairment of their carrying value. Accordingly, an impairment test, based on expected undiscounted cash flows by vessel, was performed for these two vessels as at September 30, 2012. Based on the assumptions made, the expected undiscounted future cash flows exceeded the vessels' carrying amounts as at September 30, 2012 and accordingly no impairment was recognised.

Due to continuing poor industry conditions, a further impairment test on a vessel by vessel basis was performed as at December 31, 2012. No impairment has been recognised as, based on the assumptions made, the expected undiscounted future cash flows exceeded the vessels' carrying amounts.

The assumptions used involve a considerable degree of estimation. Actual conditions may differ significantly from the assumptions and thus actual cash flows may be significantly different to those expected with a material effect on the recoverability of each vessel's carrying amount. The most significant assumptions made for the determination of expected cash flows are (i) charter rates on expiry of existing charters, which are based on a reversion to the historical mean for each category of vessel, adjusted to reflect current and expected market conditions (ii) off-hire days, which are based on actual off-hire statistics for the Company's fleet (iii) operating costs, based on current levels escalated over time based on long term trends (iv) dry docking frequency, duration and cost and (v) estimated useful life which is assessed as a total of 30 years. In the case of an indication of impairment, the results of a recoverability test would also be sensitive to the discount rate applied.

*Recently issued accounting standards*

No accounting standards applicable to the Company have been issued since December 31, 2011.

Management do not believe that any other recently issued, but not yet effective accounting pronouncements, if currently adopted, would have a material impact on the interim unaudited consolidated financial statements of the Company.

(Expressed in thousands of U.S. dollars)

## 4. Vessels in Operation, less Accumulated Depreciation

| | **December 31, 2012** | December 31, 2011 |
|---|---|---|
| Cost | $1,014,367 | $1,012,051 |
| Accumulated Depreciation | (158,205) | (122,325) |
| Drydock expenditure – in progress | 232 | 523 |
| **Net book value** | **$ 856,394** | **$ 890,249** |

## 5. Intangible Assets

| | **December 31, 2012** | December 31, 2011 |
|---|---|---|
| Opening balance – vessel purchase options and software development | $ 92 | $ 13,671 |
| Impairment – vessel purchase options | — | (13,645) |
| Additions – software development | — | 71 |
| Depreciation – software development | (19) | (5) |
| **Closing balance** | **$ 73** | **$ 92** |

### VesselPurchase Options

On November 8, 2010, the Company signed agreements with the sellers of two 4,250 TEU newbuildings to terminate the Company's purchase obligations under contracts entered into in September 2008 and grant the Company options to purchase the vessels one year later. Intangible assets relating to these purchase options were recognised at the fair value of the purchase options on the date of the agreement.

The purchase options were to be declared by September 16, 2011 for one vessel and October 4, 2011 for the other. The purchase of these vessels was always predicated on achieving a strong return for shareholders by acquiring the vessels, which had time charters attached, at an attractive price and securing financing on favorable terms. As the Company was unable to obtain committed finance on acceptable terms, the intangible assets relating to these purchase options were written off in the second quarter 2011. The purchase options have lapsed.

## 6. Long-Term Debt

In December 2007 the Company entered into an $800,000 senior secured credit facility with ABN AMRO Bank N.V. (formerly Fortis Bank Nederland N.V.), Citigroup Global Markets Limited (formerly Citibank), HSH Nordbank AG, Sumitomo Mitsui Banking Corporation, KFW Ipex Bank GmbH and DnB NOR Bank ASA. Subsequently, Bank of Scotland plc joined the syndicate until October 2012, when it transferred its exposure to OCM Starfish Debtco S.àr.l.

Amounts borrowed under the credit facility bear interest at U.S. dollar LIBOR plus a margin of 2.50%, 3.00% or 3.50% depending on the Leverage Ratio (being the ratio of the balance outstanding on the credit facility to the aggregate charter free market value of the secured vessels), determined at the end of April, May, August and November each year with updated valuations to be obtained for the tests at the end of April and November.

The Leverage Ratio is not permitted to exceed 75%.

Further to an amendment to the credit facility agreed in August 2009, between June 30, 2010 and April 30, 2011, borrowings under the credit facility were repaid quarterly in an amount equal to free cash in excess of $20,000 determined as at the previous month end subject to a minimum of $40,000 repayment a year on a rolling 12 month trailing basis. On this basis, a repayment of $13,816 was made on March 31, 2011.

(Expressed in thousands of U.S. dollars)

## 6. Long-Term Debt (continued)

At April 30, 2011 the Leverage Ratio was less than 75% and greater than 65%. Accordingly, from that date (i) interest margin paid on borrowings was 3.00% (ii) prepayments of borrowings were fixed at $10,000 per quarter, and (iii) the Company was able to make dividend payments to common shareholders. On this basis, further repayments of $10,000 were made on both June 30, 2011 and September 30, 2011.

Due to the downturn after April 2011 in charter free market values of containerships, on November 30, 2011 the Company obtained a waiver from its lenders of the requirement to perform the Leverage Ratio test until November 30, 2012. Accordingly from November 30, 2011 (i) the interest margin on borrowings reverted to 3.50% (ii) prepayments of borrowings were made quarterly in an amount equal to free cash in excess of $20,000 determined as at the previous month end subject to a minimum of $40,000 repayment a year on a rolling 12 month trailing basis, rather than a fixed amount per quarter, and (iii) the Company was unable to make dividend payments to common shareholders. Repayments were made of $15,341 on December 30, 2011, $11,788 on March 30, 2012, $12,068 on June 29, 2012 and $23,000 on September 28, 2012.

As the Company anticipated, due to continuing poor industry conditions, that the Leverage Ratio as at November 30, 2012 would, if tested, exceed 75%, it agreed with its lenders on November 13, 2012, a further waiver for two years of the requirement to perform the Leverage Ratio test. Accordingly, the next scheduled test will be as at December 1, 2014. In the waiver period, the fixed interest margin to be paid over LIBOR is 3.75%, prepayments are based on cash flow, as in the previous waiver, and dividends on common shares cannot be paid. As a result of the new waiver, debt cannot be accelerated for the Leverage Ratio during the waiver period and debt estimated to be payable after one year is classified as non-current in the consolidated balance sheet. It was also agreed that all secured vessels will be included in the Leverage Ratio test, whether they are subject to a charter or not. Under the terms of the new waiver, a repayment of the credit facility was made of $11,080 on December 31, 2012.

The final maturity date of the credit facility is August 14, 2016 at which point any remaining outstanding balance must be repaid.

The credit facility is secured by, inter alia, first priority mortgages on each of the Company's 17 vessels, a pledge of shares of the vessel owning subsidiaries as well as assignments of earnings and insurances. The financial covenants in the credit facility are: a) a minimum cash balance of the lower of $15,000 or six months net interest expense; b) net debt to total capitalization ratio not to exceed 75%; c) EBITDA to debt service, on a trailing four-quarter basis, to be no less than 1.10 to 1; and d) a minimum net worth of $200,000 (with all terms as defined in the credit facility).

Long-term debt is summarized as follows:

| | **December 31, 2012** | December 31, 2011 |
|---|---|---|
| Credit facility, at LIBOR USD + 2.50% to 3.75% | $ 425,676 | $ 483,612 |
| Less current instalments of long-term debt | (50,572) | (46,000) |
| | **$ 375,104** | **$ 437,612** |

Based on (i) management's reasonable estimate of cash flows from January 1, 2013 and (ii) the waiver of the requirement to test the Leverage Ratio until December 1, 2014 at which point it is assumed to be less than 75% meaning that the Company will be able to comply with the leverage ratio covenant at its next measurement date, the estimated repayments in each of the relevant periods are as follows:

| **Year ending December 31,** | |
|---|---|
| 2013 | $ 50,572 |
| 2014 | 52,441 |
| 2015 | 40,000 |
| 2016 | 282,663 |
| | **$425,676** |

The amount of excess cash generated may vary significantly from management's estimates and consequently the repayment profile of outstanding debt may be significantly different from that presented.

(Expressed in thousands of U.S. dollars)

## 7. Related Party Transactions

CMA CGM is presented as a related party as it was, until the merger referred to in Note 1, the parent company of Global Ship Lease, Inc. and at December 31, 2012 is a significant shareholder of the Company, owning Class A and Class B common shares representing a 45% voting interest in the Company.

Amounts due to and from CMA CGM companies are summarized as follows:

| | December 31, 2012 | December 31, 2011 |
|---|---|---|
| Current account (below) | $ 7,077 | $ 2,597 |
| **Amounts due to CMA CGM companies presented within liabilities** | **$ 7,077** | **$ 2,597** |
| Current account (below) | $ 14,413 | $ 13,911 |
| **Amounts due from CMA CGM companies presented within assets** | **$ 14,413** | **$ 13,911** |

CMA CGM charters all of the Company's vessels and one of its subsidiaries provides the Company with ship management services. The current account balances at December 31, 2012 and December 31, 2011 relate to amounts payable to or recoverable from CMA CGM group companies.

CMA CGM holds all of the Series A preferred shares of the Company. During the three months to December 31, 2012, the Company incurred costs in respect of dividends on these preferred shares of $272 (2011: $292). Costs during the year to December 31, 2012 were $1,161 (2011: $1,125).

### Time Charter Agreements

All of the Company's vessels are time chartered to CMA CGM. Under each of the time charters, hire is payable in advance and the daily rate is fixed for the duration of the charter. The charters are for remaining periods as at December 31, 2012 of between 0.4 and 13.0 years. All the $1,049,240 maximum contracted future charter hire receivable for the fleet set out in note 8 relates to the 17 vessels currently chartered to CMA CGM.

### Ship Management Agreements

The Company outsources day to day technical management of its 17 vessels to a ship manager, CMA Ships, a wholly owned subsidiary of CMA CGM. The Company pays CMA Ships an annual management fee of $114 per vessel and reimburses costs incurred on its behalf, mainly being for the provision of crew, lubricating oils and routine maintenance. Such reimbursement is subject to a cap, depending on the vessel, of between $5.4 and $8.8 per day per vessel. The impact of the cap is determined quarterly and for the fleet as a whole. Ship management fees expensed for the three months and year ended December 31, 2012 amounted to $484 (2011: $484) and $1,938 (2011: $1,938) respectively.

Except for transactions with CMA CGM companies, the Company did not enter into any other related party transactions.

(Expressed in thousands of U.S. dollars except share data)

## 8. Commitments and Contingencies

### Charter Hire Receivable

The Company has entered into time charters for all of its vessels. The charter hire is fixed for the duration of the charter. The maximum contracted future charter hire receivable (not allowing for any offhire) for the fleet of 17 vessels as at December 31, 2012 is as follows:

| Year ending December 31, | Fleet as at December 31, 2012 |
|---|---|
| 2013 | 138,781 |
| 2014 | 135,952 |
| 2015 | 135,952 |
| 2016 | 135,013 |
| 2017 | 107,811 |
| Thereafter | 395,731 |
| | **$1,049,240** |

## 9. Share Capital

At December 31, 2012 the Company had two classes of common shares. The rights of holders of Class B common shares are identical to those of holders of Class A common shares, except that the dividend rights of holders of Class B common shares are subordinated to those of holders of Class A common shares. Dividends, when declared, must be paid as follows:

- firstly, to all Class A common shares at the applicable rate for the quarter;
- secondly, to all Class A common shares until they have received payment for all preceding quarters at the rate of $0.23 per share per quarter;
- thirdly, to all Class B common shares at the applicable rate for the quarter;
- then, to all Class A and B common shares as if they were a single class.

The Class B common shares remain subordinated until the Company has paid a dividend at least equal to $0.23 per quarter per share on both the Class A and Class B common shares for the immediately preceding four-quarter period. Due to the requirements described above, Class B common shares cannot receive any dividend until all Class A common shares have received dividends representing $0.23 per share per quarter for all preceding quarters. The last quarter for which a dividend was paid was fourth quarter 2008. Should the notional arrearages of dividend on the Class A common shares be made up and a dividend at the rate of $0.23 per share be paid for four consecutive quarters, the Class B common shares convert to Class A common shares on a one-for-one basis. Also, each Class B common share will convert into a Class A common share on a change of control of the Company.

Restricted stock units are granted periodically to the Directors and management, under the Company’s 2008 Equity Incentive Plan, as part of their compensation arrangements (see note 11).

The Series A preferred shares rank senior to the common shares and are mandatorily redeemable in 12 quarterly instalments commencing August 31, 2016. They are classified as a long-term liability. The dividend that preferred shares holders are entitled to is presented as part of interest expense.

Total proceeds received in 2008, and recorded as restricted cash, from the exercise of Public Warrants prior to their expiry was $3,027 (December 31, 2011: $3,027). These proceeds were to be used to redeem the Series A preferred shares with a minimum redemption amount of $5,000. As part of the replacement time charters agreed in September 2012 for the Ville d’Aquarius and the Ville d’Orion, the Company accelerated the redemption of 63 Series A preferred shares of $48 each for $3,024.

There are 6,188,088 Class A Warrants outstanding which expire on September 1, 2013 and give the holders the right to purchase one Class A common share at a price of $9.25.

(Expressed in thousands of U.S. dollars except share data)

## 10. Interest Rate Derivatives and Fair Value Measurements

The Company is exposed to the impact of interest rate changes on its variable rate debt. Accordingly, the Company has entered into interest rate swap agreements to manage the exposure to interest rate variability. As of December 31, 2012 a total of $580,000 of debt was swapped into fixed rate debt at a weighted average rate of 3.59%. $253,000 of swaps at a fixed rate of 3.40% expire on March 17, 2013. None of the Company's interest rate agreements qualify for hedge accounting and therefore the net changes in the fair value of the interest rate derivative assets and liabilities at each reporting period are reflected in the current period operations as unrealized gains and losses on derivatives. Cash flows related to interest rate derivatives (initial payments for the derivatives and periodic cash settlements) are included within cash flows from investing activities in the consolidated statement of cash flows.

Realized gains or losses from interest rate derivatives are recognized in the statement of income. In addition, the interest rate derivatives are "marked to market" at each reporting period end and are recorded at fair values. This generates unrealized gains or losses. The unrealized gain on interest rate derivatives for the three months ended December 31, 2012 was $4,650 (2011: gain of $4,049). The unrealized gain on interest rate derivatives for the year ended December 31, 2012 was $9,725 (2011: loss of $881).

Derivative instruments held by the Company are categorized as level 2 in the fair value hierarchy. As at December 31, 2012, these derivatives represented a liability of $35,591 (December 31, 2011: $45,316).

## 11. Share-Based Compensation

Share based awards are summarized as follows:

| | Restricted Stock Units | | | |
|---|---|---|---|---|
| | Number of Units | | Weighted Average Fair Value on Grant Date | Actual Fair Value on Vesting Date |
| | Management | Directors | | |
| **Un-Vested as at January 1, 2011** | **260,000** | **58,511** | **$ 4.23** | **n/a** |
| Vested in January 2011 | — | (58,511) | 1.88 | 5.04 |
| Granted on March 17, 2011 | 15,000 | 17,886 | 6.15 | n/a |
| Vested in September 2011 | (206,250) | — | 4.84 | 2.35 |
| Granted on September 2, 2011 | 150,000 | — | 3.07 | n/a |
| Vested in October 2011 | (68,750) | — | 4.84 | 1.96 |
| **Un-Vested as at December 31, 2011** | **150,000** | **17,886** | **$ 3.40** | **n/a** |
| Vested in January 2012 | — | (17,886) | 6.15 | 1.75 |
| Granted on March 13, 2012 | 75,000 | 32,070 | 3.43 | n/a |
| **Un-Vested as at December 31, 2012** | **225,000** | **32,070** | **$ 3.22** | **n/a** |

Using the graded vesting method of expensing the restricted stock unit grants, the calculated weighted average fair value of the stock units is recognized as compensation cost in the consolidated statement of income over the vesting period. During the three months and year ended December 31, 2012, the Company recognized a total of $82 (2011: $109) and $460 (2011: $566) share based compensation cost respectively. As at December 31, 2012, there was a total of $260 unrecognized compensation cost relating to the above share based awards (December 31, 2011: $352). The remaining cost is expected to be recognized over a period of 21 months.

**11. Share-Based Compensation (continued)**

The restricted stock units granted to three members of management on August 14, 2008 were to vest over a period of three years; with a third vesting each year on the anniversary of the merger. The vesting dates were subsequently amended and a total of 260,000 vested annually during September and October of 2009, 2010 and 2011.

The restricted stock units granted to Directors on March 1, 2010 vested in January 2011. The restricted stock units granted to Directors on March 17, 2011 vested in January 2012. The restricted stock units granted to Directors on March 13, 2012 will vest in January 2013.

Restricted stock units granted to one member of management on March 17, 2011 vested during September and October 2011. The restricted stock units granted to four members of management on September 2, 2011 were to vest over two years; half during September and October 2012 and the remaining half during September and October 2013. In March 2012, these grants were amended and restated to provide that vesting would occur only when the individual leaves employment, for whatever reason, provided that this is after September 30, 2012 in respect of half of the grant and after September 30, 2013 for the other half of the grant. The restricted stock units granted to management on March 13, 2012 are expected to vest when the individual leaves employment, provided that this is after September 30, 2014 and is not as a result of resignation or termination for cause.

**12. Earnings per Share**

Basic earnings per common share is presented under the two-class method and is computed by dividing the earnings applicable to common stockholders by the weighted average number of common shares outstanding for the period.

Under the two class method, net income, if any, is first reduced by the amount of dividends declared in respect of common shares for the current period, if any, and the remaining earnings are allocated to common shares and participating securities to the extent that each security can share the earnings assuming all earnings for the period are distributed. For the three months and year ended December 31, 2012, no dividend was declared (2011: nil dividends). The Class B common shareholders' dividend rights are subordinated to those of holders of Class A common shares. Net income for the relevant period is allocated based on the contractual rights of each class of security and as there was insufficient net income to allow any dividend on the Class B common shares no earnings were allocated to Class B common shares.

Losses are only allocated to participating securities in a period of net loss if, based on the contractual terms, the relevant common shareholders have an obligation to participate in such losses. No such obligation exists for Class B common shareholders and, accordingly, losses would only be allocated to the Class A common shareholders.

At December 31, 2012, there were 6,188,088 Class A Warrants to purchase Class A common shares at an exercise price of $9.25 outstanding which are due to expire on September 1, 2013. In addition, there were 257,070 restricted stock units granted and unvested as part of management's equity incentive plan and as part of the Directors' compensation as at the period. As of December 31, 2012 only Class A and B common shares are participating securities.

For the three months ended December 31, 2011, the diluted weighted average number of Class A common shares outstanding is the same as the basic weighted average number of shares outstanding. The diluted weighted average number of shares excludes the outstanding restricted stock units and the outstanding warrants as these would have had an antidilutive effect. For the three months ended December 31, 2012 and the years ended December 31, 2012 and December 31, 2011, the diluted weighted average number of shares includes the incremental effect of outstanding stock based incentive awards but excludes the effect of outstanding warrants as these were antidilutive.

## 12. Earnings per Share (continued)

| (In thousands, except share data) | Three months ended December 31, 2012 | | Three months ended December 31, 2011 | | Year ended December 31, 2012 | | Year ended December 31, 2011 | |
|---|---|---|---|---|---|---|---|---|
| **Class A common shares** | | | | | | | | |
| Weighted average number of common shares outstanding (B) | | 47,481,864 | | 47,460,989 | | 47,481,766 | | 47,262,549 |
| Dilutive effect of share-based awards | | 174,155 | | — | | 152,225 | | 185,463 |
| Common shares and common share equivalents (F) | | 47,656,019 | | 47,460,989 | | 47,633,991 | | 47,448,012 |
| **Class B common shares** | | | | | | | | |
| Weighted average number of common shares outstanding (D) | | 7,405,956 | | 7,405,956 | | 7,405,956 | | 7,405,956 |
| Dilutive effect of share-based awards | | — | | — | | — | | — |
| Common shares (H) | | 7,405,956 | | 7,405,956 | | 7,405,956 | | 7,405,956 |
| **Basic Earnings per Share** | | | | | | | | |
| Net income available to shareholders | $ | 8,121 | $ | 10,860 | $ | 31,928 | $ | 9,071 |
| Available to: | | | | | | | | |
| - Class A shareholders for period | $ | 8,121 | $ | 10,860 | $ | 31,928 | $ | 9,071 |
| - Class A shareholders for arrears | | — | | — | | — | | — |
| - Class B shareholders for period | | — | | — | | — | | — |
| - allocate pro-rata between Class A and B | | — | | — | | — | | — |
| Net income available for Class A (A) | $ | 8,121 | $ | 10,860 | $ | 31,928 | $ | 9,071 |
| Net income available for Class B (C) | | — | | — | | — | | — |
| Basic Earnings per share: | | | | | | | | |
| Class A (A/B) | $ | 0.17 | $ | 0.23 | $ | 0.67 | $ | 0.19 |
| Class B (C/D) | | — | | — | | — | | — |
| **Diluted Earnings per Share** | | | | | | | | |
| Net income available to shareholders | $ | 8,121 | $ | 10,860 | $ | 31,928 | $ | 9,071 |
| Available to: | | | | | | | | |
| - Class A shareholders for period | $ | 8,121 | $ | 10,860 | $ | 31,928 | $ | 9,071 |
| - Class A shareholders for arrears | | — | | — | | — | | — |
| - Class B shareholders for period | | — | | — | | — | | — |
| - allocate pro rata between Class A and B | | — | | — | | — | | — |
| Net income available for Class A (E) | $ | 8,121 | $ | 10,860 | $ | 31,928 | $ | 9,071 |
| Net income available for Class B (G) | | — | | — | | — | | — |
| Diluted Earnings per share: | | | | | | | | |
| Class A (E/F) | $ | 0.17 | $ | 0.23 | $ | 0.67 | $ | 0.19 |
| Class B (G/H) | | — | | — | | — | | — |

## 13. Subsequent Events

There are no subsequent events other than those disclosed elsewhere in these financial statements.