

GLOBAL SHIP LEASE, INC.

CHARTER OF THE ESG (ENVIRONMENTAL, SOCIAL & GOVERNANCE) COMMITTEE

OF THE BOARD OF DIRECTORS

This charter (this “Charter”) of the ESG (Environmental, Social & Governance) Committee (the “Committee”) of the Board of Directors (the “Board”) of Global Ship Lease, Inc. (the “Corporation”) has been adopted by the Board on August 5, 2020.

Mission Statement

The primary purposes of the Committee are to (i) guide, support, and supervise management in developing, articulating, and continuing to evolve, an ESG strategy for the Corporation, (ii) evaluate and recommend ESG initiatives for adoption by the Corporation, (iii) assess ESG risks and opportunities, and (iv) promote ESG practices within the Corporation’s business culture and processes.

Membership

The Committee shall consist of at least three members of the Board.

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’s function is not to replace the Corporation’s management, but rather one of guidance, support, and oversight.

The Committee shall undertake the following activities and have the following authority (in addition to any others that the Board may from time to time delegate to the Committee), in each case subject to the requirements of Marshall Islands law and the Amended and Restated Articles of Incorporation and Third Amended and Restated Bylaws of the Corporation, as they may further be amended from time to time:

1. The Committee shall review and reassess the adequacy of this Charter on an annual basis and shall make recommendations to the Board, as conditions dictate, to update this Charter.
2. The Committee shall review and provide oversight of the Company’s efforts to promote business operations which encourage environmental and social consciousness, including initiatives relating to sustainability, the environment and other social issues.
3. The Committee shall (i) guide, support, and supervise management in developing, articulating, and continuing to evolve, an ESG strategy for the Corporation, (ii) evaluate and recommend ESG initiatives for adoption by the Corporation, (iii) assess ESG risks and opportunities, and (iv) promote ESG practices within the Corporation’s business culture and processes.

4. The Committee shall oversee, and approve, the appointment and compensation of any independent consultant, or specialist, engaged by the Corporation in connection with the development and implementation of its ESG strategy.
5. The Committee shall meet regularly (and, in any event, no less than quarterly) with the management of the Corporation to review and discuss implementation of the ESG strategy.
6. The Committee shall supervise the preparation, and publication, of an annual ESG report by the Corporation and any independent (limited or reasonable) non audit assurance services provided by 3rd parties regarding ESG information included in the annual report;
7. The Committee shall review on an annual basis the actual ESG performance of the Corporation, set targets regarding specific ESG milestones and metrics, and determine corrective actions in case of shortfalls against those targets.
8. The Committee shall review its own performance at least annually.

Committee Structure, Meetings and Operations

The Committee shall designate one member of the Committee to act as its chairperson. The chairperson of the Committee will chair all regular sessions of the Committee. In the absence of the chairperson, the Committee shall select another member to preside. 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 least quarterly 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. 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.

The Committee shall have the authority to delegate to subcommittees of not less than two members of the Committee in its sole discretion.

The Committee chairperson shall prepare and/or approve an agenda in advance of each meeting. 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. Except as expressly provided in this Charter, the Corporation's organizational documents or the Corporation's Corporate Governance Guidelines, or as required by applicable law, regulation or NYSE listing standards, the Committee shall set its own rules of procedure.

Reports

The Committee shall report regularly to the Board including:

1. with respect to any material issues or costs that may arise in connection with the Corporation's ESG strategy;
2. following meetings of the Committee; and
3. 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 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.

Compensation

No member of the Committee may receive, directly or indirectly, any compensation from the Corporation other than (i) fees paid to directors for service on the Board (including customary perquisites and other benefits that all directors receive), (ii) additional fees paid to directors for service on a committee of the Board (including the Committee) and (iii) a pension or other deferred compensation for prior service that is not contingent on future service on the Board.