

**GLOBAL SHIP LEASE, INC.**  
**CHARTER OF THE CONFLICTS COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

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This charter (this “Charter”) of the Conflicts 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 review, evaluate and approve any transaction or other matter referred or disclosed to it where a conflict of interest or potential conflict of interest exists or arises, whether real or perceived.

As used in this Charter, the term “conflicts of interest” refers to (a) any matter that the Board believes may involve a conflict of interest between the Corporation or any of its subsidiaries on the one hand, and Technomar Shipping, Inc. (“Technomar”) or ConChart Commercial, Inc. (“ConChart”) on the other hand, for so long they are related parties of the Corporation, and (b) any material related-party transaction, including transactions between the Corporation and its officers or directors or affiliates of its officers or directors.

***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”) and applicable rules under the Securities Exchange Act of 1934, as amended.

The members of the Committee shall be appointed by the Board from among its members upon recommendation of the Nominating/Corporate Governance Committee. The Board shall have the power at any time to change the members of the Committee or to temporarily substitute for a member of the Committee should such member have a direct or indirect interest in the matter or transaction being considered. Each member of the Committee 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 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 the 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 have all authority necessary to fulfill the Committee's purposes and the duties and responsibilities the Board may assign to it from time to time.
3. For matters and transactions presented to it, the Committee shall determine if the resolution to the conflict of interest is fair and reasonable to the Corporation.
4. The Committee shall review and pre-approve all contractual arrangements between the Corporation and Technomar, or ConChart, or any other party with which there is a conflict of interest, real or perceived.
5. The Committee shall review and pre-approve the exercising or foregoing of any Right of First Refusal, or Right of First Offer, or similar arrangement, that the Corporation might hold in respect of any transaction involving Technomar, or ConChart, or any other party with which there is a conflict of interest, real or perceived.
6. The Committee may obtain advice and assistance from inside or outside legal, technical, financial and other advisors as the Committee deems necessary to carry out its duties, and shall have the authority to select, engage and compensate these advisors without seeking Board approval. The Board shall cause the Corporation to provide appropriate funding, as determined by the Committee, for payment of compensation to any advisors retained by the Committee and for the Committee's ordinary administrative expenses.
7. The Committee shall meet as and when required.
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 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.

Any matters or transactions approved by the Committee shall be conclusively deemed to be fair and reasonable to the Corporation, taking into account the totality of the relationship between the Corporation and the other parties involved, including matters that may be particularly favorable or advantageous to the Corporation.

The Board shall have the authority to override a determination by the Committee. However, a determination by directors who are interested in the matter or transaction determined by the Committee shall be subject to Section 58 of the Marshall Islands Business Corporations Act.

### ***Reports***

The Committee shall report to the Board from time to time in connection with the fulfillment of its responsibilities with respect to conflicts of interest referred to it by the Board for consideration.

### ***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.