

**SEASPAN CORPORATION
CHARTER OF THE NOMINATING & GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

(Adopted as of December 10, 2010 and Amended and Restated on February 26, 2011)

The Board of Directors (the “Board”) of Seaspan Corporation (the “Company”) has designated the Nominating & Governance Committee of the Board (the “Committee”) with responsibility and specific duties as described in this Nominating & Governance Committee Charter (the “Charter”).

I. Purposes

The purposes of the Committee are to:

- A. Advise the Board and make recommendations regarding appropriate corporate governance practices and assist the Board in implementing those practices;
- B. Assist the Board in identifying individuals qualified to become members of the Board, consistent with the criteria approved by the Board, and assisting the Board in the process of the recommendation of director nominees to the Board for election at the annual meetings of shareholders or for appointment to fill vacancies on the Board;
- C. Advise the Board on the results of periodic performance evaluations of the members of the Board and make recommendations to the Board on any consequent improvements that have been identified; and
- D. Perform such other functions as the Board may assign to the Committee from time to time.

II. Membership

The Committee shall consist of up to three members of the Board who shall satisfy the independence requirements of the Securities and Exchange Commission for audit committee eligibility then applicable to the Company. Notwithstanding the foregoing membership requirements, no action of the Committee shall be invalid by reason of any such requirement not being met at the time such action is taken.

The members of the Committee and the Chairman of the Committee shall be appointed by the Board. Any vacancy on the Committee shall be filled by, and any member of the Committee may be removed by, an affirmative vote of a majority of the Board.

III. Authority and Responsibilities

- A. **Authority.** The Committee will advise and make recommendations to the Board on the matters set out in this Charter but is not authorized to take any other action without the approval of the Board. The Committee shall have the sole authority

to engage and terminate any search firm that is used to identify director candidates. The Committee shall have sole authority to approve the search firm's fees and other retention terms and shall have authority to cause the Corporation to pay the fees and expenses of such search firm. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors, to approve the fees and expenses of such outside advisors, and to cause the Corporation to pay the fees and expenses of such outside advisors.

B. ***Responsibilities.*** The Committee shall have the following responsibilities:

Corporate Governance

1. The Committee shall prepare and recommend to the Board for adoption appropriate corporate governance guidelines and consider any other corporate governance issues that arise from time to time and develop appropriate recommendations for the Board.
2. The Committee shall review management's monitoring of the Company's compliance programs and Corporate Code of Business Conduct and Ethics, including a report of violations and waivers of the Corporate Code of Business Conduct and Ethics.

Director Nominations

The Committee shall perform the following actions:

1. Work with the Board to identify individuals qualified to become Board members based on the following criteria, as well as any other criteria the Board deems appropriate:
 - Personal qualities, background and reputation reflecting the highest personal and professional integrity, exceptional talent and judgment, and ability to work with other directors and director nominees to build a Board that is effective and responsive to the needs of the shareholders;
 - Current knowledge of the communities in which the Company does business, the Company's industry, other industries relevant to the Company's business, or other organizations of comparable size;
 - Ability and willingness to commit adequate time to the Board and committee matters;
 - Diversity of viewpoints, background, experience and other demographics; and

- The individual's agreement with the Company's Corporate Governance Guidelines.
2. The Committee shall work with the Board to seek and identify qualified director nominees to be recommended to the Board for election at the next annual meeting of shareholders or appointment to serve the remainder of the term of the director position that is vacant. To help identify such a nominee, the Committee will formally solicit recommendations from existing directors and senior management.
 3. The Committee shall treat recommendations for directors that are received from the Company's shareholders equally with recommendations received from any other source; *provided, however*, that in order for such shareholder recommendations to be considered, the recommendations must comply with the procedures outlined in the Company's proxy statement for its annual meeting of shareholders.
 4. If the Company becomes legally required by contract or otherwise to provide third parties with the ability to nominate directors, the selection and nomination of such directors need not be subject to the Committee's nominating process.

Director Independence

Each year, the Committee shall:

1. Review the relationships between the Company and each director and report the results of its review to the Board, which will then determine which directors satisfy the independence standards then applicable to the Company; and
2. Determine whether or not each director serving on a Board committee is independent, disinterested, a non-employee director or an outside director under the standards then applicable to the committees of the Company on which such director is serving or may serve and report the results of its review to the Board, which will then determine which directors qualify as an independent, disinterested, non-employee or outside director under applicable standards.

Committee and Board Performance Evaluations

Each year, the Committee shall:

1. Request that the Chairman of each committee report to the full Board about the committee's annual evaluation of its performance and evaluation of the Charter following the end of each fiscal year; and

2. Receive comments from all directors and report to the full Board with an assessment of the performance of the Board and the Board's committees following the end of each fiscal year.

IV. Procedures

- A. **Meetings.** The Committee shall establish a meeting calendar annually and otherwise hold meetings as necessary or appropriate.
- B. **Quorum and Approval.** A majority of the Committee's members shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.
- C. **Reports.** The Committee shall maintain minutes of its meetings and make regular oral or written reports to the Board, directly or through its Chairman, of its actions and any recommendations to the Board.
- D. **Fees; Reimbursement of Expenses.** Each member of the Committee, as well as the Chairman, shall be paid the fee set by the Board for his or her services as a member, or Chairman, as the case may be, of the Committee. Subject to the Company's Corporate Governance Guidelines and other policies, Committee members, including the Chairman, will be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as Committee members.
- E. **Review of Charter.** Each year the Committee shall review the need for changes in this Charter and recommend any proposed changes to the Board for approval.
- F. **Performance Review.** Each year, the Committee shall review and evaluate its own performance and shall submit itself to the review and evaluation of the Board.