



**SEASPAN CORPORATION
CHARTER OF THE GOVERNANCE AND CONFLICTS COMMITTEE
OF THE BOARD OF DIRECTORS**

(Dated April 24, 2015)

The Board of Directors (the “Board”) of Seaspan Corporation (the “Corporation”) originally charged the Audit Committee with conducting an appropriate review of all of the Corporation’s related party transactions and matters incidental thereto. In 2009, the Board established the Conflicts Committee to relieve the Audit Committee of its responsibility of reviewing all related party transactions. In 2015, the Board added oversight of the Corporation’s corporate governance to the responsibilities of the Conflicts Committee and, accordingly, changed the name of the Conflicts Committee to the Governance and Conflicts Committee (the “Committee”). The Committee has the authority, responsibility and specific duties described in this Governance and Conflicts Committee Charter (the “Charter”).

Purposes

The purposes of the Committee are to:

1. Advise the Board and make recommendations regarding appropriate corporate governance practices, including director education, and assist the Board in implementing those practices;
2. 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;
3. Conduct an appropriate review of all of the Corporation’s (a) related party transactions, (b) potential conflicts of interest situations and (c) other matters under consideration by the independent directors (the “Related Party Transactions”); and
4. Perform such other functions as the Board may assign to the Committee from time to time.

Composition

The Committee shall consist of at least three members, all of whom must be members of the Board, but not officers of the Corporation. One of the members shall serve as the chair of the Committee. In addition, each member of the Committee shall satisfy the independence requirements of the Securities and Exchange Commission for audit committee eligibility applicable to the Corporation as set forth in the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder.

The Board shall appoint the members of the Committee. The chair of the Committee shall be designated by the Board or, if no such designation is made, shall be selected by the affirmative vote of a majority of the members of the Committee. The Board may remove or replace the chair and any other member of the Committee at any time by the affirmative vote of a majority of the members of the Board.

Authority and Responsibilities – Governance

The Committee shall advise and make recommendations to the Board on the matters set out in this Charter in regard to governance, but is not authorized to take any other action in regard to governance without the approval of the Board.

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 Corporation'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.
3. The Committee shall review and recommend director education opportunities and policies.

Director Independence

4. Each year, the Committee shall review the relationships between the Corporation 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 Corporation and each of the Board's committees.

Committee and Board Performance Evaluations

5. Each year, the Committee shall:
 - (a) Request that the chair of each committee report to the full Board about the committee's annual evaluation of its performance and evaluation of its charter following the end of each fiscal year; and
 - (b) 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.

Authority and Responsibilities – Conflicts

1. The Committee shall have authority to: (a) to review and to evaluate the terms and conditions, and to determine the advisability of any Related Party Transaction; (b) to negotiate the terms and conditions of any Related Party Transaction and, if the Committee deems appropriate, but subject to the limitations of applicable law, to approve the execution and delivery of documents in connection with any Related

Party Transaction on behalf of the Corporation; (c) to determine whether the relevant Related Party Transaction is fair to, and in the best interests of, the Corporation and its shareholders; and (d) to recommend to the full Board what action, if any, should be taken by the Board with respect to any Related Party Transaction.

2. The Committee shall have authority to retain independent legal counsel to advise it and assist it in connection with fulfilling its duties as delegated by the Board. The Committee shall have authority to retain such other consultants and agents, including, without limitation, independent investment bankers, as the Committee may deem necessary or appropriate to advise it and assist it in connection with fulfilling its duties as delegated by the Board and to perform such services and render such opinions as may be necessary or appropriate in order for the Committee to discharge such duties.
3. The Committee shall have authority to enter into contracts providing for the retention, compensation, reimbursement of expenses, and indemnification of such legal counsel, investment bankers, consultants, and agents as the Committee may in its sole discretion deem necessary or appropriate. If the Committee enters into such contracts, the Corporation will pay all fees, expenses, and disbursements of such legal counsel, investment bankers, consultants, and agents and shall honor all other obligations of the Corporation under such contracts. Any such contract entered into by the Committee will be approved, adopted, confirmed and ratified by the Board, and, to the extent necessary or advisable, any one director or officer of the Corporation may execute any such contract, for and on behalf of the Corporation, and the execution thereby by any such director or officer shall constitute approval thereof by the Board and shall represent the Corporation's acknowledgment and acceptance of the terms and conditions thereof.
4. The Committee shall have authority to solicit the views of the Corporation's executive, financial, and other officers regarding the terms and conditions of any Related Party Transaction to assist the Committee in its review and evaluation of such terms and conditions, including the views of such officers on any reports, studies, or similar information pertaining to any Related Party Transaction prepared or submitted to the Committee by its investment bankers, consultants, and other agents.

Procedures

1. *Meetings.* The Committee shall meet as often as may be deemed necessary or appropriate in its judgment at the call of its chair, two or more members of the Committee or the Chairman of the Board. Meetings may, at the discretion of the Committee, include members of the Corporation's management, legal counsel, independent consultants, and such other persons as the Committee or its chair may determine. The Committee may meet in person, by telephone conference, or in any other manner in which the Board is permitted to meet under the Corporation's bylaws.
2. *Quorum and Approval.* A majority of the members of the Committee, present in person or by telephone conference, 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.

3. *Rules.* The Committee may determine additional rules and procedures, including designation of a chair *pro tempore* in the absence of the chair and designation of a secretary of the Committee at any meeting thereof.
4. *Reports.* The Committee shall make regular reports to the Board, directly or through the chair.
5. *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.
6. *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.
7. *Fees.* Each member of the Committee shall be paid the fee set by the Board for his or her services as a member of, or chair of, the Committee.