



**SEASPAN CORPORATION  
CHARTER OF THE EXECUTIVE COMMITTEE OF THE  
BOARD OF DIRECTORS**

**(Dated April 10, 2017)**

The Board of Directors (the “Board”) of Seaspan Corporation (the “Corporation”) has established the Executive Committee (the “Committee”) of the Board with the authority, responsibility and specific duties described in this Executive Committee Charter (the “Charter”).

**Purpose**

The purpose of the Committee shall be to support the efficient functioning of the Board by (1) identifying, evaluating and coordinating, on behalf of the Board, such matters as the Committee determines should be preliminary considered by the Committee prior to consideration of such matters by the full Board, and advising the Board on such matters, (2) monitoring the transition of executive officers and members of senior management and recommending to the Board any proposed hiring and firing of the CEO (or equivalent) and approving the hiring and firing by the CEO of any other senior management member unless such proposed hiring or firing is otherwise approved, rejected or directed by the Board following notice to the Board, (3) advising senior management with respect to capital formation and liquidity needs, (4) aiding the Board in handling matters as to which, subject to applicable law, the Board may expressly delegate authority to approve to the Committee from time to time and (5) reviewing and providing input to senior management regarding material Corporation policies, plans or proposals prior to submission of such items to the full Board for consideration.

**Composition**

The Committee shall consist of two members, who initially shall be Larry Simkins and Gerry Wang. No later than May 15, 2017, the Committee shall then and thereafter consist of three members, who initially shall be Larry Simkins, Gerry Wang and, if appointed or elected as a member of the Board, David Sokol.

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. The initial chair of the Committee is Larry Simkins.

**Authority and Responsibilities**

1. During the interval between meetings of the Board, the Committee may identify, evaluate and coordinate, on behalf of the Board, such matters as the Committee determines should be preliminary considered by the Committee prior to consideration of such matters by the full Board, and the Committee shall advise the Board on such matters.

2. Subject to general oversight by the Board, the Committee shall be responsible for monitoring the transition of executive officers and members of senior management and shall (i) recommend to the Board any proposed hiring and firing of the CEO (or equivalent), which shall thereafter be subject to and require approval of the Board, and (ii) approve the hiring and firing by the CEO of any other senior management member unless such proposed hiring or firing is otherwise approved, rejected or directed by the Board following notice to the Board.



3. Advising senior management on capital formation and liquidity needs.
4. Aiding the Board in handling matters as to which the Board may expressly delegate authority to approve to the Committee from time to time; provided, however, that the Committee shall not have the power or authority of the Board in reference to (1) approving or adopting, or recommending to the shareholders, any action or matter expressly required by the Marshall Islands Business Corporations Act to be submitted to shareholders for approval, (2) filling of vacancies in the Board or in a committee, (3) fixing the compensation of the directors for serving on the Board or any other committee, (4) amending or repealing the bylaws, or adopting new bylaws, (5) amending or repealing any resolution of the Board which by its terms shall not be so amendable or repealable, (6) declaring a dividend or other distribution on or involving Corporation capital stock or (7) except within limits prescribed by the Board, authorizing or approving the issuance or a re-acquisition of Corporation securities.
5. Without otherwise limiting the right of the Board to access and make requests of senior management, the Committee shall review and provide input to senior management regarding material Corporation policies, plans or proposals prior to submission of such items to the full Board for consideration.
6. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
7. The Committee shall make regular reports to the Board, at least as frequently as at each regularly scheduled meeting of the Board.
8. The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
9. The Committee shall annually review its own performance.

Except to the extent the Board may expressly delegate authority to the Committee from time to time to approve any of the foregoing matters or actions and except as otherwise expressly contemplated by this Charter, the Committee shall only advise or recommend to the Board, and not approve, any such matters or actions.

The Committee shall not review, evaluate, negotiate or approve any related party transactions or potential conflict of interest situations, all of which shall be reviewed, evaluated, negotiated or approved by the Board's Governance and Conflicts Committee.

### **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, or 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, independent consultants, and such other persons as the Committee or its chair may determine. The Committee may meet in person, by telephone conference call, or in any other manner in which the Board is permitted to meet under the Corporation's bylaws, but the Committee shall strive to meet in person whenever possible.



2. *Quorum and Approval.* A majority of the members of the Committee 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 or any meeting thereof.
4. *Reports.* The Committee shall maintain minutes of its meeting and make regular oral or written reports to the Board, directly or through the Chair, of its actions and any recommendations to the Board.
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 non-employee 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.