



## PROCEDURE FOR COMPLAINTS

### REGARDING ACCOUNTING AND OTHER MATTERS

#### I. Statement of Principles

The Audit Committee (the “Committee”) has adopted the following procedures (the “Policy”) for the receipt, retention, investigation and treatment of complaints received by Seaspan Corporation (the “Corporation”) regarding (i) accounting, internal accounting controls, auditing matters (“Accounting Matters”); (ii) other legal and regulatory matters (“Legal Matters”); (iii) alleged retaliation against employees and other persons who make, in good faith, allegations relating to Accounting Matters or Legal Matters (“Retaliatory Act”) and (iv) the confidential, anonymous submissions by employees of concerns regarding Accounting Matters, Legal Matters or Retaliatory Acts.

Any employee of the Corporation may submit a good faith complaint regarding Accounting Matters, Legal Matters and Retaliatory Acts pursuant to this Policy without fear of dismissal or retaliation of any kind.

The Corporation is committed to achieving compliance with all applicable laws, rules, regulations, standards and policies, including securities laws and regulations, accounting standards, accounting controls and audit practices. The Committee will oversee treatment of employee concerns in this area.

The Corporation will create and post on its website designated mail and e-mail addresses and a telephone number for receiving complaints regarding Accounting Matters, Legal Matters and Retaliatory Acts.

#### II. Scope of Matters Covered by These Procedures

These procedures cover employee complaints relating to any questionable Accounting Matter, Legal Matter and Retaliatory Act, including, without limitation, the following:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any of the Corporation’s financial statements;
- Fraud or deliberate error in the recording and maintaining of the Corporation’s financial records;
- Deficiencies in or noncompliance with the Corporation’s internal accounting controls;
- Misrepresentation or a false statement to or by a senior officer or accountant regarding a matter contained in the Corporation’s financial records, financial statements or audit reports; and
- Deviation from full and fair reporting of the Corporation’s financial condition;
- Possible non-compliance with applicable legal and regulatory requirements or the Corporation’s Code of Business Conduct and Ethics; and
- Alleged retaliation against employees and other persons who make good faith allegations relating to Accounting Matters or Legal Matters.

#### III. Receipt of Employee Complaints

1. Employees with allegations regarding Accounting Matters, Legal Matters or Retaliatory Acts may report their concerns to the Corporation’s Legal Department or the Chair of the Committee (either one, as the case may be, the “Designated Recipient”) openly, confidentially or anonymously, by mail as follows:

Legal Department/Chair of the Audit Committee  
Personal & Confidential  
Seaspan Corporation  
c/o 2600-200 Granville Street  
Vancouver, BC V6C 1S4

2. In addition, employees may forward complaints on a confidential or anonymous basis by calling or e-mailing our compliance hotline as follows:
  - Compliance hotline telephone number:  
(604) 638-2624
  - Compliance hotline e-mail address:  
[ethics\\_hotline@seaspancorp.com](mailto:ethics_hotline@seaspancorp.com)
3. Any other interested party may report allegations regarding Accounting Matters, Legal Matters or Retaliatory Acts to the Corporation's Legal Department or the Chair of the Committee as set forth in Sections 1 and 2 above. Any such report must be accompanied by the name of the person submitting the report.
4. The reports should be factual rather than a speculative or conclusory, and should contain as much specific information as possible to allow for proper assessment. In addition, all reports should contain sufficient corroborating information to support the commencement of an investigation, including, for example, the names of individuals suspected of violations, the relevant facts of the violations, how the complainant became aware of the violations, any steps previously taken by the complainant, who may be harmed or affected by the violations, and, to the extent possible, an estimate of the misreporting or losses to the Corporation as a result of the violations.

#### **IV. Treatment of Complaints**

Upon receipt of a complaint, the Designated Recipient will (1) determine whether the complaint actually pertains to Accounting Matters, Legal Matters or a Retaliatory Act and (2) when possible, acknowledge receipt of the complaint to the sender. If the Corporation's counsel receives a complaint that pertains to Accounting Matters, they will provide the details of such complaint to the Chair of the Audit Committee.

Complaints relating to Accounting Matters, Legal Matters or a Retaliatory Act will be reviewed under the Committee's oversight by the Corporation's counsel and such other persons as the Committee determines to be appropriate (any such person, an "Other Investigator"). Confidentiality will be maintained to the fullest extent possible, consistent with legal requirements and the need to conduct an adequate review. The Committee may retain outside counsel or other advisors to participate in any part of the process of resolving a complaint.

All complaints sent to the Designated Recipient must promptly undergo an initial review by the Corporation's counsel and the Other Investigator, as the case may be, who must:

1. promptly forward to the Committee any report involving the Corporation's senior official or having an actual or potential misreporting or loss to the Corporation that could otherwise have a material adverse effect on the Corporation's reputation or financial statements; and
2. promptly determine whether to commence an investigation of all other reports:
  - a. Counsel of the Corporation or the Other Investigator may, in his/her reasonable discretion, determine not to commence an investigation if the report contains only unspecified or broad allegations of wrongdoing without appropriate informational support



or if the report is not credible. This decision and the reasons for the decision shall be reported to the Committee at its next ordinary meeting and shall, to the extent appropriate, be made known to the complainant who submitted the report. The Committee may, however, not accept this decision, in which case it will determine whether the Committee, counsel of the Corporation or the Other Investigator will investigate the report; and

- b. If counsel or the Other Investigator determines that an investigation must be conducted, he/she will promptly commence the investigation. Counsel of the Corporation or the Other Investigator shall report the findings of the investigations conducted to the Committee no later than the next ordinary meeting of the Committee, if possible.

The Corporation will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of the employee with respect to good faith reporting of complaints regarding Accounting Matters or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002.

#### **V. Reporting and Retention of Complaints and Investigations**

Each complaint will be tracked and handled by the Corporation's counsel or the Designated Recipient at the direction of the Committee. The Corporation shall retain copies of the reports for a period of seven years, unless notified by counsel for the Corporation of an extended retention period.

#### **VI. Amendments**

The Committee shall review the Policy annually and may amend it at any time, consistent with requirements of applicable laws, rules and regulations.

Amended: July 26, 2018