



## Statement of Seaspan Insider Trading Policy

**To:** All Employees, Officers and Directors  
**From:** Chief Executive Officer  
**Re:** Statement of Seaspan Policy Regarding Securities Trades by Seaspan Employees, Officers and Directors (the "Trading Policy")

### Summary Statement

No Seaspan employee, officer or director, whether or not a citizen of the United States, (the "Covered Persons") may, directly or indirectly, purchase or sell any security while aware of material non-public information (known as "inside information") regarding such security, whether or not such information was obtained in the course of employment. The Company may also determine that other persons should be subject to this policy, such as contractors or consultants who have access to material non-public information, and such designated persons will also be Covered Persons under this policy. This prohibition extends to communicating such inside information to others with respect to trading in securities based on such information (known as "tipping"), and covers securities of Seaspan and of other issuers.

### Practice

For purposes of this Trading Policy, "material" information means information relating to an issuer of securities, its business operations or its securities, the public dissemination of which would be likely to affect the market price of any of its securities, or which would likely be considered important by a reasonable investor in determining whether to buy, sell or hold such securities. The source of the material information is irrelevant.

"Non-public information" means information that has not been widely disseminated to the public (e.g., through the television, radio or print media of wide circulation, the Dow Jones broad tape or through widely circulated disclosure documents filed with the Securities and Exchange Commission ("SEC") such as prospectuses or proxy statements). Information that is available only to a select group of analysts, brokers or institutional investors and undisclosed facts or rumors, even if widely circulated, constitute "non-public" information.

This Trading Policy extends to all members of the household of the Covered Persons irrespective of whether such individuals are citizens of the United States.

The purchase or sale of securities while aware of material non-public information, or the disclosure of material non-public information to others who then trade in Seaspan's securities, is prohibited by the U.S. federal and state securities laws and the securities laws of other countries. Insider trading violations are investigated by the SEC and the Financial Industries Regulatory Authority, and violations are pursued vigorously by the SEC and the U.S. Department of Justice and are punished severely. While the regulatory authorities concentrate their efforts on the individuals who trade, or who tip inside information to others who trade, the U.S. federal securities laws also impose potential liability on companies and other "controlling persons" if they fail to take reasonable steps to prevent insider trading by company personnel.

Seaspan's Board of Directors (the "Board") has adopted this Trading Policy both to satisfy Seaspan's obligation to prevent insider trading and to help Seaspan personnel avoid the severe consequences associated with violations of the insider trading laws. The Trading Policy also is intended to prevent even the appearance of improper conduct on the part of anyone employed by or associated with Seaspan (not just so-called insiders). We have all worked hard over the years to establish a reputation for integrity and ethical conduct, and we cannot afford to have that reputation damaged.

As a condition of employment with, or in connection with appointment to the Board of, Seaspan, every Covered Person is required to read, understand and agree to be bound by this Trading Policy throughout the term of their employment with, or in connection with appointment to the Board of, Seaspan. Every employee will also be required to sign the Acknowledgement of Compliance attached hereto as a condition of employment. Seaspan will require annual certifications from all Covered Persons that they have re-read, understand and have complied with this Trading Policy.

**This Trading Policy applies to you and all members of your household irrespective of whether you and/or such individuals are citizens of the United States.**

**Failure to comply with this Trading Policy can have serious consequences for the individuals who fail to comply and for Seaspan.**

**Post-Termination Transactions.** This Trading Policy continues to apply to your transactions in any securities even after termination of employment. If you are aware of material non-public information when your employment terminates, you may not trade in those securities until that information has become public or is no longer material.

**Company Assistance.** Any person who has a question about this Trading Policy or its application to any proposed transaction may obtain additional guidance from the Legal Department, who may be contacted by telephone at +604-638-2575 or by email at [legal@seaspanltd.ca](mailto:legal@seaspanltd.ca).

**Individual Responsibility.** Ultimately, the responsibility for adhering to this Trading Policy and avoiding unlawful transactions rests with the individual Covered Persons. Any action on the part of the Company, the Legal Department or any other employee or director pursuant to this Trading Policy or otherwise) does not in any way constitute legal advice or insulate an individual from liability under applicable securities laws.

#### **You May Not Trade on Material, Non-Public Information**

- If you are aware of any material information relating to Seaspan or any company, whether or not it is a public company, that has not been made available to the public through such media as Dow Jones, The Wall Street Journal, the Associated Press or other similar news services for at least one business day, you must not trade directly or indirectly in the debt or equity securities (or options, warrants or similar instruments related to such securities) of any such company, and you must not disclose such information to another person who may trade in such securities.
- If you are aware of any material, non-public information, trading by your spouse, minor child or other family members living in your household, anyone else who lives in your household, and any family members who do not live in your household but whose transactions in a company's securities are directed by you or are subject to your influence or control (such as

parents or children who consult with you before they trade in a company's securities) is likewise prohibited and can give rise to legal and Seaspan-imposed sanctions.

- This Trading Policy also applies to any entities that you influence or control, including any corporations, partnerships or trusts, and transactions by these entities should be treated for the purposes of this Trading Policy and applicable securities laws as if they were for your own account.

### **You May Not Disclose Material, Non-Public Information to Anyone Outside Seaspan**

- Covered Persons should not discuss material, non-public information with anyone outside Seaspan. Inquiries from third parties, such as industry analysts or members of the media, about Seaspan should be directed to Seaspan's Legal Department.
- You must take precautions to safeguard material, non-public information. Accordingly, you should conduct business and other activities so as not to risk inadvertent disclosure of material information. Material, non-public information should not be discussed with other Covered Persons not working on such matters or with friends or relatives, including those living in the same household as a Seaspan Covered Person.
- You should assume that information is material if a reasonable investor would consider the information to be important in deciding whether to buy, sell, or hold securities of the relevant company or if disclosure of such information would be likely to result in a change in the price of the traded securities.
- You should consider all information, from whatever source, to be non-public until it has been made available to investors through such media as Dow Jones, The Wall Street Journal, the Associated Press or other similar news services for at least one business day.

### **You May Not Trade in the Securities of Seaspan Near Earnings Announcements**

- If you are employed in a position as set out in Schedule 1 where you routinely become aware of material non-public information, you and your family members may not trade in any debt or equity security of Seaspan during the period beginning two weeks prior to the last day of any fiscal quarter of Seaspan and ending after the first full business day after the public release of earnings for such quarter.

### **When in Doubt, You Should Consult Seaspan's Legal Department**

- Whenever any Seaspan personnel are confronted with a situation where they have any questions as to what the result should be under these policies and procedures, they should consult Seaspan's Legal Department before executing any trades.

### **Statement of Trading Policies and Procedures**

This Statement consists of six sections: Section I provides an overview; Section II sets forth Seaspan's policies prohibiting insider trading; Section III explains insider trading; Section IV consists of additional prohibited transactions; Section V consists of certain procedures that have been put in place by Seaspan to prevent insider trading; and Section VI consists of an explanation of permitted transactions in Seaspan securities that are not subject to this Trading Policy.

## I. SUMMARY

Preventing insider trading is necessary to comply with the U.S. federal and state securities laws and the securities laws of other countries and to preserve the reputation and integrity of Seaspan. “Insider trading” occurs when any person purchases or sells a security while aware of inside information relating to the security. As explained in Section III below, “inside information” is information that is considered to be both “material” and “non-public.” Insider trading is a crime and the penalties for violating the law include imprisonment, disgorgement of profits, civil fines of up to three times the profit gained or loss avoided, and criminal fines of up to \$5,000,000 for individuals and \$25,000,000 for entities. Insider trading is also prohibited by this Statement and could result in serious sanctions by Seaspan, including dismissal. Supervisors may also be held liable for the conduct of their subordinates.

This Statement applies to all Seaspan Covered Persons, whether or not a citizen of the United States, and extends to all activities within and outside an individual’s duties at, or with respect to, Seaspan. Every Covered Person must review this Statement. Questions regarding the Statement should be directed to Seaspan’s Legal Department.

## II. STATEMENT OF POLICIES PROHIBITING INSIDER TRADING

**General.** It is the policy of Seaspan that no Covered Person who is aware of material non-public information relating to Seaspan or to any other company, whether or not it is a public company, may, directly or through family members or other persons or entities, (a) buy or sell securities of Seaspan or of any other company, whether or not it is a public company, (other than pursuant to a pre-approved trading plan that complies with SEC Rule 10b5-1, as described below in Section V), or engage in any other action to take personal advantage of that information, (b) pass that information on to others outside Seaspan, including family and friends, or (c) recommend the purchase or sale of any securities of Seaspan or of any other company, whether or not it is a public company. In addition, it is the policy of Seaspan that no Covered Person who, in the course of working for Seaspan, learns of material non-public information about a company with which Seaspan does business, including a customer or supplier of Seaspan, may trade in that company’s securities until the information becomes public or is no longer material.

Transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure) are not excepted from the policy. The U.S. federal securities laws do not recognize such mitigating circumstances, and, in any event, even the appearance of an improper transaction must be avoided to preserve Seaspan’s reputation for adhering to the highest standards of conduct.

**Transactions by Family Members.** The insider trading policy also applies to your family members who reside with you, anyone else who lives in your household, and any family members who do not live in your household but whose transactions in a company’s securities are directed by you or are subject to your influence or control (such as parents or children who consult with you before they trade in a company’s securities). You are responsible for the transactions of these other persons (whether or not citizens of the United States) and therefore should make them aware of the need to confer with you before they trade in a company’s securities.

**Disclosure of Information to Others.** Seaspan is required under Regulation FD of the U.S. federal securities laws to avoid the selective disclosure of material non-public information. Seaspan has established procedures for releasing material information in a manner that is designed to achieve broad public dissemination of the information immediately upon its release. You may not, therefore, disclose

information to anyone outside Seaspan, including but not limited to family members, friends, business associates, investors and expert consulting firms other than in accordance with those procedures. You also may not discuss Seaspan or its business in an internet “chat room” or similar internet-based forum.

### III. EXPLANATION OF INSIDER TRADING

As noted above, “insider trading” refers to the purchase or sale of a security while aware of “material” “non-public” information relating to the security. “Securities” include not only stocks, bonds, notes and debentures, but also options, warrants and similar instruments. “Purchase” and “sale” are defined broadly under the U.S. federal securities law. “Purchase” includes not only the actual purchase of a security, but any contract to purchase or otherwise acquire a security. “Sale” includes not only the actual sale of a security, contract to purchase or otherwise acquire a security.

These definitions extend to a broad range of transactions including conventional cash-for-stock transactions, conversions, the grant and exercise of stock options and acquisitions and exercises of warrants or puts, calls, swaps or other options related to a security. It is generally understood that insider trading includes the following:

- trading by insiders while aware of material, non-public information;
- trading by persons other than insiders while aware of material, non-public information where the information either was given in breach of an insider’s fiduciary duty to keep it confidential or was misappropriated; or
- communicating or tipping material, non-public information to anyone, including recommending the purchase or sale of a security while aware of such information.

**What Facts Are Material?** The materiality of a fact depends upon the circumstances. A fact is considered “material” if there is a substantial likelihood that a reasonable investor would consider it important in making a decision to buy, sell or hold a security. Any information that could be expected to affect the market price of the security should be considered material. Material information can be positive or negative and can relate to virtually any aspect of a company’s business or to any type of security, debt or equity.

Examples of material information include (but are not limited to):

- Projections of future earnings or losses, or other earnings guidance;
- Earnings that are inconsistent with the consensus expectations of the investment community;
- Pending or proposed merger, acquisition or tender offer;
- Pending or proposed acquisition or disposition of a significant asset;
- Change in dividend policy, the declaration of a stock split, or an offering of additional securities;
- Change in management;
- Development of a significant new product or process;
- Pending or threatened significant litigant, or the resolution of such litigation;

- Impending bankruptcy or the existence of severe liquidity problems;
- Gain or loss of a significant customer or supplier.

Moreover, material information does not have to be related to a company's business. For example, the contents of a forthcoming newspaper column that is expected to affect the market price of a security can be material.

A good general rule of thumb: when in doubt, do not trade or communicate material non-public information.

**Twenty-Twenty Hindsight.** Remember, anyone scrutinizing your transactions will be doing so after the fact, with the benefit of hindsight. As a practical matter, before engaging in any transaction, you should carefully consider how enforcement authorities and others might view the transaction in hindsight.

**What Is Non-public Information?** Information is "non-public" if it is not available to the general public. In order for information to be considered public, it must be widely disseminated in a manner making it generally available to investors through such media as *Dow Jones*, *Reuters*, *The Wall Street Journal*, *Associated Press*, or *United Press International*. The circulation of rumors, even if accurate and reported in the media, does not constitute effective public dissemination.

**When Information Is "Public."** If you are aware of material non-public information, you may not trade until the information has been disclosed broadly to the marketplace (such as by press release through such media as *Dow Jones*, *Reuters*, *The Wall Street Journal*, *Associated Press*, or *United Press International* or an SEC filing) and the investing public has had time to absorb the information fully. To avoid the appearance of impropriety, as a general rule, information should not be considered fully absorbed by the marketplace until *after* the first full business day after the day such information is released, regardless of the time such information was released. If, for example, a company were to make an announcement on a Monday morning, you should not trade in that company's securities until Wednesday. If an announcement were made on a Friday night, Tuesday generally would be the first eligible trading day.

**Who Is an Insider?** "Insiders" include officers, directors, and employees of a company and anyone else who has material inside information about a company, including contractors, consultants or affiliates of a company who have access to material non-public information. Insiders have independent fiduciary duties to their company and its stockholders not to trade on material, non-public information relating to a company's securities. All Covered Persons should consider themselves insiders with respect to material, non-public information about the business activities and securities of Seaspan. Covered Persons may not trade securities while aware of material, non-public information relating to Seaspan's securities or tip (or communicate except on a need-to-know basis and subject to an obligation of confidentiality) such information to others. Trading by your spouse, minor child or by other family members living in your household while you are aware of material, non-public information is likewise prohibited and can give rise to legal and Seaspan-imposed sanctions.

**Trading by Persons Other than Insiders.** Insiders may be liable for communicating or tipping material, non-public information to a third party ("tippee"), and insider trading violations are not limited to trading or tipping by insiders. Persons other than insiders also can be liable for insider trading, including tippees who trade on material, non-public information tipped to them or individuals who trade on material, non-public information which has been misappropriated.

Tippees inherit an insider's duties and are liable for trading on material, non-public information illegally tipped to them by an insider. Similarly, just as insiders are liable for the insider trading of their tippees, so are tippees who pass the information along to others who trade. In other words, a tippee's liability for insider trading is no different from that of an insider. Tippees can obtain material, non-public information by receiving overt tips from others or through, among other things, conversations at social, business or other gatherings.

**Penalties for Engaging in Insider Trading.** Penalties for trading on or tipping material, non-public information can extend significantly beyond any profits made or losses avoided, both for individuals engaging in such unlawful conduct and their employers. The SEC and the U.S. Department of Justice have made the civil and criminal prosecution of insider trading violations a top priority. Enforcement remedies available to the government or private plaintiffs under the U.S. federal securities laws include:

- SEC administrative sanctions;
- Securities industry self-regulatory organization sanctions;
- Civil injunctions;
- Damage awards to private plaintiffs;
- Disgorgement of all profits;
- Civil fines for the violator of up to three times the amount of profit gained or loss avoided;
- Civil fines for the employer or other controlling person of a violator (i.e., where the violator is an employee or other controlled person) of up to the greater of \$1,425,000 or three times the amount of profit gained or loss avoided by the violator;
- Criminal fines for individual violators of up to \$5,000,000 (\$25,000,000 for an entity); and
- Jail sentences of up to 20 years.

In addition, insider trading violations are not limited to violations of the U.S. federal securities laws: other U.S. federal and state civil or criminal laws, such as the laws prohibiting mail and wire fraud and the Racketeer Influenced and Corrupt Organizations Act, also may be violated upon the occurrence of insider trading. In addition, the laws of other countries may penalize insider trading.

**Seaspan-Imposed Sanctions.** A Covered Person's failure to comply with Seaspan's insider trading policy may subject the Covered Person to Seaspan-imposed sanctions, including dismissal, or removal, as the case may be, for cause, whether or not the Covered Person's failure to comply results in a violation of law. Needless to say, a violation of law, or even an SEC investigation that does not result in prosecution, can tarnish one's reputation and irreparably damage a career.

**Examples of Insider Trading.** Examples of insider trading cases include actions brought against: corporate officers, directors, and employees who traded a company's securities after learning of significant confidential corporate developments; friends, business associates, family members, and other tippees of such officers, directors, and employees who traded the securities after receiving such information; government employees who learned of such information in the course of their employment;

and other persons who misappropriated, and took advantage of, confidential information from their employers.

The following are illustrations of insider trading violations. These illustrations are hypotheticals and, consequently, not intended to reflect on the actual activities or business of Seaspan or any other entity.

- **Trading by Insider.** A director of X Corporation learns that earnings to be reported by X Corporation will increase dramatically. Prior to the public announcement of such earnings, the director purchases X Corporation's stock. The director, an insider, is liable for all profits as well as penalties of up to three times the amount of all profits. The director also is subject to, among other things, criminal prosecution, including up to \$5,000,000 in additional fines and 20 years in jail.
- **Trading by Tippee.** A director of X Corporation tells a friend that X Corporation is about to publicly announce that it has concluded an agreement for a major acquisition. This tip causes the friend to purchase X Corporation's stock in advance of the announcement. The director is jointly liable with his friend for all of the friend's profits and each is liable for all penalties of up to three times the amount of the friend's profits. In addition, the director and his friend are subject to, among other things, criminal prosecution, as described above.
- **Misappropriation.** An employee of an investment advisor learns of a prospective recommendation of a particular stock by his employer and purchases that stock in advance of the recommendation. The employee has used his position to deceive those who entrusted him with confidential information. This undisclosed misappropriation of such confidential information is viewed as fraud akin to embezzlement. The employee is liable for all profits and penalties, and is subject to criminal prosecution.

**Prohibition of Records Falsifications and False Statements.** U.S. federal law also requires public companies to maintain proper internal books and records and to devise and maintain an adequate system of internal accounting controls. The SEC has supplemented the statutory requirements by adopting rules that prohibit (1) any person from falsifying records or accounts subject to the above requirements and (2) officers or directors from making any materially false, misleading, or incomplete statement to any accountant in connection with any audit or filing with the SEC. These provisions reflect the SEC's intent to discourage officers, directors and other persons with access to a public company's books and records from taking action that might result in the communication of materially misleading financial information to the investing public.

#### IV. ADDITIONAL PROHIBITED TRANSACTIONS

Seaspan considers it improper and inappropriate for any of its directors, officers or other employee to engage in short-term or speculative transactions in Seaspan's securities. Therefore, it is Seaspan's policy that directors, officers and other employees may not engage in any of the following transactions, except as described below:

**Short Sales.** Short sales are sales of securities that the seller does not own at the time of the sale or, if owned, that will not be delivered within 20 days of the sale. One usually sells short when one thinks the market is going to decline substantially or the stock will otherwise drop in value. If the stock falls in price as expected, the person selling short can then buy the stock at a lower price for delivery at the earlier sale price (this is called "covering the short") and pocket the difference in price as profit. In addition to the fact that it is illegal for directors and officers to sell their company's securities short, Seaspan believes that it is inappropriate for its insiders to bet against the securities of Seaspan in this way. Short sales arising from certain types of hedging transactions are governed by the section below captioned "Hedging Transactions."

**Publicly Traded Options.** A transaction in options is, in effect, a bet on the short-term movement of Seaspan's stock and therefore creates the appearance that the Covered Person is trading based on inside information. Transactions in options also may focus the Covered Person's attention on short-term performance at the expense of Seaspan's long-term objectives. Accordingly, transactions in puts, calls or other derivative securities, on an exchange or in any other organized market, are prohibited by this Trading Policy. Option positions arising from certain types of hedging transactions are governed by the section below captioned "Hedging Transactions."

**Hedging Transactions.** Certain forms of hedging or monetization transactions, such as zero-cost collars, prepaid variable forward sale contracts, equity swaps and exchange funds, allow a Covered Person to lock in much of the value of his or her stock holdings, often in exchange for all or part of the potential for upside appreciation in the stock. These transactions allow the Covered Person to continue to own the covered securities, but without the full risks and rewards of ownership. When that occurs, the Covered Person may no longer have the same objectives as Seaspan's other shareholders. Therefore, Seaspan prohibits you from engaging in such transactions unless approved in advance by Seaspan's Board. Any person wishing to enter into such an arrangement must first pre-clear the proposed transaction with the Board. Any request for pre-clearance of a hedging or similar arrangement must be submitted to the Board at least two weeks prior to the proposed execution of documents evidencing the proposed transaction and must set forth a justification for the proposed transaction.

**Margin Accounts and Pledges.** Securities held in a margin account may be sold by a broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the pledgor is aware of material non-public information or otherwise is not permitted to trade in Seaspan securities, Covered Persons are prohibited from holding Seaspan securities in a margin account or pledging Seaspan securities as collateral for a loan. An exception to this prohibition may be granted where a person wishes to pledge Seaspan securities as collateral for a loan (not including margin debt) and clearly demonstrates the financial capacity to repay the loan without resort to the pledged securities. Any person who wishes to

pledge Seaspan securities as collateral for a loan must submit a request for approval to the Board at least two weeks prior to the proposed execution of documents evidencing the proposed pledge.

**Standing and Limit Orders.** Standing and limit orders (except standing and limit orders under approved rule 10b5-1 Plans, as described below) create heightened risks for insider trading violations similar to the use of margin accounts. There is no control over the timing of purchases or sales that result from standing instructions to a broker, and as a result the broker could execute a transaction when a Covered Person is aware of material, non-public information. Seaspan therefore discourages placing standing or limit orders on Seaspan securities. If a Covered Person determines that they must use a standing order or limit order, the order should be limited to short duration.

## **V. STATEMENT OF PROCEDURES PREVENTING INSIDER TRADING**

### **Rule 10b5-1 Plans**

Any Covered Person who wishes to implement a trading plan under SEC Rule 10b5-1 must first pre-clear the plan with the Legal Department. Any Rule 10b5-1 Plan must be submitted for approval at least two weeks prior to the entry into the Rule 10b5-1 plan. As required by Rule 10b5-1, you may enter into a trading plan only when you are not aware of material non-public information. In addition, you may not enter into a trading plan during a blackout period (described below).

### **Post-Trading Reporting**

All Covered Persons are required to report to the Legal Department any transaction in Seaspan's securities undertaken by them or members of their immediate families and personal household not later than the end of the business day on which the transaction occurs. Each report made to the Legal Department should include the date of the transaction, quantity, price and broker-dealer through which the transaction was effected. This reporting requirement may be satisfied by sending (or having your broker send) duplicate confirmations of trades to the Legal Department so long as the Legal Department receives that information by the required date.

All directors and executive officers of Seaspan Corporation, and any president or vice president of Seaspan Ship Management Ltd., are required to voluntarily comply with SEC Form 3 and Form 4 reporting requirements.

### **Blackout Periods**

**Quarterly Blackout Periods.** Seaspan's announcement of its quarterly financial results almost always has the potential to have a material effect on the market for Seaspan's securities. To avoid even the appearance of trading while aware of material non-public information, persons who are or may be expected to be aware of Seaspan's quarterly financial results generally should not trade in Seaspan's securities during the period beginning two weeks prior to the last day of any fiscal quarter of Seaspan and ending after the first full business day after the public release of earnings for such quarter. All Covered Persons as described in Schedule 1 are subject to these quarterly blackout periods.

Seaspan may on occasion issue interim earnings guidance or other potentially material information by means of a press release, SEC filing on Form 6-K or other means designed to achieve widespread dissemination of the information. Persons who are or may be expected to be aware of such disclosures

should not trade in Seaspan's securities while Seaspan is in the process of assembling the information to be released and until the information has been released and fully absorbed by the market.

**Event-specific Blackout Periods.** From time to time, an event may occur that is material to Seaspan and is known by only a few Covered Persons. So long as the event remains material and non-public, Covered Persons designated by Seaspan's Legal Department and notified of such designation may not trade in Seaspan's securities. The existence of an event-specific blackout will not be announced, other than to those who are aware of the event giving rise to the blackout. Any person made aware of the existence of an event-specific blackout should not disclose the existence of the blackout to any other person.

**Hardship Exceptions.** A Covered Person as described in Schedule 1 who, during a quarterly earnings blackout, has an unexpected and urgent need to sell Seaspan stock in order to generate cash may, in appropriate circumstances, be permitted to sell Seaspan stock even during the blackout period. Hardship exceptions may be granted only by the Legal Department and must be requested at least three days in advance of the proposed trade. A hardship exception may be granted only if the Legal Department concludes that Seaspan's earnings information for the applicable quarter does not constitute material non-public information. Under no circumstance will a hardship exception be granted during an event-specific blackout period.

#### **Post-Termination Transactions**

If you are aware of material non-public information when you terminate service as a Covered Person, you may not trade in Seaspan securities (or any other company's securities, whether or not that company is a public company) until that information has become public or is no longer material. In all other respects, the procedures set forth in this Trading Policy will cease to apply to your transactions in Seaspan securities upon the expiration of any "blackout period" that is applicable to your transactions at the time of your termination of service.

## **VI. PERMITTED TRANSACTIONS UNDER COMPANY PLANS**

**Stock Option Exercises.** Seaspan's insider trading policy does not apply to the exercise of an employee stock option, or to the exercise of a tax withholding right pursuant to which you elect to have Seaspan withhold shares subject to an option to satisfy tax withholding requirements. The policy does apply, however, to any sale of stock as part of a broker-assisted cashless exercise of an option, or any other market sale for the purpose of generating the cash needed to pay the exercise price of an option.

This Trading Policy does not apply to the vesting of restricted stock or restricted stock units, or the exercise of a tax withholding right pursuant to which you elect to have the Company withhold shares of stock to satisfy tax withholding requirements upon the vesting of any restricted stock or restricted stock units. This Trading Policy does apply, however, to any market sale of shares acquired upon vesting of restricted stock or restricted stock units.

**Employee Stock Purchase Plan.** Seaspan's insider trading policy does not apply to purchases of Seaspan stock in the employee stock purchase plan resulting from your periodic contribution of money to the plan pursuant to the election you made at the time of your enrollment in the plan. The policy also does not apply to purchases of Seaspan stock resulting from lump sum contributions to the plan, provided that you elected to participate by lump-sum payment at the beginning of the applicable enrollment period.



The policy does apply to your election to participate in the plan for any enrollment period, and to your sales of Seaspan stock purchased pursuant to the plan.

**Dividend Reinvestment Plan.** Seaspan's insider trading policy does not apply to purchases of Seaspan stock under Seaspan's dividend reinvestment plan, if any, resulting from your reinvestment of dividends paid on Seaspan securities. The policy does apply, however, to voluntary purchases of Seaspan stock resulting from additional contributions you choose to make to the plan, and to your election to participate in the plan or increase your level of participation in the plan. The policy also applies to your sale of any Seaspan stock purchased pursuant to the plan.

Adopted by the Board of Directors on September 19, 2005, revised on April 25 and July 25, 2014, April 26, 2017 and October 28, 2018.

## **Acknowledgement of Compliance**

### **Your Personal Commitment to Seaspan's Trading Policy**

I acknowledge that I have received and read Seaspan's Trading Policy, and understand my obligations thereunder and hereby undertake, as a condition to my present and continued employment at, appointment to the Board, or other affiliation with Seaspan Corporation, to comply with the principles, policies and laws outlined in the Trading Policy.

I hereby certify, to the best of my knowledge, that I have complied fully with all policies and procedures set forth in the Seaspan Trading Policy, since the first day of employment, appointment to the Board, or other affiliation with Seaspan.

I hereby certify, to the best of my knowledge, that I will continue to comply with the Trading Policy for as long as I am subject to the policy.

I understand that my agreement to comply with the Trading Policy does not constitute a contract of employment.

Please sign here: \_\_\_\_\_

Please print your name: \_\_\_\_\_

Date: \_\_\_\_\_

**Schedule 1**

- All members of the Company's board of directors
- All Executive Officers
- Any other officer position reporting to the Chief Executive Officer
- All Vice President level positions or above
- Any board appointed officer of the Company
- All members of the Disclosure Committee
- All employees within the Company's Investor Relations Department
- Designated members of the Financial Services Department who are directly involved in preparing the Company's financial statements or forecasting
- Any other employee that the Legal Department may designate for purposes of this Policy and notified of such designation