

COMPLIANCE REPORTING POLICY

Statement of Principles

Seaspan Corporation Pte. Ltd. (the “Corporation”) is committed to ensuring the highest standards of integrity and promoting a culture of honest and ethical behavior, corporate compliance and good corporate governance. As part of this commitment, the Audit Committee of Poseidon Corp. (the “Committee”) has adopted this Compliance Reporting Policy (this “Policy”) which sets out procedures for the receipt, retention, investigation and treatment of reports of actual or suspected unethical, illegal, fraudulent or undesirable conduct by the Corporation or its directors, officers, employees or agents. Any employee of the Corporation may report good faith concerns without fear of dismissal or retaliation of any kind. Reporting and non-reporting employees should be honest and open with the Corporation in its investigation of such reports. Any other third party, such as vendors, customers or business partners, may also report, under the procedures provided in this Policy, a good faith complaint regarding potential misconduct.

Scope of Matters Covered by These Procedures

These procedures cover employee complaints regarding any of the following:

- Questionable accounting, violations of internal accounting controls, or any other auditing or financial matters, or the reporting of fraudulent or misleading financial information (“Questionable Auditing and Accounting Activities”);
- Suspected violations of our Standards of Business Conduct Policy (“Ethics Violations”);
- Suspected violations of any other policies or procedures of the Corporation (“Corporate Policy Violations”); and
- Suspected violations of law or fraudulent activities other than Questionable Auditing and Accounting Activities (collectively with Ethics Violations and Corporate Policy Violations, “Violations”).

Reporting

1. Employees with allegations regarding a Violation or Questionable Auditing and Accounting Activity may report their concerns, openly or on a confidential or anonymous basis: (a) to their manager, who may then discuss it with a Designated Recipient (as defined below); (b) directly to the Corporation’s General Counsel, Head of Risk and Audit Services, or Chief Human Resources Officer (any one, as the case may be, the “Designated Recipient”); or (c) through the reporting page found on our website:

<https://whistleblowersoftware.com/secure/9976dfb5-3d8f-480a-a2c8-6d0191f49013>

Reports received through our compliance reporting page will be forwarded to one or more of the Designated Recipients, depending on the nature of the complaint.

2. Any other interested party may also report allegations of unethical, illegal, fraudulent or undesirable conduct using the same reporting channels set forth in paragraph 1 above.
3. Receipt of the report will be acknowledged to the sender within a reasonable period if the sender has supplied contact details.
4. Reports should be factual rather than a speculative or conclusory, should not be based on hearsay, and should contain as much specific information as possible to allow for proper assessment, including, for example, the background of the concern, 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. Even if a complainant does not have all the facts, they are encouraged to report the concern as soon as possible. The Corporation will not take disciplinary actions against an employee if a genuine concern later turns out to be a mistake or unfounded.
5. This Policy provides a mechanism for the Corporation to be made aware of any alleged wrongdoings and address them as soon as possible. However, nothing in this Policy is intended to prevent any employee from reporting information to relevant law enforcement agencies. A report to law enforcement, regulatory or administrative agencies may be made instead of, or in addition to, a report directly to the Corporation through the reporting mechanisms specified in this Policy.

Treatment of Complaints

Reports of Violations, Questionable Auditing and Accounting Activities or other questionable conduct that are submitted by any means specified in this Policy will be handled as follows:

1. The Designated Recipients will determine whether the complaint actually pertains to a Violation or a Questionable Auditing and Accounting Activity.
2. (a) The Director of Internal Audit will promptly report to the Chair of the Committee: (i) any report involving a Questionable Auditing and Accounting Activity; (ii) any report involving the Corporation's senior officers; and (iii) any other matters the Designated Recipients deem significant. The report will include a summary of the Designated Recipients' preliminary review of the complaint and actions taken to date, subject to paragraph 4 below.

(b) Unless the Committee Chair determines it is more appropriate for the Committee Chair to direct the investigation personally, the Committee Chair will oversee the investigation of such reports and delegate the investigation itself to one or more of the Designated Recipients and/or to outside counsel or other advisors, as the Committee Chair deems advisable.

(c) The findings of the investigations conducted, or if the investigation is not yet complete due to exceptional circumstances or a complex case, an update on the investigation, will be reported to the full Committee no later than the next ordinary meeting of the Committee or such earlier date as the Chair may determine.
3. All other reports will be reviewed under the direction and oversight of one or more Designated Recipients, who will involve such other parties as deemed appropriate. The findings of the investigations conducted will be reported to the Committee no later than the next ordinary meeting of the Committee, if possible.

4. The Designated Recipients may, in their reasonable discretion, determine not to commence an investigation if a 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 will be documented and reported to the Committee at its next ordinary meeting and will, to the extent appropriate, be made known to the complainant who submitted the report. The Committee may, however, elect not to accept this decision, in which case it will determine whether the Committee, the Corporation's legal counsel, or another appropriate person will investigate the report.

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. Any act of retaliation will not be tolerated by the Corporation. All such acts, or suspected acts, of retaliation should be reported immediately for investigation.

Information disclosed during any investigation will remain confidential to the fullest extent possible, consistent with legal requirements and the need to conduct an adequate review. In the course of any investigation, the Corporation may find it necessary to share information with others on a "need to know" basis. If the investigation confirms that a violation has occurred, the Corporation will promptly take appropriate corrective action with respect to the persons involved, including discipline up to and including termination, and, in appropriate circumstances, referral to governmental authorities.

Reporting to Committee and Retention of Complaints and Investigations

Each complaint will be tracked and handled by the Designated Recipients, as applicable. At least once each calendar quarter and whenever else as deemed necessary, the Corporation's legal counsel will submit a report to the Committee (and any member of the Corporation's management that the Committee directs to receive such report) that summarizes each complaint made within the last three (3) months and shows: (i) the complainant (unless anonymous, in which case the report will so indicate); (ii) a description of the substance of the complaint; (iii) the status of the investigation; (iv) any conclusions reached by the investigator; and (v) findings and recommendations. The Corporation will retain copies of the reports for a period of seven (7) years, unless notified by the Corporation's legal counsel of an extended retention period. All reports and records associated with a complaint are considered confidential information and access will be restricted to the Designated Recipients, the members of the Committee and such other persons reasonably determined by the Corporation's counsel or the Committee to require such access.

Amendments

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