Global Ship Lease, Inc.
Form 20-F
March 29, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 20-F

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934
OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2017

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Date of event requiring this shell company report

For the transition period from to

Commission file number 001-34153

Global Ship Lease, Inc.

(Exact name of Registrant as specified in its charter)

N/A

(Translation of Registrant's name into English)

Republic of The Marshall Islands

(Jurisdiction of incorporation or organization)

c/o Portland House

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United Kingdom

(Address of principal executive offices)

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Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Name of each exchange on which registered
Class A Common Shares, par value of $0.01 per share	New York Stock Exchange
Depositary Shares, each of which represents a 1/100th interest in a share of 8.75% Series B Cumulative Redeemable Perpetual Preferred Shares, par value $0.01 per share (and 8.75% Series B Cumulative Redeemable Perpetual Preferred Shares*)	New York Stock Exchange

* Not for trading, but only in connection with the registration of the Depositary Shares representing such 1/100th interest in shares of 8.75% Series B Cumulative Redeemable Perpetual Preferred Shares, pursuant to the requirements of the Securities and Exchange Commission

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

47,609,734 Class A Common Shares, par value of $0.01 per share

7,405,956 Class B Common Shares, par value of $0.01 per share

14,000 Series B Cumulative Redeemable Perpetual Preferred Shares, par value of $0.01 per share

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act.

† The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP International Financial Reporting Standards as Issued by the International Accounting Standards Board Other

If “Other” has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

GLOBAL SHIP LEASE, INC.

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PART I

Unless the context otherwise requires, references to "the company," "we," "us," "our" or "Global Ship Lease" refer to Global Ship Lease, Inc.; "CMA CGM" refer to CMA CGM S.A., currently our principal charterer and largest holder of our common shares; and "CMA Ships" refer to CMA Ships, a wholly-owned subsidiary of CMA CGM and our principal ship manager. For the definition of certain terms used in this Annual Report, please see "Glossary of Shipping Terms" at the end of this Annual Report. Unless otherwise indicated, all references to "$" and "dollars" in this Annual Report are in U.S. dollars. We use the term "TEU", meaning twenty-foot equivalent unit, the international standard measure of container size, in describing volumes in world container trade and other measures, including the capacity of our containerships, which we also refer to as vessels. Unless otherwise indicated, we calculate the average age of our vessels on a weighted average basis, based on TEU capacity.

Special Note Regarding Forward-Looking Statements

This Annual Report contains forward-looking statements. Forward-looking statements provide our current expectations or forecasts of future events. Forward-looking statements include statements about our expectations, beliefs, plans, objectives, intentions, assumptions and other statements that are not historical facts. Words or phrases such as "anticipate," "believe," "continue," "estimate," "expect," "intend," "may," "ongoing," "plan," "potential," "predict," "p similar words or phrases, or the negatives of those words or phrases, may identify forward-looking statements, but the absence of these words does not necessarily mean that a statement is not forward-looking. Examples of forward-looking statements in this Annual Report include, but are not limited to, statements regarding our disclosure concerning our operations, cash flows, financial position, dividend policy and likelihood of success in acquiring additional vessels to expand our business.

Forward-looking statements appear in a number of places in this Annual Report including, without limitation, in the sections entitled "Business Overview," "Management's Discussion and Analysis of Financial Conditions and Operations," and "Dividend Policy."

Forward-looking statements are subject to known and unknown risks and uncertainties and are based on potentially inaccurate assumptions that could cause actual results to differ materially from those expected or implied by the forward-looking statements. Our actual results could differ materially from those anticipated in forward-looking statements for many reasons, including the factors described in "Risk Factors" in this Annual Report. The risks described under "Risk Factors" are not exhaustive. Other sections of this Annual Report describe additional factors that could adversely affect our results of operations, financial condition, liquidity and the development of the industries in which we operate. New risks can emerge from time to time, and it is not possible for us to predict all such risks, nor can we assess the impact of all such risks on our business or the extent to which any risks, or combination of risks and other factors, may cause actual results to differ materially from those contained in any forward-looking statements. Accordingly, you should not unduly rely on these forward-looking statements, which speak only as of the date of this Annual Report. We undertake no obligation to publicly update or revise any forward-looking statement to reflect circumstances or events after the date of this Annual Report or to reflect the occurrence of unanticipated events. You should, however, review the factors and risks we describe in the reports we will file from time to time with the Securities and Exchange Commission, or "SEC," after the date of this Annual Report.

Item 1. Identity of Directors, Senior Management and Advisers
Not applicable.

Item 2. Offer Statistics and Expected Timetable
Not applicable.

Item 3. Key Information
A. Selected Financial Data

You should read the information set forth below in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and notes thereto, which are referred to as our consolidated financial statements, included elsewhere in this Annual Report.

This historical selected consolidated financial data has been derived from our audited consolidated financial statements and has been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP"). Certain financial information has been rounded, and, as a result, certain totals shown in this Annual Report may not equal the arithmetic sum of the figures that should otherwise aggregate to those totals.

This selected financial data should be read together with, and is qualified in its entirety by, our consolidated financial statements and the notes thereto included elsewhere in this Annual Report.

	2017	2016	2015	2014	2013
Statement of Income					
Operating revenues:					
Time charter revenue	$159.0	$166.5	$164.9	$138.6	$143.2
Operating expenses:					
Vessel expenses	(43.5)	(45.7)	(50.1)	(48.8)	(46.0)
Depreciation	(38.0)	(42.8)	(44.9)	(41.1)	(40.4)
General and administrative	(5.3)	(6.3)	(6.5)	(7.0)	(6.0)
Impairment charge (1)	(87.6)	(92.4)	(44.7)	—	—
Other operating income	0.1	0.2	0.5	0.5	0.4
Total operating expenses	(174.3)	(187.0)	(145.7)	(96.3)	(92.1)
Operating (loss) income	(15.3)	(20.5)	19.3	42.3	51.2
Non-operating income (expense)					
Interest income	0.5	0.2	0.1	0.1	—
Interest expense	(59.4)	(44.8)	(48.2)	(43.9)	(18.8)
Gain on redemption of Series A preferred shares	—	—	—	8.6	—
Realized (loss) on interest rate derivatives (2)	—	—	—	(2.8)	(14.0)
Unrealized gain on interest rate derivatives (2)	—	—	—	1.9	14.3
(Loss) income before income taxes	(74.2)	(65.1)	(28.8)	6.2	32.6
Taxes on income	0.0	0.0	0.0	(0.1)	(0.1)
Net (loss) income	(74.3)	(65.1)	(28.9)	6.1	32.5
Earnings allocated to Series B preferred shares	(3.1)	(3.1)	(3.1)	(1.1)	—
Net (loss) income available to common shareholders	(77.3)	(68.2)	(31.9)	$5.0	$32.5
Net (loss) income per Class A common share in $					
Basic and diluted	(1.61)	(1.42)	(0.67)	0.10	0.68
Weighted average number of Class A common shares outstanding					
Basic in millions	48.0	47.9	47.8	47.7	47.6
Diluted in millions	48.0	47.9	47.8	47.8	47.8
Net income per Class B common share in $					
Basic and diluted	Nil	Nil	Nil	Nil	Nil
Weighted average number of Class B common shares outstanding					
Basic and diluted in millions	7.4	7.4	7.4	7.4	7.4
Dividend per Class A common share in $	—	—	0.20	—	—
Statement of cash flow					
Net cash from Operating Activities	$57.8	$71.2	$62.3	$60.9	$74.3
Net cash (used in) Investing Activities	(4.9)	(6.9)	(101.2)	(80.1)	(16.6)

Net cash (used in) provided by Financing Activities	(33.9)	(63.6)	59.2	27.9	(59.3)
Balance sheet data (at period end)					
Total current assets	77.4	56.9	57.6	36.7	37.0
Total vessels	597.8	719.1	846.9	836.5	817.9
Total assets (2)	675.2	776.3	904.9	873.7	855.0
Debt (current and non-current portion) (2)	398.5	419.9	478.1	401.9	363.1
Preferred shares (3)	—	—	—	—	45.0
Class A and B common stock	0.6	0.6	0.5	0.5	0.5
Stockholders' equity (4)	251.6	328.9	395.8	438.1	399.5
Other data (time charter business)					
Number of vessels in operation at period end	18	18	18	18	17
Ownership days (5)	6,570	6,588	6,893	6,270	6,205
Utilization (6)	98.4 %	98.4 %	99.6 %	98.0 %	99.5 %

(1) Our accounting policies require that tangible fixed assets such as vessels are reviewed individually for impairment when events or changes in circumstances indicate that their carrying amounts may not be recoverable.

In September 2017, we agreed with CMA CGM to extend the charters on Julie Delmas and Delmas Keta, by 12 months (plus or minus 45 days at the charterer's option) at a fixed rate of $7,800 per vessel per day, commencing September 11, 2017 and September 20, 2017 respectively. These extensions triggered the performance of an impairment test on the two vessels. No impairment was identified.

In October 2017, we agreed a new charter of GSL Tianjin with CMA CGM . The charter is for a period of three to eight months (at the charterer's option) at a fixed rate of $13,000 per day, which commenced on October 25, 2017, immediately upon re-delivery from its previous charter. This new charter was subsequently extended with effect from January 26, 2018 for a period of eight to 12 months (at the charterer's option) at a fixed rate of $11,900 per day. The new charter to CMA CGM triggered the performance of an impairment test on the vessel. No impairment was identified.

Charter rates in the spot market and asset values saw improvements through 2017. However, taking into account the seasonal as well as cyclical nature of the container shipping industry, we determined that it would nonetheless be appropriate under US GAAP to undertake a fleet-wide review for impairment as at December 31, 2017. This review gave rise to an impairment charge of $87.6 million.

On August 10, 2016, we agreed with CMA CGM to amend and extend the charters of the Marie Delmas and Kumasi. A revised rate of $13,000 per day applied from August 1, 2016 until the charters' previous earliest expiry dates in September 2017, after which we have three consecutive option periods, the first of 1.25 years and the second and third of one year each, through December 31, 2020 each at a rate of $9,800 per day. These amendments triggered the performance of an impairment test on these two vessels as at August 1, 2016. A non-cash impairment charge of $29.4 million was recognized in the quarter ended September 30, 2016 as the sum of the expected undiscounted future cash flows from these assets over their estimated remaining useful lives is less than the carrying amounts. The impairment charge is equal to the amount by which the assets' carrying amounts exceed their fair values. Fair value is the net present value of estimated future cash flows discounted by an appropriate discount rate.

Due to continuing adverse market conditions, an impairment review was performed as at December 31, 2016 and gave rise to a non-cash impairment charge recorded in the quarter ended December 31, 2016 of $63.1 million, as the sum of the expected undiscounted future cash flows from four vessels over their estimated remaining useful lives was less than the carrying amounts. The total non-cash charge for impairment for the year ended December 31, 2016 was $92.4 million.

On September 30, 2015, we received notice of re-delivery for Ville d'Aquarius, our oldest vessel built in 1996; the vessel was re-delivered on October 29, 2015. Given our assessment of the vessel's re-chartering prospects in the then market environment and an imminent class mandated tail shaft survey, a sale of the vessel was completed on November 5, 2015 for net proceeds of approximately $4.6 million. The vessel was written down as at September 30, 2015 by $22.2 million to its estimated net realizable value, after deduction of estimated selling costs. On November 2, 2015, we received notice of re-delivery for Ville d'Orion, our second oldest vessel built in 1997; the vessel was re-delivered on December 3, 2015 and similar to her sister vessel, Ville d'Aquarius, a sale of the vessel was completed on December 8, 2015 for net proceeds of approximately $4.7 million. An impairment charge of $22.5 million was booked in the third quarter of 2015 for this vessel. Together, these write downs totaled $44.7 million.

(2) Prior to March 19, 2014, long-term debt comprised amounts outstanding under a senior secured credit facility ("Previous Credit Facility") that was first drawn in December 2007; maximum drawings under this facility were

$599.1 million. The facility's floating interest rate was hedged with interest rate derivatives which gave rise to realized losses and unrealized gains or losses. The Company completed the issue of $420.0 million 10.000% First Priority Senior Secured Notes due 2019 (the "2019 notes") on March 19, 2014, the principal use of proceeds being to repay the amounts outstanding under the Previous Credit Facility of $366.6 million which was then terminated, and to settle and terminate the outstanding interest rate derivatives.

During 2015, $40.0 million was fully drawn under a Revolving Credit Facility (the "revolving credit facility"), agreed in connection with the issuance of the 2019 notes, to assist with the purchase of OOCL Qingdao on March 11, 2015.

On July 29, 2015, we entered into a $35.0 million Secured Term Loan with DVB Bank SE (the "secured term loan"). The entire $35.0 million was drawn on September 10, 2015 and secured by OOCL Tianjin.

In October 2017, all outstanding debt including the 2019 Notes, the revolving credit facility and the secured term loan was repaid from the proceeds of a new issuance of $360.0 million principal amount 9.875% First Priority Senior Secured Notes due 2022 (the "2022 notes") and $54.8 million new secured term loan, together with cash on hand.

In accordance with a new accounting standard, effective from December 31, 2015, unamortized deferred financing costs, which excludes the arrangement fee for our previous revolving credit facility, as at December 31, 2015 is shown as a direct deduction from the carrying amount of relevant debt. Previously, deferred financing costs were included in current and non-current assets. Prior years' presentation of Debt and of Total Assets has been adjusted.

(3) Represents the aggregate outstanding liquidation preference on our Series A preferred shares. The Series A preferred shares were mandatorily redeemable in 11 quarterly installments of approximately $4.0 million from August 31, 2016, with a final payment of the remaining amount outstanding due on May 31, 2019 and were classified as a long-term liability on our balance sheet. Preferred shareholders were entitled to cash dividends equal to three-month USD LIBOR plus 2.0% of the original liquidation preference. Dividends were payable quarterly or at such other times at our choice. The dividend to which Series A preferred shareholders were entitled was included as part of interest expense. All of the Series A preferred shares were held by CMA CGM. The Series A preferred shares, which had a liquidation value at maturity of $45.0 million, were redeemed at a discount pursuant to a Share Repurchase Agreement for $36.4 million on August 22, 2014, using the proceeds received from the issuance of the 8.75% Series B Cumulative Redeemable Perpetual Preferred Shares (the "Series B preferred shares"), together with restricted cash and cash on hand.

(4) On August 20, 2014, we issued 1,400,000 depositary shares, each of which represents 1/100th of one share of our Series B preferred shares (the "depositary shares"). Dividends are payable at 8.75% per annum in arrears on a quarterly basis. At any time after August 20, 2019 (or within 180 days after the occurrence of a fundamental change), the Series B preferred shares may be redeemed, at our discretion, in whole or in part, at a redemption price of $2,500.00 per share (equivalent to $25.00 per depositary share). The net proceeds from the offering were $33.5 million. The Series B preferred shares are classified as equity in the consolidated financial statements.

(5) Ownership days represent the number of days in the period that we owned the relevant vessels.

(6) Utilization is used to measure our efficiency in operating the fleet and is calculated by dividing the total number of operating days when hire was being earned by the total number of ownership days, with the result expressed as a percentage. Operating days represent the aggregate number of days in the period that the vessels were available and were not off-hire or otherwise not earning revenue for any reason, including scheduled dry-dockings, breakdowns, repairs or idle time between charters. These data are non-U.S. GAAP statistical measures used by management to assess operating performance and are not included in consolidated financial statements prepared under U.S. GAAP.

B. Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors

Risks Relating to Our Business

We are highly dependent on charter payments from CMA CGM.

All but two of our 18 vessels are chartered to CMA CGM. CMA CGM's payments to us under these charters are our principal source of operating revenue. We are consequently highly dependent on the performance by CMA CGM of

its obligations under these charters. The container shipping industry is cyclical, and has been suffering an extended cyclical downturn since mid-2008, and many container shipping companies have reported substantial losses. Financial performance of container shipping companies improved in 2012, 2013, 2014 and 2017. However, market conditions deteriorated in 2015 and 2016 with lower than expected growth in the demand for container shipping services and higher than expected growth in the containership fleet from the delivery of new buildings. Freight rates, charter rates and asset values were under pressure due to oversupply of container ship capacity. Whilst there were no delays in receiving charterhire in 2017, we have

previously experienced, from time to time, delays in receiving charterhire payments from CMA CGM, which under the charter contracts are due to be paid on the 1st and 16th of each month, in advance. As at December 31, 2017, no charterhire was outstanding.

If CMA CGM ceases doing business or fails to perform its obligations under our charters, our business, financial position and results of operations would be materially adversely affected as it is probable that, even if we were able to find replacement charters, such replacement charters would be at significantly lower daily rates and for shorter durations. If such events occur, there would be significant uncertainty about our ability to continue as a going concern.

We are dependent on third parties to manage our ships.

Seven of our 18 vessels are managed by CMA Ships, a wholly-owned subsidiary of CMA CGM, which, for an annual management fee of $123,000 per vessel, is responsible for all day-to-day ship management, including crewing, purchasing stores, lubricating oils and spare parts, paying wages, pensions and insurance for the crew, and organizing other vessel operating necessities, including the arrangement and management of drydocking. Our ship management agreements with CMA Ships may be terminated by either party on two months written notice. In the future, CMA Ships may demand a higher fee or other more favorable terms in consideration for its services or decide to terminate its agreements with us. The prices or terms of new ship management agreements with CMA Ships or an alternate provider may be significantly less favorable to us than the terms of our existing ship management agreements. Our 11 other vessels are managed by a ship manager based in Hong Kong on similar terms, which subjects us to similar risks.

CMA CGM and CMA Ships have conflicts of interest with us which may make them favor their own interests to our detriment.

As at December 31, 2017, CMA CGM owned approximately 44.4% of our outstanding common stock. Accordingly, CMA CGM has the power to exert considerable influence over our actions and its concentration of ownership may have the effect of delaying, deferring or preventing a change in control, merger, consolidation, takeover or other business combination, which could have a material adverse effect on the price of our common stock. In addition, CMA CGM may acquire additional shares of our common stock or initiate changes to our board of directors. In May 2014, we appointed two additional independent directors to our board with those seats filled by CMA CGM nominees. In September 2017, we appointed a serving senior executive of CMA CGM to our board, at CMA CGM's request. Under our bylaws, in order for the approval of contracts or transactions involving a related party not to be voidable (1) any interested director's relationship or interest as to the contract or transaction must be disclosed to the board of directors, and such contract or transaction must be authorized by a majority of the disinterested directors (or, in certain cases, all of the disinterested directors) or (2) the contract or transaction must be specifically approved in good faith by vote of the shareholders. Furthermore, our corporate governance guidelines require a director with a personal interest in a matter being approved by the board of directors to disclose the interest, to recuse himself or herself from participation in the discussion and to not vote on the matter.

Moreover, conflicts of interest may also arise between us, on the one hand, and CMA CGM, our principal charterer, or CMA Ships, one of our ship managers, on the other hand. As a result of these conflicts, CMA Ships may favor its own or its parent company's interests over our interests. These conflicts may have unfavorable consequences for us. Although our ship management agreements expressly prohibit CMA Ships from giving preferential treatment when performing any of its ship management services to any other vessel that is affiliated with it, or otherwise controlled by CMA CGM, conflicts of interest may arise between us, and CMA Ships as ship manager and CMA CGM as charterer. These risks may be exacerbated in the event that CMA CGM elects to exert more influence in the management of our business through its nominated board representation, acquiring additional shares of our common stock or otherwise.

Our financial reporting is partly dependent on information provided by our third party ship managers.

Our ship managers are obliged to provide us with requisite financial information on a timely basis so that we can meet our own reporting obligations under U.S. securities laws. Our ship managers are privately-held corporations with financial reporting arrangements different from ours. If our ship managers are delayed in providing us with key financial information, we could fail to meet our financial reporting deadlines, which could lead to regulatory sanctions being imposed on us and cause us to default on reporting covenants under our financing agreements. Any such results may have a material adverse effect on our results of operation, financial condition and reputation.

CMA CGM could compete with us.

Along with many other vessel-owning companies, CMA CGM, currently our principal charterer and largest holder of our common shares, could compete with us for the purchase of vessels. Further, CMA CGM is not precluded from acting as an owner in the direct chartering market. While we understand that CMA CGM currently has no intention of becoming such an owner, competition from CMA CGM may potentially harm our ability to grow the business and may decrease our results of operations.

Certain terms in our agreements with CMA CGM and its affiliates may be the result of negotiations that were not conducted at arms-length and may not reflect market standard terms. Accordingly, they may include terms that may not be obtained from future negotiations with unaffiliated third parties.

The initial charters, the ship management agreements and the other contractual agreements, including the terms of the Series A preferred shares and the subsequent agreement to redeem these in August 2014, were entered into when we were a wholly-owned subsidiary of CMA in the context of a proposed public offering of our Class A common shares in 2007, and subsequently the 2008 merger of Marathon Acquisition Corp. (“Marathon”) and Global Ship Lease, with and into GSL Holdings, Inc., Marathon’s newly-formed wholly-owned Marshall Islands subsidiary, with GSL Holdings, Inc. (now renamed Global Ship Lease, Inc.) continuing as the surviving company incorporated in the Republic of the Marshall Islands (collectively, the “Merger”), and other related transactions. We have subsequently agreed amendments of and extensions to a number of the initial charters with CMA CGM. Further, in October 2017, we agreed to charter GSL Tianjin, previously chartered to OOCL, to CMA CGM. That new charter was extended in January 2018. Our agreements with CMA CGM may include terms that could not have been obtained from arms-length negotiations with unaffiliated third parties for similar services and assets. As a result, our future operating results may be negatively affected if we do not receive terms as favorable in future negotiations with unaffiliated third parties.

Our growth depends on continued growth in the demand for containerships, our ability to purchase further vessels, obtain new charters and maintain our relationship with CMA CGM. We will require additional financing to be able to grow and will face substantial competition.

One of our objectives is to grow by acquiring additional vessels and chartering them out to container shipping companies potentially including CMA CGM. The opportunity to acquire additional containerships will in part depend on the state of and prospects for container shipping. The container shipping industry is both cyclical and volatile in terms of supply demand balance, freight rates and charter rates and overall profitability. By and large, the industry has been under pressure since 2008, with an excess of supply of containership capacity and mediocre demand growth. The factors affecting the supply and demand for containerships, and the nature, timing and degree of changes in industry conditions are unpredictable.

Acquisition of vessels will be challenging as, inter alia, we may need to obtain additional financing in order to complete vessel purchases. Due to the continuing effects of the economic downturn and the severe cyclical downturn in the container shipping industry, financing for investment in containerships, whether newbuildings or existing vessels, is severely limited. Further, the cost of any available financing has increased significantly. In addition, in recent years, the number of lenders for shipping companies has decreased and lenders have generally lowered their loan-to-value advance ratios, shortened loan terms and accelerated repayment schedules. The actual or perceived credit quality of our charterers and proposed charterers, and any defaults by them, may materially affect our ability to obtain the additional capital resources that we will require to purchase additional vessels or may significantly increase our costs of obtaining such capital. These factors may hinder our ability to access financing and we may be unable to obtain adequate funding for growth.

The process of obtaining further vessels and new charters is highly competitive. The purchase of vessels and gaining of new charters depends on a variety of factors relating to the vessel owner, including:

- competitiveness of overall price;
- availability of committed financing;
- containership leasing experience and quality of ship operations (including cost effectiveness);
- shipping industry relationships and reputation for reliability, customer service and safety;
- quality and experience of seafaring crew;
- ability to finance containerships at competitive rates and financial stability generally;

- relationships with shipyards and the ability to get suitable berths for newbuildings; and
- construction management experience, including the ability to obtain on-time delivery of new vessels according to customer specifications.

We will face substantial competition in expanding our business from a number of experienced companies. Many of these competitors may have greater financial resources and a lower cost of capital than us, may operate larger fleets, may have been established for longer and may be able to offer better charter rates. During any industry downturn there are an increased number of vessels available for charter, including many from owners with strong reputation and experience. Excess supply of vessels in the container shipping market results in greater price competition for charters. As a result of these factors, we may be unable to purchase additional containerships, expand our relationships with CMA CGM or obtain new charters on a profitable basis, if at all, which would have a material adverse effect on our business, results of operations and financial condition.

Due to our lack of diversification, adverse developments in our containership transportation business could harm our business, results of operations and financial condition.

Nearly all of our cash flow is generated from our charters of containerships. Due to our lack of diversification, an adverse development in the containership industry may more significantly harm our business, results of operations and financial condition than if we maintained more diverse assets or lines of business.

We may be unable to recharter our vessels at profitable rates, if at all, upon their time charter expiry.

As of January 1, 2018, the orderbook for newbuilding containerships represented an aggregate capacity of 2.7 million TEUs, approximately 12.7% of the total worldwide containership fleet capacity as of that date. The size of the orderbook will result in the increase in the size of the world containership fleet over the next few years. As of that date, 99 containerships were idle, with a capacity of 0.4 million TEUs, or 1.8% of the total cellular fleet. An over-supply of containership capacity, combined with lack of growth in the demand for containerships, may result in a continuation of low charter rates. The time charters for four of our 18 containerships can be terminated as early as dates between July 28, 2018 and September 26, 2018. A further vessel has a charter which can be terminated as early as January 1, 2019 and a further four vessels have charters that can terminate as early as dates in September 2019. We cannot be assured that we will be able to obtain new time charters for our vessels on expiry of existing charters or that if we do, the new rates will be favorable. If we are unable to obtain new time charters for our containerships at favorable rates or are unable to secure new charters promptly, or at all, the vessels would be idle. We would continue to incur certain operating costs but earn no revenue, which would have a material adverse effect on our business, financings, results of operations and financial condition.

Our substantial indebtedness could adversely affect our ability to raise additional capital to fund our operations and limit our ability to react to changes in the economy or our industry.

We are highly leveraged. As at December 31, 2017, we had (i) $360.0 million of secured indebtedness outstanding under our 2022 notes, and (ii) $54.8 million drawn and outstanding under our secured term loan.

Our high degree of leverage could have important consequences, including:

- increasing our vulnerability to adverse economic, industry or competitive developments;
- requiring a substantial portion of our cash flows from operations to be dedicated to the payment of interest on our indebtedness and aggregate $40.0 million fixed amortization of our 2022 notes and the secured term loan in each of 2018, 2019 and 2020, with $35 million annually thereafter, therefore reducing our ability to use our cash flows to fund operations, capital expenditure and future business opportunities;
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making it more difficult for us to satisfy our obligations with respect to our indebtedness, including the 2022 notes and the secured term loan, and any failure to comply with the obligations of any of our debt instruments, including restrictive covenants and borrowing conditions, could result in an event of default under the indenture governing the 2022 notes and the agreements governing such other indebtedness;

- restricting us from making strategic acquisitions or causing us to make non-strategic divestitures;
- limiting our ability to obtain additional financing for working capital, capital expenditures, debt service requirements, acquisitions and general corporate or other purposes; and

- limiting our flexibility in planning for, or reacting to, changes in our business or market conditions and placing us at a competitive disadvantage compared to our competitors who are less highly leveraged and who, therefore, may be able to take advantage of opportunities that our leverage may prevent us from exploiting.

Despite our indebtedness levels, we may be able to incur substantially more indebtedness. This could further exacerbate the risks associated with our substantial indebtedness.

We may be able to incur substantial additional indebtedness in the future. Although the indenture governing the 2022 notes and our secured term loan contain restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of significant qualifications and exceptions, and under certain circumstances, the amount of indebtedness that could be incurred in compliance with these restrictions could be substantial. In addition, the indenture governing the 2022 notes and our secured term loan will not prevent us from incurring obligations that do not constitute indebtedness thereunder. Our covenants also permit us to incur substantial non-recourse indebtedness in subsidiaries that do not guarantee our obligations under our 2022 notes. If we incur substantially more indebtedness, the risks associated with our indebtedness as described above could be exacerbated.

Our debt agreements contain restrictions that limit our flexibility in operating our business.

The indenture governing the 2022 notes and our secured term loan contain various covenants that limit our ability to engage in specified types of transactions. These covenants limit our ability and the ability of our restricted subsidiaries to, among other things:

- incur additional indebtedness or issue certain preferred stock;
- pay dividends on, redeem or repurchase capital stock or make other restricted payments and investments;
- create certain liens;
- transfer or sell assets;
- enter into certain transactions with affiliates;
- merge, consolidate or sell all or substantially all of our properties and assets;
- create or designate unrestricted subsidiaries; and
- impair the security interests.

In addition, the restrictive covenants in our 2022 notes and the secured term loan require us to satisfy certain financial covenants, including a minimum liquidity covenant and, in the secured term loan, a debt service coverage ratio test. Our ability to meet those financial covenants and tests will depend on our ongoing financial and operating performance, which, in turn, will be subject to economic conditions and to financial, market, and competitive factors, many of which are beyond our control.

Due to restrictions in our 2022 notes and the secured term loan, we may need to seek consent from our noteholders in order to engage in some corporate and commercial actions that we believe would be in the best interest of our business, and a denial of consent may make it difficult for us to successfully execute our business strategy or effectively compete with companies that are not similarly restricted. Our lenders' and/or noteholders' interests may be different from ours, and we cannot guarantee that we will be able to obtain their permission when needed. This may prevent us from taking actions that are in our best interest. Any future agreements governing our indebtedness may include similar or more restrictive restrictions.

A breach of any of the covenants could result in a default under one or more of these agreements, including as a result of cross default provisions, and, in the case of our secured term loan, permit the lenders to cease making loans to us. Upon the occurrence of an event of default under our secured term loan, the lenders could elect to declare all amounts outstanding under the secured term loan to be immediately due and payable. Such actions by the lenders could cause cross defaults under the indenture governing our 2022 notes.

Substantially all of the assets currently owned by us serve as security under our 2022 notes and secured term loan. If our operating performance declines, we may be required to obtain waivers from the holders of our 2022 notes and the lenders under the secured term loan to avoid default thereunder. If we are not able to obtain a waiver from the holders of our 2022 notes and the lenders under the secured term loan, the lenders could exercise their rights upon default and we could be forced into bankruptcy or liquidation.

The vessels' mortgagor or other maritime claimants could arrest our vessels, which could interrupt the charterer's or our cash flow.

If we default under our 2022 notes, or secured term loan, holders of our 2022 notes and lenders on our secured term loan who hold mortgages on our vessels could arrest some or all of our vessels and cause them to be sold. We would not receive any proceeds of such sale unless all amounts outstanding under such indebtedness had been repaid in full. Crew members, suppliers of goods and services to a vessel, shippers of cargo and other parties may be entitled to a maritime lien against that vessel for unsatisfied debts, claims or damages. In many jurisdictions, a maritime lien holder may enforce its lien by arresting a vessel through foreclosure proceedings. The arrest or attachment of one or more of our vessels, for valid or invalid reasons, could interrupt the charterer's or our cash flow and require the charterer or us or our insurance to pay a significant amount to have the arrest lifted. In addition, in some jurisdictions, such as South Africa, under the "sister ship" theory of liability, a claimant may arrest both the vessel that is subject to the claimant's maritime lien and any "associated" vessel, which is any vessel owned or controlled by the same owner. Claimants could try to assert "sister ship" liability against one vessel in our fleet for claims relating to another vessel in our fleet. In any event, any lien imposed may adversely affect our results of operations by delaying the revenue gained from ships.

Vessel values may fluctuate, which may adversely affect our financial condition, result in the incurrence of a loss upon disposal of a vessel or increase the cost of acquiring additional vessels.

Vessel values may fluctuate due to a number of different factors, including:

- general economic and market conditions affecting the shipping industry;
- the types, sizes and demand for available vessels;
- the availability of other modes of transportation;
- increases in the supply of vessel capacity;
- the cost of newbuildings;
- governmental or other regulations; and
- the need to upgrade second hand and previously owned vessels as a result of changes in regulations, charterer requirements, technological advances in vessel design or equipment, or otherwise.

In addition, as vessels grow older, they generally decline in value. If a charter terminates, we may be unable to re-deploy the vessel at attractive rates, or at all and, rather than continue to incur costs to maintain and finance the vessel, may seek to dispose of it. Our inability to dispose of the containership at a reasonable price, or at all, could result in a loss on its sale and harm our business, results of operations and financial condition. Additionally, under our current time charter agreements with CMA CGM, the charterer has a right of first refusal should we decide to sell the vessel during or at the end of the charter period. If they do not exercise this right, we are entitled to sell the vessel, subject to their prior approval, which cannot be unreasonably withheld. We may be forced to sell our vessels for a lesser amount because of these constraints. Moreover, if the book value of a vessel is impaired due to unfavorable market conditions, we may incur a loss that could adversely affect our operating results.

Conversely, if vessel values are elevated at a time when we wish to acquire additional vessels, the cost of acquisition may increase and this could adversely affect our business, results of operations, cash flow and financial condition.

In addition, if we determine at any time that a vessel's value has been impaired, we may need to recognize a significant impairment charge that will reduce our earnings and net assets. We review our containership assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable, which occurs when the assets' carrying value is greater than the undiscounted future cash flows the asset is expected to generate over its remaining useful life. In our experience, certain assumptions relating to our estimates of future cash flows are more predictable by their nature, including, estimated revenue under existing contract terms and remaining

vessel life. Certain assumptions relating to our estimates of future cash flows require more judgement and are inherently less predictable, such as future charter rates beyond the firm period of existing contracts, the amount of time a vessel is off-charter, ongoing operating costs and vessel residual values, due to factors such as the volatility in vessel charter rates and vessel values. We believe that the assumptions used to estimate future cash flows of our vessels are reasonable at the time they are made. We can provide no assurances, however, as to whether our estimates of future cash flows, particularly future vessel

charter revenues or vessel values, will be accurate. Vessels that currently are not considered impaired may become impaired over time if the future estimated undiscounted cash flows decline at a rate that is faster than the depreciation of our vessels. Future fluctuations in charter rates and vessel values may trigger a possible impairment of our vessels as described in Item 5.A. "Operating and Financial Review and Prospects—Results of Operations—Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates."

Declining containership values could affect our ability to raise cash by limiting our ability to refinance vessels or use unencumbered vessels as collateral for new loans or result in prepayments under certain of our credit facilities. This could harm our business, results of operations, financial condition or ability to raise capital.

If impairment testing is required and time charter rates do not improve meaningfully from current market rates, we may need to recognize further impairment charges. The determination of the fair value of vessels will depend on various market factors, including charter and discount rates, ship operating costs and vessel trading values, and our reasonable assumptions at that time. The amount, if any, and timing of any impairment charges we may recognize in the future will depend upon then current and expected future charter rates, vessel utilization, operating and dry-docking expenditures, vessel residual values, inflation and the remaining expected useful lives of our vessels, which may differ materially from those used in our estimates at December 31, 2017.

Our vessels may be subject to extended periods of off-hire, which could materially adversely affect our business, financial condition and results of operations.

Under the time charters for our vessels, when the vessel is not available for service, it will likely be "off-hire," in which case the charterer is generally not required to pay hire, and we will be responsible for all costs unless the charterer is responsible for the circumstances giving rise to the lack of availability. A vessel generally will be deemed to be off-hire if there is an occurrence that affects the full working condition of the vessel, such as:

- any drydocking for repairs, maintenance or classification society inspection;
- any damage, defect, breakdown or deficiency of the ship's hull, machinery or equipment or repairs or maintenance thereto;
- any deficiency of the ship's master, officers and/or crew, including the failure, refusal or inability of the ship's master, officers and/or crew to perform the service immediately required, whether or not within its control;
    - its deviation, other than to save life or property, which results in charterer's lost time;
- crewing labor boycotts or certain vessel arrests;
- our failure to maintain the vessel in compliance with the charter's requirements, such as maintaining operational certificates.
- the vessel's declared performance speed is reduced or fuel consumption is increased by more than 5% over a specified period of time; or
- the vessel is requisitioned by any government or governmental authority.

Additionally, the charterer may have the right to terminate the charter agreement under a number of circumstances, such as, if:

- the vessel is off-hire for a specified number of days, in the case of our charters with CMA CGM more than 90 consecutive days, and the vessel is free of cargo;
- the charterer informs us of a default under the charter, and the default is not rectified, in the case of our charters with CMA CGM, within 60 days of such notice;
- there is a total (actual or constructive) loss of the vessel;
    - the vessel is requisitioned by any government or governmental authority; or

- a vessel's declared performance speed is reduced or fuel consumption increased in excess of 10% over a continuous period of 30 days, and the reason is within our or the vessel's control.

Our business, financial condition and results of operations may be materially adversely affected if our vessels are subject to extended periods of off-hire.

We may be unable to make or realize expected benefits from acquisitions of vessels or container shipping-related assets, and implementing our growth strategy through acquisitions which may harm our business, financial condition and operating results.

Our growth strategy includes, among other things, selectively acquiring secondhand and, potentially, newbuilding vessels and possibly seeking to diversify our asset base by acquiring containers and other container shipping-related assets if an attractive investment opportunity presents itself in the future. Growing any business through acquisition presents numerous risks, such as undisclosed liabilities and obligations, the possibility that indemnification agreements will be unenforceable or insufficient to cover potential losses and obtaining the necessary resources to manage an enlarged business. We cannot give any assurance that we will be successful in executing our growth plans, that we will be able to employ any acquired vessels under long-term charters, that we will be able to purchase secondhand vessels or newbuildings at satisfactory prices or obtain ship management agreements with similar or better terms than those we have obtained from our current ship managers, that we will be able to purchase containers and subsequently lease them out at satisfactory prices or that we will not incur significant expenses and losses in connection with our future growth.

Factors that may limit our ability to acquire additional vessels and container shipping-related assets include competition from other owners and lessors, availability of financing, shipyard capacity for newbuildings and the limited number of modern vessels with appropriate characteristics not already subject to existing long-term or other charters. Competition from other purchasers could reduce our acquisition opportunities or cause us to pay higher prices.

Any acquisition of a vessel or container shipping-related assets may not be profitable to us and may not generate cash flow sufficient to justify our investment. In addition, our acquisition growth strategy exposes us to risks that may harm our business, financial condition and operating results, including risks that we may:

- fail to obtain financing, ship management agreements and charters on acceptable terms;
- be unable, including through our ship managers, to hire, train or retain qualified shore and seafaring personnel to manage and operate our enlarged business and fleet;
- fail to realize anticipated benefits of cost savings or cash flow enhancements;
- decrease our liquidity by using a significant portion of our available cash or borrowing capacity to finance acquisitions or by additional repayments of debt;
- significantly increase our interest expense or financial leverage if we incur additional debt to finance acquisitions; or
- incur or assume unanticipated liabilities, losses or costs associated with the vessels acquired.

Should we expand our business or provide additional services to third parties, we may need to improve our operating and financial systems, expand our commercial and technical management staff, and recruit suitable employees and crew for our vessels.

Our current operating and financial systems may not be adequate if we expand the size of our fleet or begin to lease containers, and attempts to improve those systems may be ineffective. In addition, we may need to recruit suitable additional administrative and management personnel to manage any growth. We may not be able to continue to hire suitable employees in such circumstances. If a shortage of experienced labor exists or if we encounter business or financial difficulties, we may not be able to adequately staff our vessels. If we expand our fleet, or begin to lease containers, and we are unable to grow our financial and operating systems or to recruit suitable employees, our business, results of operations and financial condition may be harmed.

We are exposed to risks associated with the purchase and operation of secondhand vessels.

Secondhand vessels typically do not carry warranties as to their condition at the time of acquisition. While we would generally inspect secondhand containerships prior to purchase, such an inspection would normally not provide us with as much knowledge of the vessel's condition as if it had been built for and operated by us during its life. Future repairs and maintenance costs for secondhand vessels are difficult to predict and may be substantially higher than for equivalent vessels of which we have had direct experience. These additional costs could decrease our cash flow and reduce our liquidity. There can be no assurance that market conditions will justify such expenditures or enable us to operate our vessels profitably during the remainder of the economic lives of such vessels.

We may not perform underwater inspections of vessels prior to purchase.

Although we would perform physical inspections of any vessel prior to its purchase, it may not be possible for us to undertake any underwater inspections. As a result, we will not be aware of any damage to a vessel that may have existed at the time of purchase and which could only be discovered through an underwater inspection. However, if any damage is subsequently found, we could incur substantial costs to repair the damage which would not be recoverable from the sellers.

Our ability to grow may be reduced by the introduction of new accounting rules for leasing.

The U.S. accounting standard-setting organization has issued its new standard on leases which has the effect of bringing most off-balance sheet leases onto a lessee's balance sheet as a right-of-use asset and a lease liability for all leases, including operating leases, with a term greater than 12 months. This change could affect our customers and potential customers and may cause them to breach certain financial covenants. This may make them less likely to enter into time charters for our containerships, which could reduce our growth opportunities. This new standard will become effective for fiscal years beginning after December 15, 2018.

We must make substantial expenditures to maintain our fleet and to acquire vessels.

We must make substantial expenditures to maintain our fleet and we generally expect to finance these maintenance expenditures from operating cash flow. In addition, we will need to make substantial capital expenditures to acquire vessels in accordance with our growth strategy. Further, we may be obliged to incur substantial expenditure to become compliant with changes in the regulatory environment, particularly concerning emission control and ballast water treatment. Maintenance expenditures could increase as a result of, among other things, the cost of labor and materials, customer requirements and governmental regulations and maritime self-regulatory organization standards relating to safety, security or the environment. If we are unable to generate sufficient operating cash flow, we will need to fund these significant expenditures, including those required to maintain our fleet, with borrowings under our secured term loan or otherwise find alternative sources of financing. Such alternatives may not be available on economic terms or at all, which could have a material adverse effect on our business and results of operations.

As our fleet ages, we may incur increased operating costs beyond normal inflation, which would adversely affect our results of operations.

In general, the day-to-day cost of operating and maintaining a vessel increases with age. In addition, older vessels are typically less fuel efficient and may attract lower charter rates compared to modern, more fuel efficient vessels. Governmental regulations and safety or other equipment standards may also require expenditures for modifications or the addition of new equipment and may restrict the type of activities in which our vessels may engage. We cannot assure you that, as our vessels age, market conditions will justify any such expenditures or expenditures to otherwise improve their operating characteristics, such as fuel efficiency to enable us to operate our vessels profitably during the remainder of their useful lives, which could adversely affect our results of operations. Our fleet of 18 vessels as at December 31, 2017 had an average age weighted by TEU capacity of 13.0 years.

Unless we set aside reserves or are able to borrow funds for vessel replacement, at the end of the useful lives of our vessels our revenue will decline, which would adversely affect our business, results of operations and financial condition.

Our fleet of 18 containerships as at December 31, 2017 had an average age weighted by TEU capacity of 13.0 years. Unless we maintain reserves or are able to borrow or raise funds for vessel replacement, we will be unable to replace the older vessels in our fleet. Our cash flows and income are dependent on the revenues earned by the chartering of

our containerships. The inability to replace the vessels in our fleet upon the expiration of their useful lives could have a material adverse effect on our business, results of operations and financial condition. Any reserves set aside by any of our subsidiaries for vessel replacement will not be available for servicing our indebtedness.

Our business depends upon certain individuals who may not necessarily continue to be affiliated with us.

Our current performance and future success depend to a significant extent upon our Chief Executive Officer, Ian J. Webber, our Chief Financial and Chief Commercial Officer, Thomas A. Lister, and our Chief Technical Officer, Vivek Puri. Mr. Webber, Mr. Lister and Mr. Puri have almost 100 years of cumulative experience in the shipping industry and have worked with several of the world's largest shipping, ship leasing and ship management companies. They and members of the board of directors are crucial to the execution of our

business strategies and to the growth and development of our business. If these individuals were no longer to be affiliated with us, or if we were to otherwise cease to receive advisory services from them, we may be unable to recruit other employees with equivalent talent and experience, and our business and financial condition may suffer as a result.

Rising crew and other vessel operating costs may adversely affect our profits.

Acquiring and renewing charters with leading liner companies depends on a number of factors, including our ability to man our containerships with suitably experienced, high quality masters, officers and crews. The limited supply of and increased demand for well-qualified crew, due to the increase in the size of the global shipping fleet, has from time to time created upward pressure on crewing costs, which we generally bear under our time charters. Increases in crew costs and other vessel operating costs such as insurance, repairs and maintenance, and lubricants may adversely affect our profitability. In addition, if we cannot retain a sufficient number of high quality onboard seafaring personnel, our fleet utilization will decrease, which could have a material adverse effect on our business, results of operations and financial condition.

Increased fuel prices may have a material adverse effect on our profits.

The cost of fuel is a significant factor in negotiating charter rates and can affect us both directly and indirectly. The cost of fuel will be borne by us when our vessels are being positioned for drydockings, between charters and when employed on voyage charters or contracts of affreightment. We currently have no voyage charters or contracts of affreightment, but we may enter into such arrangements in the future, and to the extent we do so, an increase in the price of fuel beyond our expectations may adversely affect our profitability. We also bear the cost of fuel associated with dry-dockings and when a vessel is off-hire. Even where the cost of fuel is borne by the charterer, which is the case with all of our existing time charters, that cost will affect the level of charter rates that charterers are prepared to pay, depending in part on the fuel efficiency of a particular vessel.

The price of fuel is unpredictable and fluctuates based on events outside our control, including but not limited to geo-political developments, supply and demand for oil, actions by members of the OPEC and other oil and gas producers, economic or other sanctions levied against oil and gas producing countries, war and unrest in oil producing countries and regions, regional production patterns and environmental concerns and regulations.

We are a holding company and we depend on the ability of our subsidiaries to distribute funds to us in order to satisfy our financial and other obligations.

We are a holding company and have no significant assets other than the equity interests in our subsidiaries. Our subsidiaries own all of the vessels and payments under charters are made to them. As a result, our ability to pay dividends and meet any debt service obligations and other liabilities depends on the performance of our subsidiaries and their ability to distribute funds to us. The ability of our subsidiaries to pay dividends or make other distributions or payments to us will be subject to the availability of profits or funds for such purpose which, in turn, will depend on the future performance of the subsidiary concerned which, to a certain extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that may be beyond its control. Additionally, the ability of our subsidiaries to make these distributions could be affected by the provisions of our financing arrangements or a claim or other action by a third party, including a creditor, or by English, Marshall Islands, Cypriot or Hong Kong law or the laws of any jurisdiction which regulates the payment of dividends by companies. Applicable tax laws may also subject such payments to further taxation. Applicable law may also limit the amounts that some of our subsidiaries will be permitted to pay as dividends or distributions on their equity interests, or even prevent such payments. Limitations on our ability to transfer cash among and within our group may mean that even though we, in aggregate, may have sufficient resources to meet our obligations, we may not be permitted to make the necessary transfers from one entity

in our group to another entity in our group in order to make payments on our obligations. Therefore, if we are unable to obtain funds from our subsidiaries, we may not be able to pay dividends, including on our preferred shares, or meet our debt service obligations or our other liabilities.

Because we generate all of our revenues in U.S. dollars but incur a portion of our expenses in other currencies, exchange rate fluctuations could hurt our results of operations.

We generate all of our revenues in U.S. dollars and some of our expenses are denominated in currencies other than U.S. dollars. This currency mismatch could lead to fluctuations in net income due to changes in the value of the U.S. dollar relative to other currencies. Expenses incurred in foreign currencies against which the U.S. dollar falls in value could increase, thereby decreasing our net income. We have not hedged any of this exposure and our U.S. dollar denominated results of operations and financial condition and ability to pay dividends could suffer from adverse currency exchange rate movements. Future declines in the U.S. dollar versus other currencies could have a material adverse effect on our operating expenses and net income.

Our insurance may be insufficient to cover losses that may occur to our property or result from our operations.

The shipping industry has inherent operational risks. Although we carry hull and machinery insurance, war risks insurance and protection and indemnity insurance (which includes coverage for environmental damage and pollution) and other insurances commonly held by vessel owners, we may not be adequately insured against all risks or our insurers may not pay every claim. Even if our insurance coverage is adequate to cover our losses, we may not be able to obtain a replacement vessel in the event of a total or constructive total loss in a timely manner. Further, under our financings, we are subject to restrictions on the use of any proceeds we may receive under claims in the event of a total or constructive total loss. Furthermore, in the future, we may not be able to obtain adequate insurance coverage at reasonable rates for our fleet. We may also be subject to calls, or premiums, in amounts based not only on our own claim records but also the claim records of all other members of the protection and indemnity associations through which we receive indemnity insurance coverage for tort liability. In addition, insurers typically charge additional premiums if vessels transit certain "excluded areas," which may be subject to higher risk of piracy, war or terrorism. We cannot be certain that our insurers will continue to provide such cover, or that we will be able to recover these increased costs from our charterers. Our insurance policies also contain deductibles, limitations and exclusions which, although we believe are standard in the shipping industry, may nevertheless increase our costs.

In addition, we do not presently carry loss-of-hire insurance, which covers the loss of revenue during extended vessel off-hire periods, such as those that might occur during an unscheduled drydocking due to damage to the vessel from a major accident. Accordingly, any vessel that is off-hire for an extended period of time, due to an accident or otherwise, could have a material adverse effect on our business, results of operations and financial condition.

We are incorporated in the Republic of the Marshall Islands, which does not have a well-developed body of corporate law.

Our corporate affairs are governed by our articles of incorporation and bylaws and by the Business Corporations Act of the Republic of the Marshall Islands, or BCA. The provisions of the BCA resemble provisions of the corporation laws of a number of states in the United States. However, there have been very few judicial cases in the Republic of the Marshall Islands interpreting the BCA. The rights and fiduciary responsibilities of directors under the law of the Republic of the Marshall Islands are not as clearly established as the rights and fiduciary responsibilities of directors under statutes or judicial precedent in existence in certain U.S. jurisdictions. Shareholder rights may differ as well. While the BCA does specifically incorporate the non-statutory law, or judicial case law, of the State of Delaware and other states with substantially similar legislative provisions, our shareholders may have more difficulty in protecting their interests in the face of actions by the management, directors or controlling shareholders than would shareholders of a corporation incorporated in a U.S. jurisdiction.

Risks Relating to Our Industry

Our growth and long-term profitability depend mainly upon growth in demand for containerships, the condition of the charter market and the availability of capital. The container shipping industry is cyclical and volatile. It experienced a severe cyclical downturn in 2011, with over supply of capacity continuing to date.

The container shipping industry is cyclical, with the demand for container shipping services and therefore the demand for container ships driven by global trade. Between 1997 and 2007, containerized trade exhibited compound annual growth of approximately 10%, with a period of super-cyclical growth from 2002 to mid-2008 fueled partly by significant increases in exports from China. The global financial crisis, from late 2008, contributed to a contraction of demand for the first time in the history of containerization, with 2009 volumes falling by 9%. In 2010, demand rebounded, with volume growth of almost 13%. During 2011, macroeconomic sentiment softened and containerized trade growth slowed to approximately 7.0%. From 2012 through 2016, containerized trade grew, year-on-year, by

between 2.1% and 5.4%. In 2017, containerized trade is estimated to have grown approximately 5.4%. In contrast, cellular containership capacity grew annually by between 1.2% and 8.1% in the years 2012 through 2016, and is estimated to have grown by 3.8% in 2017.

Weak conditions in the containership sector may affect our ability to generate cash flows and maintain liquidity, as well as adversely affect our ability to obtain financing.

The factors affecting the supply and demand for containerships and container shipping services are outside our control, and the nature, timing and degree of changes in industry conditions are unpredictable.

The factors that influence demand for containership capacity include:

- supply and demand for products suitable for shipping in containers;
- changes in the pattern of global production of products transported by containerships;
- the globalization of manufacturing;
- global and regional economic and political conditions;
- developments in international trade;
- changes in seaborne and other transportation patterns, including changes in the distances over which container cargoes are transported, the size of containerships, the extent of trans-shipments and the competitiveness of other forms of marine transportation including dry bulk and refrigerated vessels;
- environmental and other legal and regulatory developments;
- the price of oil and economics of slow steaming;
- the availability of trade finance and currency exchange rates; and
- port and canal congestion.

The factors that influence the supply of containership capacity include:

- the containership newbuilding orderbook;
- the availability of financing;
- the scrapping rate of containerships;
- the number of containerships off-hire or otherwise idle including laid-up;
- the price of steel and other raw materials;
- changes in environmental and other laws and regulations that may limit the useful life of containerships;
- the availability of shipyard capacity;
- port and canal congestion; and
- the extent of slow steaming.

Our ability to recharter our containerships upon the expiration or termination of their current charters, which for four of our 18 containerships could be as early as dates between July 28, 2018 and September 26, 2018. A further vessel has a charter which can be terminated as early as January 1, 2019 and a further four vessels have charters that can terminate as early as dates in September 2019, and the charter rates receivable under any renewal or replacement charters will depend upon, among other things, the prevailing state of the containership charter market. If the charter market is depressed when our charters expire, we may be forced to recharter our containerships at reduced or even unprofitable rates, or we may not be able to recharter them at all, which may reduce or eliminate our results of operations or make our results of operations volatile. The same issues will exist in respect of any additional vessels we may acquire either when obtaining the initial charters or on rechartering at their expiry.

A decrease in the level of export of goods or an increase in trade protectionism will harm our customers' business and, in turn, harm our business, results of operations and financial condition.

Much of our customers' containership business revenue is derived from the shipment of goods from the Asia Pacific region, primarily China, to various overseas export markets, including the United States and Europe. Any reduction in or hindrance to the output of China-based exporters could negatively affect the growth rate of China's exports and our customers' business. For instance, the government of China has implemented economic policies aimed at increasing domestic consumption of Chinese-made goods. This may reduce the supply of goods available for export and may, in turn, result in a decrease in shipping demand.

Our international operations expose us to the risk that increased trade protectionism will harm our business. If global economic challenges exist, governments may turn to trade barriers to protect their domestic industries against foreign imports, thereby depressing shipping demand. In particular, the leaders of the United States have indicated the United States may seek to implement more protective trade measures. Increasing trade protectionism in the markets that our customers serve has caused and may continue to cause an increase in the cost of goods exported from Asia Pacific, the length of time required to deliver goods from the region and the risks associated with exporting goods from the region. Such increases may also affect the quantity of goods to be shipped, shipping time schedules, voyage costs and other associated costs.

Any increased trade barriers or restrictions on global trade, especially trade with China, would harm our customers' business, results of operations and financial condition and could thereby affect their ability to make timely charter hire payments to us and to renew and increase the number of their time charters with us. This could harm our business, results of operations and financial condition.

Adverse economic conditions, especially in the Asia Pacific region, the European Union or the United States, could harm our business, results of operations and financial condition.

Because a significant number of the port calls made by our vessels involves the loading or discharging of containerships in ports in the Asia Pacific region, economic turmoil in that region may exacerbate the effect of any economic slowdown on us. China has been one of the world's fastest growing economies in terms of gross domestic product, or GDP, which has increased the demand for shipping. However, China's rate of real GDP growth is fallen from its highs. The United States have also indicated they may seek to implement more protectionist trade measures to protect and enhance its domestic economy. Additionally, the European Union, or the EU, and certain of its member states are facing significant economic and political challenges, including a risk of increased protectionist policies. Our business, results of operations and financial condition will likely be harmed by any significant economic downturn in the Asia Pacific region, including China, or in the EU or the United States.

The global economy experienced disruption and volatility following adverse changes in global capital markets commencing in 2007 and 2008. The deterioration in the global economy caused, and any renewed deterioration may cause, a decrease in worldwide demand for certain goods and shipping. Economic instability could harm our business, results of operations and financial condition.

Disruptions in world financial markets and the resulting governmental action in the United States and in other parts of the world could have a material adverse impact on our results of operations, financial condition and cash flows.

Global financial markets and economic conditions have been severely disrupted and volatile at times in recent years and remain subject to significant vulnerabilities, such as the deterioration of fiscal balances and the rapid accumulation of public debt, continued deleveraging in the banking sector and limited supply of credit. Credit markets and the debt and equity capital markets have been exceedingly distressed and volatile. The sovereign debt crisis in countries such as Cyprus and Greece, for example, and concerns over debt levels of certain other European Union member states and other countries around the world, as well as concerns about some international banks, has increased volatility in global credit and equity markets. These issues, along with the re-pricing of credit risk and the difficulties currently experienced by financial institutions have made, and will likely continue to make, it difficult to obtain financing. As a result of the disruptions in the credit markets, many lenders have increased margins, enacted tighter lending standards, required more restrictive terms (including higher collateral ratios for advances, shorter maturities and smaller loan amounts), or refused to refinance existing debt at all or on terms similar to our current debt. Furthermore, certain banks that have historically been significant lenders to the shipping industry have announced an intention to reduce or cease lending activities in the shipping industry. New banking regulations, including larger capital requirements and the resulting policies adopted by lenders, could reduce lending activities. We may experience

difficulties obtaining financing commitments in the future if current or future lenders are unwilling to extend financing to us or unable to meet their funding obligations due to their own liquidity, capital or solvency issues.

We cannot be certain that financing or refinancing will be available on acceptable terms or at all. If financing or refinancing is not available when needed, or is available only on unfavorable terms, we may be unable to meet our future obligations as they come due. Our failure to obtain such funds could have a material adverse effect on our business, results of operations and financial condition, as well as our cash flows, including cash available for dividends to our shareholders. In the absence of available financing, we also may be unable to take advantage of business opportunities or respond to competitive pressures.

We may have more difficulty entering into long-term charters if a more active and cheaper short-term or spot container shipping market develops.

At the expiration of our charters or if a charter terminates early for any reason or if we acquire vessels charter-free, we will need to charter or recharter our vessels. If an excess of vessels is available on the spot or short-term market at the time we are seeking to fix new longer-term charters, we may have difficulty entering into such charters at all or at profitable rates and for any term other than short term and, as a result, our cash flow may be subject to instability in the mid to long-term. In addition, it would be more difficult to fix relatively older vessels should there be an oversupply of younger vessels on the market. A depressed spot market may require us to enter into short-term spot charters based on prevailing market rates, which could result in a decrease in our cash flow.

An over-supply of containership capacity may lead to reductions in charter hire rates and profitability.

While the size of the containership orderbook has declined substantially since the peak of 2008/2009, the containership newbuilding orderbook as at January 1, 2018 represented approximately 12.7% of the total on the water fleet capacity. Further containerships are likely to be ordered. Delivery of newly built containerships will result in an increase in the size of the world containership fleet over the next few years. An over-supply of containership capacity, combined with any decline in the rate of growth in demand for containerships, would be likely to result in a reduction of charter hire rates. If such a reduction occurs when we seek to charter newbuilding vessels, our growth opportunities may be diminished. If such a reduction occurs upon the expiration or termination of our containerships' current time charters, we may only be able to recharter our containerships for reduced rates or unprofitable rates or we may not be able to recharter our containerships at all, which would have a material adverse effect on our business, financial condition and results of operation.

Increased competition in technology and innovation could reduce our charter hire income and the value of our vessels.

The charter rates and the value and operational life of a vessel are determined by a number of factors, including the vessel's efficiency, operational flexibility and physical life. Efficiency includes speed and fuel economy. Flexibility includes the ability to enter harbors, utilize related docking facilities and pass through canals and straits together with other vessel specifications such as the capacity to carry temperature controlled containers (reefers). Physical life is related to the original design and construction, maintenance and the impact of the stress of operations. If new ship designs currently promoted by shipyards as being more fuel efficient perform, or if new containerships built in future that are more efficient or flexible or have longer physical lives than our vessels, competition from these more technologically advanced containerships could adversely affect our ability to re-charter, the amount of charter-hire payments that we receive for our containerships once their current time charters expire and the resale value of our containerships. This could adversely affect our ability to service our debt or pay dividends to our shareholders.

Acts of piracy on ocean-going vessels have increased in frequency, which could adversely affect our business.

Piracy is an inherent risk in the operation of ocean-going vessels and particularly affects vessels operating in specific regions of the world such as the South China Sea, the Gulf of Aden, the Arabian Sea, off the coast of West Africa and off the coast of Somalia. Generally, we do not control the routing of our vessels, which is determined by the charterer. Pirate attacks on any of our vessels could result in loss of life, the kidnapping of crew or the theft, damage or destruction of vessels or of containers or cargo being transported thereon. In addition, while we believe the charterer remains liable for charter payments when a vessel is seized by pirates, the charterer may dispute this and withhold charter hire until the vessel is released. A charterer may also claim that a vessel seized by pirates was not "on-hire" for a certain number of days and it is therefore entitled to cancel the charter party, a claim that we would dispute. We may not be adequately insured to cover losses from these incidents, which could have a material adverse effect on our business, results of operations and financial condition. In addition, insurance premiums and costs such as onboard

security guards, should we decide to employ them, could increase in such circumstances. Further, acts of piracy may materially adversely affect our charterer's business, impairing its ability to make payments to us under our charters.

Terrorist attacks and international hostilities could affect our results of operations and financial condition.

Terrorist attacks and the continuing response of the United States and other countries to these attacks, as well as the threat of future terrorist attacks, continue to cause uncertainty in the world financial markets and may affect our business, results of operations and financial condition from increased security costs and more rigorous inspection procedures at borders and ports. From time to time, acts of terrorism, regional conflict and other armed conflict around the world may contribute to further economic instability in the global financial markets. These uncertainties could also adversely affect our ability to obtain additional financing on terms acceptable to us or at all.

Terrorist attacks targeted at oceangoing vessels may also negatively affect our future operations and financial condition from, for example, increased insurance costs, and directly impact our containerships or our charterer. Future terrorist attacks could result in increased market volatility or even a recession in the United States or elsewhere or negatively affect global financial markets, and could further increase inspection and security requirements and regulation that could slow our operations and negatively affect our profitability. Any of these occurrences could have a material adverse impact on our operating results, revenue and costs.

Our vessels may call on ports located in countries that are subject to restrictions imposed by the United States government, which could have a material adverse effect on our results of operations and financial condition.

From time to time, on charterers' instructions, our vessels may call on ports located in countries subject to sanctions and embargoes imposed by the U.S. government and in countries identified by the U.S. government as state sponsors of terrorism. In addition, as a result of actions taken by our charterers, we may be deemed to have engaged in financial transactions that are prohibited by such sanctions or embargoes. The U.S. sanctions and embargo laws and regulations vary in their application, as they do not all apply to the same covered persons or proscribe the same activities, and such sanctions and embargo laws and regulations may be amended or strengthened over time. In 2010, the United States enacted the Comprehensive Iran Sanctions Accountability and Divestment Act ("CISADA"), which amended the Iran Sanctions Act of 1996. Among other things, CISADA introduced limits on the ability of companies and persons to do business or trade with Iran when such activities relate to the investment, supply or export of refined petroleum or petroleum products. In 2012, President Obama signed Executive Order 13608 which prohibited U.S. persons from engaging in transactions or dealings with foreign individuals or entities that (1) have violated, attempted to violate, conspired to violate or caused a violation of certain Executive Orders related to Iran or Syria, (2) facilitated any deceptive transactions for or on behalf of any person subject to U.S. sanctions concerning Iran or Syria, or (3) are owned or controlled by, or are acting on behalf of, any such person or entity subject to sanctions. Also in 2012, the United States enacted the Iran Threat Reduction and Syria Human Rights Act of 2012 (the "ITRA"), which expanded the range of Iran-related activities that expose third parties to sanctions, created new sanctions and strengthened existing sanctions. Among other things, the ITRA intensified existing sanctions regarding the provision of goods, services, infrastructure or technology to Iran's petroleum or petrochemical sector. The ITRA also included a provision requiring the President of the United States to impose five or more sanctions from Section 6(a) of the Iran Sanctions Act, as amended, on a person the President determines is a controlling beneficial owner of, or otherwise owns, operates, or controls or insures a vessel that was used to transport crude oil from Iran to another country and (1) if the person is a controlling beneficial owner of the vessel and the person had actual knowledge the vessel was so used or (2) if the person otherwise owns, operates, or controls, or insures the vessel, the person knew or should have known the vessel was so used. The ITRA also included a requirement that issuers of securities must disclose to the SEC in their annual and quarterly reports filed after February 6, 2013 if the issuer or "any affiliate" has "knowingly" engaged in certain activities involving Iran during the timeframe covered by the report. In January 2013, the United States enacted the Iran Freedom and Counter-Proliferation Act of 2012 (the "IFCPA") which expanded the scope of U.S. sanctions on any person that participated in Iran's energy, shipping or shipbuilding sector and operators of ports in Iran, and imposes penalties on any person who facilitates or otherwise knowingly provides significant financial, material or other support to these entities. In January 2016, the United States implemented its commitments under the Joint Comprehensive Plan of Action (the "JCPOA"). Pursuant to the JCPOA the United States committed to cease to apply, terminate or modify to effectuate the termination of certain Iran-related Executive Orders, as well as certain provisions of the Iran Sanctions Act, CISADA, the ITRA, the IFCPA and related regulations, and to remove certain individuals and entities from lists of sanctioned persons, including those designated under Executive Order 13608. Thus, the United States has committed not to impose sanctions on non-U.S. persons for engaging in certain transactions or dealings in Iran involving finance and banking; insurance; the energy and petrochemical sectors; the shipping, shipbuilding and port sectors; gold and other precious metals; raw and semi-finished metals and mineral resources, including software for integrating industrial processes; and the automotive sector. However, the JCPOA contains a "snap-back" provision that allows for the reinstatement of sanctions if Iran fails to continue to meet its

obligations under the agreement.

To the best of our knowledge, none of our vessels have called at ports in Iran, Syria, Sudan or Cuba since January 1, 2014, nor have we provided any services or products to Iran, Syria, Sudan and Cuba, or entered into any agreements, commercial arrangements or had any contact with the governments of, or entities controlled by the governments of, the aforementioned countries, during this time period. Additionally, to the best of our knowledge, we have not, since January 1, 2014, directly provided any services or products to Iran, or entered into any agreements, commercial arrangements or had any contact with the government of, or entities controlled by the government of Iran.

Although we believe that we are in compliance with all applicable sanctions and embargo laws and regulations, and intend to maintain such compliance, there can be no assurance that we will be in compliance in the future, particularly as the scope of certain laws may be unclear and may be subject to changing interpretations. Any such violation could result in fines or other penalties and could result in some investors deciding, or being required, to divest their interest, or not to invest, in us. Moreover, our charterers may violate applicable sanctions and embargo laws and regulations as a result of actions that do not involve us or our vessels, and those violations could in turn negatively affect our reputation. Investor perception of the value of our common stock may also be adversely affected by the consequences of war, the effects of terrorism, civil unrest and governmental actions in these and surrounding countries.

It may not be possible for some of our vessels to call on Turkish ports due to the Turkish embargo on Cypriot flag vessels and vessels owned by Cypriot companies.

In 1987, the Turkish Government introduced certain restrictive measures against Cypriot owned or flagged vessels prohibiting such vessels to call on Turkish ports. In 1997, the restrictive measures were extended and since then they apply not only against Cypriot flag vessels but also against vessels registered under a foreign flag (of any nationality) sailing to Turkish ports directly from any Cypriot port under the effective control of the Republic of Cyprus or against vessels of any flag related to the Republic of Cyprus in terms of ownership or ship management. Cypriot vessels will be allowed passage through the Turkish Straits (Bosphorus) with or without pilot but no other services or provisions will be given, including bunker supply. Currently, 13 of our 18 vessels are owned by Cypriot companies and of these eight are Cyprus flagged. Whilst the restrictive measures remain in place, our vessels which are either Cypriot flagged or owned by a Cypriot company may not call on Turkish ports. This may restrict the use of Cypriot ports by our charterers and may have an adverse effect on the possible operation of our vessels by them in the Eastern Mediterranean and the Black Sea or give rise to costs to change the ownership and flag of relevant vessels to permit trading to Turkey.

The smuggling of drugs, weapons or other contraband and stowaways on our vessels may lead to governmental claims against us.

We expect that our vessels will call in areas where smugglers attempt to hide drugs, weapons and other contraband on vessels or stowaways attempt to board, with or without the knowledge of crew members. To the extent our vessels are found with contraband or stowaways, whether with or without the knowledge of any of our crew or charterers, we may face governmental or other regulatory claims, which could have a material adverse effect on our business, results of operations, cash flows and financial condition.

We are exposed to significant risks in relation to compliance with anti-corruption laws and regulations.

Our business entails numerous interactions with government authorities, including port authorities, health, safety, and environment authorities, labor and tax authorities and customs and immigration authorities. Furthermore, at our charterer's direction, our vessels call at ports throughout the world, including in some countries where corruption is endemic. Although we have strict and adequate procedures prohibiting our employees or persons associated with us from making unlawful payments to government officials, we cannot guarantee that such payments may not be made despite our procedures and without our approval. In such case, such payments may be deemed to have violated anti-corruption laws potentially applicable to us, including the UK Bribery Act 2010 (the "Bribery Act") and the U.S. Foreign Corrupt Practices Act (the "FCPA"). Both civil and criminal penalties may be imposed on us as a result of violations of anti-corruption laws, and such penalties could have a material adverse impact on our reputation, business and financial condition.

Risks inherent in the operation of containerships could impair the ability of the charterer to make payments to us, increase our costs or reduce the value of our assets.

Our containerships and their cargoes are at risk of being damaged or lost because of events such as marine accidents, bad weather, mechanical failures, human error, war, terrorism, piracy, environmental accidents and other circumstances or events. Any of these events connected to our vessels or other vessels under the charterer's control, or any other factor which negatively affects the charterer's business such as economic downturn and significant cyclical depression in the container shipping industry, could impair the ability of the charterer to make payments to us pursuant to our charters. Although the charterer is obligated to pay us charterhire regardless of the amount of cargo being carried on board, it is possible that generally low cargo volumes and low freight rates or events noted above may render the charterer financially unable to pay us its hire. Furthermore, there is a risk that a vessel may become damaged, lost or destroyed during normal operations and any such occurrence may cause us additional expenses to repair or substitute the vessel or may render us unable to provide the vessel for chartering, which will cause us to lose charter revenue.

These occurrences could also result in death or injury to persons, loss of property or environmental damage, loss of revenues from or termination of charter contracts, governmental fines, penalties or restrictions on conducting business, higher insurance rates, and damage to our reputation and customer relationships generally. Any of these circumstances or events could increase our costs or lower our revenues, which could result in reduction in the market price of our common shares.

Governments could requisition our vessels during a period of war or emergency without adequate compensation, which under most of our time charter agreements would permit the customer to terminate the charter agreement for that vessel.

A government could requisition one or more of our vessels for title or for hire. Requisition for title occurs when a government takes control of a vessel and becomes its owner, while requisition for hire occurs when a government takes control of a vessel and effectively becomes its charterer at dictated charter rates. Generally, requisitions occur during periods of war or emergency, although governments may elect to requisition vessels in other circumstances. Although we would likely be entitled to compensation in the event of a requisition of one or more of our vessels, the amount and timing of payment would be uncertain. Additionally, under most of our time charter agreements, if a vessel is requisitioned, our customer has the option to terminate the charter agreement within 14 days of receipt of notice of the requisition. Government requisition of one or more of our vessels may negatively impact our revenues and cash flow.

Compliance with safety and other vessel requirements imposed by classification societies may be costly and may adversely affect our business and operating results.

The hull and machinery of every commercial vessel must conform to the rules and standards of a classification society approved by the vessel's country of registry. Such societies set the rules and standards for the design, construction, classification, and surveys of vessels and conduct surveys to determine whether vessels are in compliance with such rules and standards. A certification by a society is an attestation that the vessel is in compliance with the society's rules and standards. A vessel involved in international trade must also conform to national and international regulations on safety, environment and security, including (but not limited to) the Safety of Life at Sea Convention, or SOLAS, and the International Convention for the Prevention of Pollution from Ships. A vessel conforms to such regulations by obtaining certificates from its country of registry and/or a classification society authorized by the country of registry.

A vessel must undergo annual surveys, intermediate surveys and special surveys. In lieu of a special or class renewal survey, a vessel's machinery may be reviewed on a continuous survey cycle, under which the machinery would be surveyed over a five-year period. See Item 4.B. "Information on the Company—Business Overview—Inspection by Classification Societies" for more information regarding annual surveys, intermediate surveys and special surveys. Bureau Veritas, Lloyd's Register and Germanischer Lloyd, the classification societies for the vessels in our fleet, may approve and carry out in-water inspections of the underwater parts of our vessels once every three to five years, in lieu of drydocking inspections. In-water inspections are typically less expensive than drydocking inspections and we intend to conduct in-water inspections when that option is available to us.

If a vessel does not maintain its "in class" certification or fails any annual survey, intermediate survey or special survey, port authorities may detain the vessel, refuse her entry into port or refuse to allow her to trade resulting in the vessel being unable to trade and therefore rendering her unemployable. In the event that a vessel becomes unemployable, we could also be in violation of provisions in our charters, insurance coverage, covenants in our loan agreements and ship registration requirements and our revenues and future profitability would be negatively affected.

We are subject to regulation and liability under environmental laws that could require significant expenditures and affect our cash flows and net income.

The shipping industry and the operation of containerships are materially affected by environmental regulation in the form of international conventions, national, state and local laws and regulations in force in the jurisdictions in which our containerships operate, as well as in the country or countries of their registration, including those governing the management and disposal of hazardous substances and wastes, the cleanup of oil spills and other contamination, air emissions, water discharges and ballast water management. Because such conventions, laws and regulations are often revised, we cannot predict the cost of complying with such requirements or the impact thereof on the value or useful life of our containerships. Additional conventions, laws and regulations may be adopted that could limit our ability to do business or increase the cost of our doing business and which may materially adversely affect our operations. We are required by various governmental and quasi-governmental agencies to obtain certain permits, licenses, certificates and financial assurances with respect to our operations. Many environmental requirements are designed to reduce the risk of pollution, such as oil spills, and compliance with these requirements can be costly.

Specifically, in 2004, the International Maritime Organization (the "IMO") adopted an International Convention for the Control and Management of Ships' Ballast Water and Sediments, or BWM Convention. The Convention will enter into force from September 8, 2017. Consequently, approved ballast water treatment systems must be, inter alia, retro-fitted on existing vessels of 400 gross tonnes (gt) and above, prior to the first renewal after that date of the IOPP Certificate required under MARPOL Annex I. All of our vessels exceed 400 gt. Typically, the renewal date of the IOPP Certificate is co-incidental with regulatory dry-dockings. See "Environmental and other regulations—International Maritime Organization" below, for a discussion of possible impacts of increased ballast water management regulation. The costs associated with compliance are unclear.

Further, recently, the U.S. Coast Guard has approved a number of Ballast Water Management Systems ("BWMS") and, accordingly, relevant vessels operating in U.S. waters and not otherwise exempted, are required to manage ballast water in one of five ways (i) use a U.S. type-approved BWMS to meet the discharge standard; (ii) temporarily use a foreign type-approved BWMS that has been accepted by the U.S. Coast Guard as an Alternative Management System; (iii) use and discharge ballast water obtained exclusively from a U.S. Public Water System; (iv) discharge ballast water to a reception facility; or (v) do not discharge ballast water inside 12 nautical miles. Existing exemption letters will remain valid and the Coast Guard will continue to consider applications for extensions if the vessel owner can demonstrate that despite all efforts, compliance is not possible.

Environmental requirements can also affect the value or useful lives of vessels, require a reduction in cargo capacity, ship modifications or operational changes or restrictions, lead to decreased availability of insurance coverage for environmental matters or result in the denial of access to certain jurisdictional waters or ports, or detention in certain ports. Under local, national and foreign laws, as well as international treaties and conventions, we could incur material liabilities, including cleanup obligations and natural resource damages, in the event that there is a release of oil-based products or other hazardous materials from our vessels or otherwise in connection with our operations. We could also become subject to personal injury or property damage claims relating to the release of hazardous materials associated with our existing or historic operations. Violations of, or liabilities under, environmental requirements can result in substantial penalties, fines and other sanctions, including in certain instances, criminal liabilities or seizure or detention of our vessels.

In addition, significant compliance costs could be incurred due to existing environmental laws and regulations and those that may be adopted, which could require new maintenance and inspection procedures and new restrictions on air emissions from our containerships, the development of contingency arrangements for potential spills and/or obtaining insurance coverage. Government regulation of vessels, particularly in the areas of safety and environmental requirements, can be expected to become increasingly strict in the future and require us to incur significant capital expenditures on our vessels to keep them in compliance, or even to scrap or sell certain vessels altogether. We believe that regulation of the shipping industry will continue to become more stringent and more expensive for us and our competitors. Substantial violations of applicable requirements or a catastrophic release of bunker fuel from one of our containerships, among other events, could have a material adverse impact on our business, financial condition and results of operations. For additional information on these and other environmental requirements, you should review the information contained in Item 4.B. "Information on the Company—Business Overview—Environmental and Other Regulations."

Increased inspection procedures, tighter import and export controls and new security regulations could increase costs and cause disruption of our containership business.

International container shipping is subject to security and customs inspection and related procedures in countries of origin, destination, and certain trans-shipment points. These inspection procedures can result in cargo seizure, delays in the loading, offloading, trans-shipment, or delivery of containers, and the levying of customs duties, fines and other penalties against us.

Since the events of September 11, 2001, U.S. authorities have substantially increased container inspections. Government investment in non-intrusive container scanning technology has grown and there is interest in electronic monitoring technology, including so-called “e-seals” and “smart” containers, which would enable remote, centralized monitoring of containers during shipment to identify tampering with or opening of the containers, along with potentially measuring other characteristics such as temperature, air pressure, motion, chemicals, biological agents and radiation. Also, as a response to the events of September 11, 2001, additional vessel security requirements have been imposed, including the installation of security alert and automatic identification systems on board vessels.

It is unclear what additional changes, if any, to the existing inspection and security procedures may ultimately be proposed or implemented in the future, or how any such changes will affect the industry. It is possible that such changes could impose additional financial and legal obligations on us. Furthermore, changes to inspection and security procedures could also impose additional costs and obligations on our customers and may, in certain cases, render the shipment of certain types of goods in containers uneconomical or impractical. Any such changes or developments could have a material adverse effect on our business, results of operations and financial condition and our ability to pay dividends to our shareholders.

The operation of our vessels is also affected by the requirements set forth in the International Ship and Port Facilities Security Code (the "ISPS Code"). The ISPS Code requires vessels to develop and maintain a ship security plan that provides security measures to address potential threats to the security of ships or port facilities. Although each of our containerships is ISPS Code certified, any failure to comply with the ISPS Code or maintain such certifications may subject us to increased liability and may result in denial of access to, or detention in, certain ports. Furthermore, compliance with the ISPS Code requires us to incur certain costs. Although such costs have not been material to date, if new or more stringent regulations relating to the ISPS Code are adopted by the International Maritime Organisation ("IMO") and the flag states, these requirements could require significant additional capital expenditures or otherwise increase the costs of our operations.

Depending on the outcome of an ongoing EU investigation of container liner companies related to potential antitrust violations, our growth, results of operations and our ability to charter our vessels may be reduced.

In July 2016, the European Commission completed its investigations of certain major container liner companies, including some of our existing customers, related to potential violations of EU competition (antitrust) rules. The liner companies under investigation offered to enter into the following binding commitments regarding their future conduct for a period of three years, starting December 7, 2016;

- the carriers will stop publishing and communicating General Rate Increase announcements, i.e., changes to prices expressed solely as an amount or percentage of the change;
- in order for any future price announcements to be useful for customers, the carriers will announce figures that include at least the five main elements of the total price (base rate, bunker charges, security charges, terminal handling charges and peak season charges if applicable);
- price announcements will be binding on the carriers as maximum prices for the announced period of validity (but carriers will remain free to offer prices below these ceilings);
- price announcements will not be made more than 31 days before their entry into force, which corresponds to the period when customers usually start booking in significant volumes (typically, customers plan their shipments between four weeks and one week before they need to move their consignments).

Although we have no basis for assessing the effect of these commitments, it is possible that additional financial and legal obligations may be imposed on one or more of these liner companies. Such obligations may make these customers or similarly situated potential customers less likely to enter into or renew time charters for our containerships, which could reduce our growth opportunities and harm our business, results of operations and financial condition.

Risks Relating to our Common Stock and Depositary Shares Representing Series B Preferred Shares

We cannot assure you if and when we will pay dividends on our common shares.

We are not currently paying dividends on our common shares. Subject to the limitations contained in our secured term loan, the indenture governing our 2022 notes and other contractual obligations, we may resume the distribution of a portion of our cash flow to our shareholders, while retaining the remaining cash flow for costs such as drydockings,

reinvestment in our business, funding vessel or fleet acquisitions, making debt repayments and for other purposes, as determined by our board of directors. The timing and amount of any dividends declared will depend on, among other things (a) our results of operations, financial condition, cash flow and cash requirements, (b) our liquidity, including our ability to obtain debt and equity financing on acceptable terms as contemplated by our vessel acquisition strategy, (c) restrictive covenants in our existing and future debt instruments and (d) provisions of Marshall Islands law. The declaration and payment of dividends is also subject at all times to the discretion of our board of directors.

The international containership and containership leasing industry is highly volatile, and we cannot predict with certainty the amount of cash, if any, that will be available for distribution as dividends in any period. Also, there may be a high degree of variability from period to period in the amount of cash, if any, that is available for the payment of dividends. The amount of cash we generate from operations and the actual amount of cash we will have available for dividends in each quarter will vary based upon, among other things:

- the charter-hire payments we obtain from our charters as well as the rates obtained upon the expiration of our existing charters;
- acquisition of additional vessels;
- the timing of scheduled drydockings;
- the timing of interest payments, scheduled debt amortization payments and other payments that might be due under our debt facilities;
- delays in the delivery of newbuilding vessels, if any, and the beginning of payments under charters relating to those vessels;
- the level of our operating costs, such as the costs of crews, lubricants and insurance;
- the number of unscheduled off-hire days for our fleet and the timing of, and number of days required for, scheduled dry-docking of our containerships;
- any idle time after one charter expires until a new charter is agreed or the vessel is disposed of, should a new charter not be agreed;
- unexpected repairs to, or required expenditures on, vessels or dry-docking costs in excess of those anticipated;
- the loss of a vessel;
- prevailing global and regional economic and political conditions;
- changes in interest rates;
- the effect of governmental regulations and maritime self-regulatory organization standards on the conduct of our business;
- changes in the basis of taxation of our activities in various jurisdictions;
- modification or revocation of our dividend policy by our board of directors; and
- the amount of any cash reserves established by our board of directors.

The amount of cash we generate from our operations may differ materially from our net income or loss for the period, which will be affected by non-cash items. We may incur other expenses or liabilities that could reduce or eliminate the cash available for distribution as dividends.

In addition, Marshall Islands law generally prohibits the payment of dividends other than from surplus (retained earnings and the excess of consideration received from the sale of shares above the par value of the shares) or if there is no surplus, from the net profits for the current and prior fiscal years, or while a company is insolvent or if it would be rendered insolvent by the payment of such a dividend. We may not have sufficient surplus or net profits in the future to pay dividends, and our subsidiaries may not have sufficient funds, surplus or net profits to make distributions to us. As a result of these and other factors, we may not be able to pay dividends during periods when we record losses and may not pay dividends during periods when we record net income. We can give no assurance that dividends will be paid in the future.

The price of our securities may be volatile.

The price of our common shares and depositary shares representing Series B preferred shares may be volatile and may fluctuate due to factors such as:

- actual or anticipated fluctuations in our quarterly revenues and results of operations and those of publicly held containership owners or operators;
- market conditions in the industry;

- perceived counterparty risk;

- shortfalls in our operating results from levels forecasted by securities analysts;
- announcements concerning us or other containership owners or operators;
- mergers and strategic alliances in the shipping industry;
- changes in government regulation including taxation; and
- the general state of the securities markets.

The international containership industry has been highly unpredictable and volatile. The market for common shares and depositary shares representing Series B preferred shares in companies operating in this industry may be equally volatile.

We have anti-takeover provisions in our organizational documents that may discourage a change of control.

Certain provisions of our articles of incorporation and bylaws may have an anti-takeover effect and may delay, defer or prevent a tender offer or takeover attempt that a shareholder might consider in its best interest, including those attempts that might result in a premium over the market price for the shares held by shareholders.

Certain of these provisions provide for:

- a classified board of directors with staggered three-year terms;
- restrictions on business combinations with certain interested shareholders;
- directors only to be removed for cause and only with the affirmative vote of holders of at least a majority of the common shares entitled to vote in the election of directors;
- advance notice for nominations of directors by shareholders and for shareholders to include matters to be considered at annual meetings; and
- a limited ability for shareholders to call special shareholder meetings.

These anti-takeover provisions could make it more difficult for a third party to acquire us, even if the third party's offer may be considered beneficial by many shareholders. As a result, shareholders may be limited in their ability to obtain a premium for their shares.

There will be a substantial number of our common shares available for sale in the future that may adversely affect the market price of our Class A common shares.

Pursuant to the registration rights agreement entered into at the effective time of the Merger, Marathon's initial shareholders and, under certain circumstances, CMA CGM can demand that we register the resale of their holdings of our common shares at any time. 10,737,004 common shares held by Marathon's initial shareholders were registered for sale under a registration statement on Form F-3 filed with the SEC on July 28, 2014. The registration and availability of such a significant number of securities for trading in the public market may have a material adverse effect on the market price of our Class A common shares.

Our management is required to devote substantial time to complying with public company regulations.

As a public company, we incur significant legal, accounting and other expenses. In addition, the Sarbanes-Oxley Act of 2002 ("Sarbanes-Oxley") as well as rules subsequently adopted by the SEC and the New York Stock Exchange ("NYSE"), including the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, have imposed various requirements on public companies, including changes in corporate governance practices. Our directors, management and other personnel devote a substantial amount of time to comply with these requirements. Moreover, these rules and regulations relating to public companies increase our legal and financial compliance costs and make some activities more time-consuming and costly.

Sarbanes-Oxley requires, among other things, that we maintain and periodically evaluate our internal control over financial reporting and disclosure controls and procedures. In particular, under Section 404 of the Sarbanes-Oxley Act of 2002, we are required to include in each of our annual reports on Form 20-F a report containing our management's assessment of the effectiveness of our internal control over financial reporting and, if we are an accelerated filer or a large accelerated filer, a related attestation of our independent registered public accounting firm. While we did not identify any material weaknesses or significant deficiencies in our

internal controls under the current assessment, we cannot be certain at this time that our internal controls will be considered effective in future assessments and that our independent registered public accounting firm would reach a similar conclusion. Therefore, we can give no assurances that our internal control over financial reporting will satisfy regulatory requirements in the future.

We are a "foreign private issuer" under the NYSE rules, and as such we are entitled to exemption from certain NYSE corporate governance standards, and you may not have the same protections afforded to shareholders of companies that are subject to all of the NYSE corporate governance requirements.

We are a "foreign private issuer" under the securities laws of the United States and the rules of the NYSE. Under the securities laws of the United States, "foreign private issuers" are subject to different disclosure requirements than U.S. domiciled registrants, as well as different financial reporting requirements. Under the NYSE rules, a "foreign private issuer" is subject to less stringent corporate governance requirements. Subject to certain exceptions, the rules of the NYSE permit a "foreign private issuer" to follow its home country practice in lieu of the listing requirements of the NYSE.

Accordingly, you may not have the same protections afforded to shareholders of companies that are subject to all of the NYSE corporate governance requirements.

Future sales of our common stock could cause the market price of our common stock to decline.

Sales of a substantial number of shares of our common stock in the public market, or the perception that these sales could occur, may depress the market price for our common stock. These sales could also impair our ability to raise additional capital through the sale of our equity securities in the future.

Subject to the rules of the NYSE, in the future, we may issue additional shares of common stock, and other equity securities of equal or senior rank, without shareholder approval, in a number of circumstances. The issuance by us of additional shares of common stock or other equity securities of equal or senior rank would have the following effects:

- our existing shareholders' proportionate ownership interest in us may decrease;
- the dividend amount payable per share on our common stock may be lower;
- the relative voting strength of each previously outstanding share may be diminished; and
- the market price of our common stock may decline.

Our shareholders also may elect to sell large numbers of shares held by them from time to time. The number of shares of common stock available for sale in the public market will be limited by restrictions applicable under securities laws, and agreements that we and our executive officers, directors and existing shareholders may enter into with the underwriters at the time of an offering. Subject to certain exceptions, these agreements generally restrict us and our executive officers, directors and existing shareholders from directly or indirectly offering, selling, pledging, hedging or otherwise disposing of our equity securities or any security that is convertible into or exercisable or exchangeable for our equity securities and from engaging in certain other transactions relating to such securities for a period of 180 days after the date of an offering prospectus without the prior written consent of the underwriter(s).

We may not have sufficient cash from our operations to enable us to pay dividends on or to redeem our Series B preferred shares, and accordingly the depositary shares, as the case may be, and our ability to pay dividends on or redeem our Series B preferred shares is limited by Marshall Islands law and our contractual obligations.

We pay quarterly dividends on the Series B preferred shares, and accordingly the depositary shares, only from funds legally available for such purpose when, as and if declared by our board of directors. We may not have sufficient cash available each quarter to pay dividends. In addition, if our board of directors does not authorize and declare a dividend

for any dividend period prior to the relevant dividend payment date, holders of the Series B preferred shares and accordingly the depositary shares would not be entitled to receive a dividend for that dividend period. However, any unpaid dividends will accumulate. In addition, on or after August 20, 2019, we will have the option to redeem the Series B preferred shares, and accordingly the depositary shares, although we may have insufficient cash available to do so or may otherwise elect not to do so.

The amount of cash we can use to pay dividends or redeem our Series B preferred shares and the depositary shares depends upon the amount of cash we generate from our operations, which may fluctuate significantly, and other factors, including the following:

- changes in our operating cash flow, capital expenditure requirements, working capital requirements and other cash needs;
- the amount of any cash reserves established by our board of directors;
- restrictions under Marshall Islands law as described below;
- restrictions under our 2022 notes and our secured term loan and other instruments and agreements governing our existing and future debt as described below; and
- our overall financial and operating performance, which, in turn, is subject to prevailing economic and competitive conditions and to the risks associated with the shipping industry and the other factors (see Item "Risks Related to our Business" above), many of which are beyond our control.

The amount of cash we generate from our operations may differ materially from our net income or loss for the period, which will be affected by noncash items, and our board of directors in its discretion may elect not to declare any dividends. We may incur other expenses or liabilities that could reduce or eliminate the cash available for distribution as dividends. As a result of these and the other factors mentioned above, we may pay dividends during periods when we record losses and may not pay dividends during periods when we record net income.

Marshall Islands law provides that we may pay dividends on and redeem the Series B preferred shares only to the extent that assets are legally available for such purposes. Legally available assets generally are limited to our surplus, which essentially represents our retained earnings and the excess of consideration received by us for the sale of shares above the par value of the shares. In addition, under Marshall Islands law we may not pay dividends on or redeem Series B preferred shares if we are insolvent or would be rendered insolvent by the payment of such a dividend or the making of such redemption.

Further, the terms of our outstanding 2022 notes and our secured term loan prohibit us from declaring or paying any dividends or distributions on preferred stock, including the Series B preferred shares, or redeeming, purchasing, acquiring or making a liquidation payment on preferred stock in certain circumstances.

Risks Related to Tax Matters

Our operating income could fail to qualify for an exemption from U.S. federal income taxation, which would reduce our cash flow.

We do not expect to be engaged in a U.S. trade or business. In the case of a foreign corporation that is not so engaged, the Internal Revenue Code of 1986, as amended (the "Code"), imposes a 4% U.S. federal income tax (without allowance of any deductions) on 50% of the corporation's gross transportation income that is attributable to transportation that begins or ends, but that does not both begin and end, in the United States, unless the corporation qualifies for the exemption provided in Section 883 of the Code. The imposition of this tax could have a negative effect on our business, financial condition and results of operations. Under the charter agreements, the charterer has agreed to provide reimbursement for any such taxes as the charterer determines where each vessel trades.

We will qualify for the exemption under Section 883 if, among other things, our stock is treated as primarily and regularly traded on an established securities market in the United States. However, under the Treasury regulations, a class of stock will not be treated as primarily and regularly traded on an established securities market if, during more than half the number of days during the taxable year, one or more shareholders who actually or constructively own at least 5% of the vote and value of the outstanding shares of such class of stock ("5% Shareholders"), own, in the aggregate, 50% or more of the vote and value of the outstanding shares of such class of stock, unless a sufficient

amount of stock is owned by 5% Shareholders that are considered to be "qualified shareholders" to preclude non-qualifying 5% Shareholders from owning 50% or more of the total value of the stock held by the 5% Shareholders group.

Generally, a 5% Shareholder is a qualified 5% Shareholder if the 5% Shareholder is an individual who is a resident of a qualified foreign country, the government of a qualified foreign country, a foreign corporation organized in a qualified foreign country that meets the "publicly-traded" test discussed herein, a non-profit organization organized in a qualified foreign country or an individual beneficiary (resident in a qualified foreign country) of a pension plan administered in or by a qualified foreign country. Generally, a foreign country is a qualified foreign country if it grants an equivalent exemption from tax to corporations organized in the United States.

Based on information that we have as to our shareholders and other matters, we believe that we qualified for the Section 883 exemption for 2009 through 2017 under the "publicly-traded" test, and expect to so qualify for 2018. However, it is possible that our ownership may change such that qualified 5% Shareholders will not own, in the aggregate, a sufficient amount of our stock for more than half the days during the taxable year to preclude the non-qualifying 5% Shareholders from owning 50% or more of the total value of the stock held by the 5% Shareholders group.

Such an ownership change, and certain other requirements for our stock to be treated as primarily and regularly traded on an established securities market, will be outside of our control and, as a result, no assurances can be provided that our stock will be so treated for any year. Moreover, since the availability of the Section 883 exemption depends on other matters over which we have no control, we can give no assurances that we will, or will continue to, qualify for the Section 883 exemption. See Item 10.E. "Additional Information—Taxation —Taxation of Global Ship Lease—The Section 883 exemption" for a more comprehensive discussion of the U.S. federal income tax rules related to Section 883.

We could be taxed as a U.S. corporation.

Section 7874 of the Code provides that a foreign corporation which acquires substantially all the properties of a U.S. corporation is generally treated as though it were a U.S. corporation for U.S. federal income tax purposes if, after the acquisition, at least 80% (by vote or value) of the stock of the foreign corporation is owned by former shareholders of the U.S. corporation by reason of owning stock in the U.S. corporation. Although we believe that this rule should not apply to us in the context of the Merger, there is no definitive legal authority applying the principles of Section 7874 of the Code and therefore there can be no assurance that the Internal Revenue Service (the "IRS") would not seek to challenge such position, or that such a challenge would not be successful. If we were to be treated as a U.S. corporation, our net income would be subject to U.S. federal corporate income tax, with the highest statutory rate currently being 21%. The imposition of this tax would likely have a negative effect on our business, financial condition and results of operations.

Certain adverse U.S. federal income tax consequences could arise for U.S. holders.

Shareholders of a "passive foreign investment company," or PFIC, that are U.S. persons within the meaning of the Code, which we refer to as "U.S. shareholders," are subject to a disadvantageous U.S. federal income tax regime with respect to the distributions they receive from a PFIC and the gain, if any, they derive from the sale or other disposition of their shares in a PFIC (as discussed below). In addition, dividends paid by a PFIC do not constitute qualified dividend income and, hence, are ineligible for the preferential rate of tax that applies to qualified dividend income.

A foreign corporation is treated as a PFIC if either (1) 75% or more of its gross income for any taxable year consists of certain types of "passive income" or (2) 50% or more of the average value of the corporation's assets produce or are held for the production of those types of "passive income." For purposes of these tests, "passive income" includes dividends, interest and gains from the sale or exchange of investment property and rents and royalties other than rents and royalties which are received from unrelated parties in connection with the active conduct of a trade or business; income derived from the performance of services does not, however, constitute "passive income."

Based on the projected composition of our income and valuation of our assets, we do not expect that we will constitute a PFIC with respect to the current or any future taxable year, although there can be no assurance in this regard. Our expectation is based principally on the position that, for purposes of determining whether we are a PFIC, the majority, if not all, of the gross income we derive from our chartering activities should constitute services income rather than rental income.

In this regard, we have been advised by our tax advisor that the income from our chartering activities is, more likely than not, services income. There is, however, no direct legal authority under the PFIC rules addressing our current and projected future operations or supporting our position. Accordingly, no assurance can be given that the IRS will not assert that we are a PFIC with respect to any taxable year, nor that a court would not uphold any such assertion and we have not obtained advice from our tax advisor on whether we are a PFIC.

Further, in a case not concerning PFICs, Tidewater Inc. v. U.S., 2009-1 USTC ¶ 50,337, the Fifth Circuit held that a vessel time charter at issue generated rental, rather than services, income. However, the court's ruling was contrary to the position of the IRS that the time charter income should be treated as services income. Subsequently, the IRS has stated that it disagrees with and will not acquiesce to the rental versus services distinction in the Tidewater decision, and in its discussion stated that the time charters at issue in Tidewater

would be treated as producing services income for PFIC purposes. The IRS's statement with respect to Tidewater cannot be relied upon or otherwise cited as precedent by taxpayers. Further, the facts in Tidewater are not directly analogous to our facts. No assurance can be given that the IRS or a court of law would accept our position, and there is a risk that the IRS or a court of law could determine that the company is a PFIC.

If the IRS were to determine that we are or have been a PFIC for any taxable year, our U.S. shareholders will face adverse U.S. tax consequences. Distributions paid by us with respect to our shares will not constitute qualified dividend income if we were a PFIC in the year we pay a dividend or in the prior taxable year and, hence, will not be eligible for the preferential rate of tax that applies to qualified dividend income. In addition, our U.S. shareholders (other than shareholders who have made a "qualified electing fund" or "mark-to-market" election) will be subject to special rules relating to the taxation of "excess distributions"—with excess distributions being defined to include certain distributions we may make on our Class A common shares as well as gain recognized by a U.S. holder on a disposition of our Class A common shares. In general, the amount of any "excess distribution" will be allocated ratably to each day of the U.S. holder's holding period for our Class A common shares. The amount allocated to the current year and any taxable year prior to the first taxable year for which we were a PFIC will be included in the U.S. holder's gross income for the current year as ordinary income. With respect to amounts allocated to prior years for which we were a PFIC, the tax imposed for the current year will be increased by the "deferred tax amount," which is an amount calculated with respect to each prior year by multiplying the amount allocated to such year by the highest rate of tax in effect for such year, together with an interest charge as though the amounts of tax were overdue. See Item 10.E. "Additional Information—Taxation —Tax Consequences of Holding Class A Common Shares—Consequences of possible passive foreign investment company classification" for a more comprehensive discussion of the U.S. federal income tax consequences to U.S. shareholders if we were treated as a PFIC (including those applicable to U.S. shareholders who make a qualified electing fund or mark-to-market election).

We may be subject to taxation on all or part of our income in the United Kingdom, which could have a material adverse effect on our results of operations.

If we or our vessel owning subsidiaries were considered to be a resident of the United Kingdom (or "UK") or to have a permanent establishment in the United Kingdom, all or a part of our profits could be subject to UK corporate tax, which had a maximum rate of 24%, 23% and 21% for the years ended March 31, 2013, 2014 and 2015, respectively, and 20% thereafter. We and our vessel owning subsidiaries are strategically managed and controlled from outside the United Kingdom and have restricted activities within the United Kingdom. Certain intra-group services are provided from within the United Kingdom and UK corporate tax will be payable on the arms-length price for those services. The appropriate arms-length price in these circumstances is likely to be a matter of negotiation with the UK taxing authorities.

We do not believe that we or our vessel owning subsidiaries are residents of the United Kingdom, or that we or our vessel owning subsidiaries have permanent establishments in the United Kingdom. However, because some administrative and executive services are provided to us or our vessel owning subsidiaries by a subsidiary company located in the United Kingdom and certain of our directors reside in the United Kingdom, and because UK statutory and case law fail to definitively identify the activities that constitute a trade being carried on in the United Kingdom through a permanent establishment, the UK taxing authorities may contend that we or our vessel owning subsidiaries are subject to UK corporate tax on all of our income, or on a greater portion of our income than we currently expect to be taxed. If the UK taxing authorities made such a contention, we could incur substantial legal costs defending our position, and, if we were unsuccessful in our defense, our results of operations would be materially adversely affected.

We may be subject to taxes which will reduce our cash flow.

We and our vessel owning subsidiaries are subject to tax in certain jurisdictions in which we are organized, own assets or have operations, which reduces the amount of our cash available for distribution. In computing our tax obligations in these jurisdictions, we are required to take various tax accounting and reporting positions on matters that are not entirely free from doubt and for which we have not received rulings from the governing authorities. We cannot assure you that upon review of these positions, the applicable authorities will agree with our positions. A successful challenge by a tax authority, or a change in law in a jurisdiction in which we operate (including Cyprus and Hong Kong, where a number of our vessel owning subsidiaries are entered in the local tonnage tax regime), could result in additional tax imposed on us, further reducing the cash available for distribution.

Item 4. Information on the Company
A. History and Development of the Company

Our legal and commercial name is Global Ship Lease, Inc. We are a Republic of the Marshall Islands corporation that owns a fleet of containerships of a range of sizes. Our business is to charter out our fleet under long-term, fixed-rate charters to reputable container shipping companies to generate stable revenues and predictable cash flows.

We were formed in 2007 to purchase and charter back containerships then owned or to be purchased by CMA CGM, the third largest containership operator in the world by number of vessels. We acquired our initial fleet of 17 containerships from CMA CGM between December 2007 and August 2009. All of the vessels were time chartered back to CMA CGM for terms between five and 17 years. Two of the initial charters, relating to our 4,113 TEU vessels, Ville d'Aquarius and Ville d'Orion, expired in September 2012 and were renewed successively with CMA CGM until late April 2014 for Ville d'Aquarius and late May 2014 for Ville d'Orion. New charters were agreed with another charterer, Sea Consortium, trading as X-Press Feeders, commencing May 7, 2014 for Ville d'Aquarius and July 17, 2014 for Ville d'Orion. These charters were successively renewed until the vessels' redelivery to us late in 2015. The vessels were sold on November 5, 2015 and December 8, 2015, respectively.

On October 28, 2014, we took delivery of the 8,063 TEU OOCL Tianjin, having purchased it from Orient Overseas Container Lines Limited ("OOCL"). The vessel was immediately chartered back to OOCL for a period between 36 and 39 months. On March 11, 2015, we took delivery of a second 8,063 TEU vessel, the OOCL Qingdao, also purchased from OOCL and, again, immediately chartered back for a period between 36 and 39 months. On September 17, 2015, we took delivery of a third 8,063 TEU vessel, the OOCL Ningbo, also purchased from OOCL and, again, immediately chartered back for a period between 36 and 39 months.

On October 25, 2017, on the expiry of its charter with OOCL, the renamed GSL Tianjin commenced a new charter with CMA CGM, which was extended in January 2018.

A number of the initial charters to CMA CGM have been amended and extended.

In February 2018 we agreed to an extension of our charter with OOCL for the OOCL Qingdao, with effect from March 11, 2018, at a fixed rate of $14,000 per day. Earliest redelivery is now January 1, 2019, with latest redelivery March 15, 2019, at charterer's option.

On March 1, 2018, we announced an agreement to acquire a 2005-built, 2,800 TEU containership for $11.3 million. Following delivery, which is expected to be during the second quarter of 2018, once the existing charter terminates, the vessel will commence charter employment with CMA CGM for a period of 12 months at a fixed rate of $9,000 per day.

The TEU weighted average remaining term of our 18 charters was 3.2 years at December 31, 2017, taking into account the extension of the charters of GSL Tianjin and OOCL Qingdao, and TEU weighted average age for the fleet was 13.0 years.

Our management team undertakes all management of our fleet including the supervision of the day-to-day technical ship management of our vessels which is provided for seven of our 18 vessels by CMA Ships, a wholly owned subsidiary of CMA CGM, pursuant to ship management agreements, with an agreement to cap the reimbursement by us of expenses incurred on our behalf on the vessels they charter. A third party ship manager based in Hong Kong provides the day-to-day technical management of the other 11 vessels.

On March 21, 2008, Global Ship Lease entered into a merger agreement pursuant to which Marathon and Global Ship Lease, then a subsidiary of CMA CGM, merged with and into GSL Holdings, Inc., Marathon's newly-formed, wholly-owned Marshall Islands subsidiary, with GSL Holdings, Inc. (now renamed Global Ship Lease, Inc.) continuing as the surviving company incorporated in the Republic of the Marshall Islands (collectively, the "Merger"). The Merger was consummated on August 14, 2008.

Pursuant to the Merger, CMA CGM holds approximately 44.4% of our outstanding common shares. See Item 7.A. "Major Shareholders and Related Party Transactions—Major Shareholders."

Until March 19, 2014, long-term debt comprised amounts outstanding under the Previous Credit Facility that was first drawn in December 2007. A total of $599.1 million was drawn under this facility. The floating interest rate was hedged with interest rate derivatives which gave rise to realized losses and unrealized gains or losses. The Previous Credit Facility was repaid by a quarterly cashflow sweep from November 2009. On March 19, 2014, we completed the issue of $420.0 million 10.000% First Priority Senior Secured Notes due 2019 (the "2019 notes"), the principal use of proceeds being to repay the then $366.6 million remaining amount outstanding under the Previous Credit Facility which was then terminated. All outstanding interest rate derivatives were settled and terminated at the same time.

On August 20, 2014, we issued 1,400,000 depositary shares, each of which represents 1/100th of one share of our Series B preferred shares. Dividends are payable at 8.75% per annum in arrears on a quarterly basis. At any time after August 20, 2019 (or within 180 days after the occurrence of a fundamental change), the Series B preferred shares may be redeemed, at the discretion of the Company, in whole or in part, at a redemption price of $2,500.00 per share (equivalent to $25.00 per depositary share). The net proceeds of $33.5 million were used, together with restricted cash and cash on hand, to redeem for $36.4 million, a substantial discount to liquidation value of $45.0 million, our Series A preferred shares.

During 2015, $40.0 million was fully drawn under the revolving credit facility, agreed in connection with the issuance of the 2019 notes, to assist with the purchase of OOCL Qingdao on March 11, 2015. On July 29, 2015, we entered into the $35.0 million secured term loan. The entire $35.0 million was drawn on September 10, 2015 and secured by OOCL Tianjin.

On October 31, 2017, we closed on our offering of $360.0 million principal amount 9.875% First Priority Senior Secured Notes due 2022 (the "2022 notes"), the net proceeds of which, together with the proceeds from a new $54.8 million senior secured bank loan and cash on hand, were used to repay all amounts outstanding under our 2019 notes, revolving credit facility and secured term loan.

For information about our material capital expenditures, see Item 5.B. "Operating and Financial Review and Prospects—Liquidity and Capital Resources—Liquidity, working capital and dividends."

Our Class A common shares and our depositary shares, each of which represents a 1/100th interest in a share of our Series B preferred shares, are listed on the NYSE under the symbols "GSL" and "GSL-B," respectively.

The mailing address of our principal executive office is c/o Global Ship Lease Services Limited, Portland House, Stag Place, London SW1E 5RS, United Kingdom, and our telephone number is 44 (0) 20 7869 8006. Our agent in the United States is Puglisi & Associates, 850 Library Avenue, Suite 204, Newark, Delaware 19711, their telephone number is +1(302) 738-6680 and their facsimile number is +1(302) 738-7210.

Our website address is www.globalshiplease.com. The information included on our website is not incorporate herein by reference. From time to time, we may use our website and social media outlets as channels of distribution of material company information.

B. Business Overview

Our Fleet

Our fleet, as of December 31, 2017, consisted of 18 containerships with an aggregate capacity of 82,312 TEU and a TEU weighted average age of approximately 13.0 years and a non-weighted average age of 13.3 years.

The table below provides information about our fleet as at December 31, 2017:

Vessel Name	Capacity in TEUs	Lightweight (tons)	Year Built	Purchase by GSL	Remaining Charter Term (years) (1)	Earliest Charter Expiry Date	Daily Charter Rate $
CMA CGM Matisse	2,262	11,676	1999	Dec 2007	2.0	Sept 21, 2019	15,300
CMA CGM Utrillo	2,262	11,676	1999	Dec 2007	1.9	Sept 11, 2019	15,300
Delmas Keta	2,207	11,731	2003	Dec 2007	0.7	Aug 6, 2018	7,800
Julie Delmas	2,207	11,731	2002	Dec 2007	0.7	Jul 28, 2018	7,800
Kumasi	2,207	11,731	2002	Dec 2007	1.0 - 3.0(2)	Nov 16, 2018	9,800
Marie Delmas	2,207	11,731	2002	Dec 2007	1.0 - 3.0(2)	Nov 16, 2018	9,800
CMA CGM La Tour	2,272	11,742	2001	Dec 2007	2.0	Sept 20, 2019	15,300
CMA CGM Manet	2,272	11,742	2001	Dec 2007	1.9	Sept 7, 2019	15,300
CMA CGM Alcazar	5,089	20,087	2007	Jan 2008	3.0	Oct 18, 2020	33,750
CMA CGM Château d'If	5,089	20,100	2007	Jan 2008	3.0	Oct 11, 2020	33,750
CMA CGM Thalassa	11,040	38,577	2008	Dec 2008	8.0	Oct 1, 2025	47,200
CMA CGM Jamaica	4,298	17,272	2006	Dec 2008	5.0	Sept 17, 2022	25,350
CMA CGM Sambhar	4,045	17,355	2006	Dec 2008	5.0	Sept 16, 2022	25,350
CMA CGM America	4,045	17,355	2006	Dec 2008	5.0	Sept 19, 2022	25,350
CMA CGM Berlioz	6,621	26,776	2001	Aug 2009	3.7	May 28, 2021	34,000
GSL Tianjin	8,063	34,243	2005	Oct 2014	0.9(3)	Sept 26, 2018	11,900
OOCL Qingdao	8,063	34,305	2004	Mar 2015	0.2	Jan 1, 2019	14,000
OOCL Ningbo	8,063	34,243	2004	Sept 2015	0.8	Sep 17, 2018	34,500

(1) As at December 31, 2017 to mid-point of re-delivery period. Plus or minus 90 days, other than (i) Julie Delmas and Delmas Keta which are plus or minus 45 days, (ii) Kumasi and Marie Delmas see footnote 3 below, (iii) GSL Tianjin which is now between September 26, 2018 and January 26, 2019 see footnote 4 below, (iv) OOCL Qingdao which is now between January 1, 2019 and March 15, 2019 see footnote 4 below and (v) OOCL Ningbo which is between September 17, 2018 and December 17, 2018, all at charterer's option.

(2) The charters for Kumasi and Marie Delmas were amended in July 2016 to, inter alia, provide us with three consecutive options to extend the charters at $9,800 per day. The first of these options was exercised in July 2017, extending the charters to end 2018. The two remaining options allow us to extend the charters to December 31, 2020 plus or minus 90 days at charterer's option. The earliest possible re-delivery date, not taking into account our remaining options, is shown in the table.

(3) A new time charter for GSL Tianjin, formerly named OOCL Tianjin, with CMA CGM commenced October 25, 2017, immediately upon re-delivery from its previous charter to OOCL, at a fixed rate of $13,000 per day for a period of three to eight months at the charterer's option. The charter was extended with effect from January 26, 2018 at a fixed rate of $11,900 per day for a period of eight to 12 months, at charterer's option. The new period is reflected in the table.

(4) In February 2018 we agreed to an extension of our charter with OOCL for the OOCL Qingdao. The extension is with effect from March 11, 2018, at a fixed rate of $14,000 per day. Earliest redelivery is now January 1, 2019,

with latest redelivery March 15, 2019, at charterer's option. The new period is reflected in the table.

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On March 1, 2018, we announced an agreement to acquire a 2005-built, 2,800 TEU containership for $11.3 million. Following delivery, which is expected to be during the second quarter of 2018, once the existing charter terminates, the vessel will commence charter employment with CMA CGM for a period of 12 months at a fixed rate of $9,000 per day.

Time Charters

A time charter is a contract for the use of a vessel for a fixed period of time at a specified daily rate. Under a time charter, the vessel owner provides crew, lubricating oil, all maintenance and other services related to the vessel's operation, the cost of which is included in the daily rate. The vessel owner is also responsible for insuring its interests in the vessel and liabilities as owner arising from its use. The charterer is responsible for substantially all of the vessel's voyage costs, such as fuel (bunker) costs, canal fees, port expenses, extra war risk insurance costs if the vessel is deployed outside normal insurance limits and for entering areas which are specified by the insurance underwriters as being subject to additional premiums and cargo handling charges.

Initial Charters

Each of the vessels in our initial fleet of 17 vessels was subject to a time charter with CMA CGM based on standard industry terms. We have separate subsidiaries to own each vessel in our fleet. We guarantee the obligations of each of our subsidiaries under the charters. Each of our initial charters commenced on each vessel's delivery. Due to different delivery dates and durations, our charters will expire on different dates and over a period of time. We believe the staggered expirations of our charters will reduce our exposure to rechartering risk upon expiration of our initial charters and may mitigate the impact of the cyclical nature of the container shipping industry. The charters on our initial 17 vessels had terms of five to 17 years (plus or minus 90 days at charterer's option). We agreed with CMA CGM, with effect from February 1, 2014, to extend by three years the charters on four vessels at a lower on-going daily charter rate. In 2015, two of the vessels in our initial fleet were sold. On August 10, 2016, we further agreed with CMA CGM to amend and extend the charters of two further vessels. A revised rate of $13,000 per day applies from August 1, 2016 until the charters' previous earliest expiry dates in September 2017, after which we have three consecutive option periods, the first of 1.25 years and the second and third of one year each, through December 31, 2020 at a rate of $9,800 per day. We have exercised the first such option. On September 11, 2017, we agreed with CMA CGM to extend the charters of Julie Delmas and Delmas Keta from dates in September 2017 for 12 months at a rate of $7,800 per day. On October 25, 2017, a new charter of GSL Tianjin, formerly named OOCL Tianjin, came into effect with CMA CGM for a period of three to eight months and at a rate of $13,000 per day. This new charter was extended on January 26, 2018 for a period of eight to 12 months at $11,900 per day. As at December 31, 2017, seven vessels remained on their un-amended initial charters. Each of the 16 vessels on charter to CMA CGM can be redelivered to us by the charterer on 30 days' notice, during the re-delivery period. If an agreement to extend the charters is not reached, depending on market conditions, we may seek employment of these vessels with another charterer, lay them up or effect a sale.

New Charters

On October 28, 2014, we purchased OOCL Tianjin from OOCL and immediately chartered the vessel back to OOCL for a period of 36 to 39 months, at charterer's option with 60 days' notice of re-delivery. The vessel was redelivered to us by OOCL on October 25, 2017 and was immediately chartered to CMA CGM.

On March 11, 2015, we purchased OOCL Qingdao from OOCL and immediately chartered the vessel back to OOCL for a period of 36 to 39 months. The charter was extended in February 2018, with effect from March 11, 2018, at a fixed rate of $14,000 per day. Earliest redelivery is now January 1, 2019, with latest redelivery March 15, 2019

On September 17, 2015, we purchased OOCL Ningbo from OOCL and immediately chartered the vessel back to OOCL for a period of 36 to 39 months, at charterer's option with 60 days' notice of re-delivery

On March 1, 2018, we announced an agreement to acquire a 2005-built, 2,800 TEU containership for $11.3 million. Following delivery, which is expected to be during the second quarter of 2018, once the existing charter terminates, the vessel will commence charter employment with CMA CGM for a period of 12 months at a fixed rate of $9,000 per day.

Daily Charter Rate

Daily charter rate refers to the gross amount per day payable by the charterer to the owner for the use of the vessel. It may be reduced by chartering commission payable to a broker or other party. Under our time charters, hire is payable to us typically every 15 days in advance and in U.S. dollars. The daily charter rate is a fixed daily amount that will remain the same for the duration of the charter, although the charter rate can be reduced in certain circumstances where there are added costs to the charterer due to vessel performance deficiencies in speed or fuel consumption. Hire can also be reduced, pro-rata for any cost savings that we may realize, if the vessel is laid up or idled at the charterers' request. Our initial charters with CMA CGM provide for an increase in charter rate when we incur unavoidable capital expenditure above a specified threshold to comply, for example, with regulatory requirements introduced after the charters were agreed.

Operations and Expenses

As owners, we are required to maintain each vessel in class and in an efficient state of hull and machinery and are responsible for vessel costs such as crewing, lubricating oil, maintenance, insurance and drydocking. The charterer is responsible for the voyage costs, which includes bunker fuel, stevedoring, port charges and towage. As described below, we have entered into ship management agreements to sub-contract the day-to-day technical management of our vessels.

Right of First Refusal

Pursuant to the terms of the initial time charters with CMA CGM, CMA CGM has a right of first refusal to purchase the vessel at matching terms to any offer of any third party if we decide to sell the vessel during, or at the end of, the charter period. Should CMA CGM decline to exercise its right of first refusal in case of a sale during the charter period, we will be entitled to sell the vessel, subject to CMA CGM's prior approval, which shall not be unreasonably withheld. CMA CGM has the right to reject a sale of a vessel to owners whose business or shareholding is determined to be detrimental or contrary to its interest.

Off-hire

Under a time charter, when the vessel is not available for service, and is "off-hire," the charterer generally is not required to pay charter hire (unless the charterer is responsible for the circumstances giving rise to the ship's unavailability), and we are responsible for costs during any off-hire period, and possible additional costs of fuel to regain lost time. A vessel generally will be deemed to be off-hire if there is an occurrence that affects the full working condition of the vessel, including:

- any drydocking for repairs, maintenance or classification society inspection;
- any damage, defect, breakdown or deficiency of the ship's hull, machinery or equipment or repairs or maintenance thereto;
- any deficiency of the ship's master, officers and/or crew, including the failure, refusal or inability of the ship's master, officers and/or crew to perform the service immediately required, whether or not within its control;
- its deviation, other than to save life or property, which results in the charterer's lost time;
- crewing labor boycotts or certain vessel arrests; or
- our failure to maintain the vessel in compliance with the charter's requirements, such as maintaining operational certificates.

Ship Management and Maintenance

Under each of our time charters, we are responsible for the operation and technical management of each vessel, which includes crewing, provision of lubricating oils, maintaining the vessel, periodic drydocking and performing work required by regulations. The day-to-day crewing and technical management of our vessels are provided by our ship managers pursuant to the terms of ship management agreements.

Termination and Withdrawal

Generally, if a vessel is off-hire for more than 90 consecutive days, then the charterer may cancel the charter without any further consequential claims provided the vessel is free of cargo. Some of our charters provide that we can in some circumstances provide a substitute vessel during an anticipated extended period of

off-hire. For the vessels chartered to CMA CGM, if a vessel's fuel consumption exceeds a level specified in the charter over a continuous period of 30 days, and the reason is within our or the vessel's control, CMA CGM may request that we cure the deficiency. If the deficiency is not cured within 30 days after we receive notice, then CMA CGM may terminate the charter. OOCL does not have a similar right.

Generally, if either party informs the other party of a default under the charter, and the default is not rectified within 60 days of such notice, then the party giving the notice has the right to terminate the time charter with respect to that vessel.

The charter will terminate in the event of a total (actual or constructive) loss of the vessel or if the vessel is requisitioned.

We may suspend the performance of our obligations under the charter if the charterer defaults on its payment obligations under the charter.

Ship Management Agreements

CMA Ships, a subsidiary of CMA CGM, provides day-to-day technical ship management services on seven of our vessels. The technical ship management service is provided by a third party ship manager based in Hong Kong for the remaining 11 vessels, including those on charter to OOCL. Such services include purchasing, crewing, provision of lubricating oil, vessel maintenance including arranging drydocking inspections and ensuring compliance with flag, class and other statutory requirements necessary to support our business. CMA CGM guarantees the performance of all services and any payment due to us by CMA Ships pursuant to its ship management agreements.

We pay CMA Ships an annual management fee of $123,000 per vessel it manages. A similar annual fee is paid to the other manager of our vessels. Under the ship management agreements, our ship manager is responsible for all day-to-day ship management, including crewing, purchasing stores, lubricating oils and spare parts, paying wages, pensions and insurance for the crew, and organizing other vessel operating necessities, including the arrangement and management of drydocking. We reimburse the ship managers for the costs they incur on our behalf. Each ship management agreement provides that we have the right to audit the accounts of our ship manager to verify the costs incurred. The ship managers have agreed to maintain our vessels so that they remain in class with valid certification. In addition, they are responsible for our current fleet's compliance with all government and other regulations, and compliance with class certifications.

The ship managers are required to use their best endeavors to provide the services specified in the ship management agreements. Pursuant to the terms of the ship management agreements, we indemnify the manager and its employees, agents and sub-contractors and hold them harmless against all actions, proceedings, claims, demands or liabilities which may be brought against them or incurred by them arising out of or in connection with the performance of the ship management agreements, unless the same is proved to have resulted solely from the negligence, gross negligence or willful default of the ship manager, its employees, agents and sub-contractors.

The manager is generally not permitted to sub-contract its obligations under the ship management agreements without our consent, which we will not unreasonably withhold. With our consent, CMA Ships has sub-contracted all of its management services under its ship management agreements to its UK subsidiary, CMA Ships UK. Furthermore, with our agreement, manning has been subcontracted to CMA Ships UK's affiliate based in Singapore. The ship management agreements may generally be terminated by either party on two months written notice, often after a specified minimum period of time.

Either party may terminate a ship management agreement in the event of an order being made or a resolution being passed for the winding up, dissolution or bankruptcy of either party, or if a receiver is appointed, or if it suspends payment, ceases to carry on business or makes a special arrangement with its creditors. The ship management agreement will also terminate if the vessel becomes a total loss, is declared as a constructive or compromised or arranged total loss, is requisitioned or sold.

Insurance

We arrange for insurance coverage for each of our vessels, including hull and machinery insurance, protection and indemnity insurance and war risk insurance. We are responsible for the payment of all premiums. See “—Risk of Loss and Liability Insurance.”

Global Expense Agreement

Under our ship management agreements with CMA Ships, we have agreed to reimburse CMA Ships for ship operating expenses incurred by it on our behalf in the operation of our vessels.

Pursuant to the global expense agreement that we entered into with CMA Ships and CMA CGM, this reimbursement is subject to a cap. CMA CGM has agreed to compensate us, for any vessel in our fleet which remains on its initial charter, by the amount (not to exceed $500 per day per vessel) by which actual operating costs per day (excluding any exceptional repair costs, drydock costs and insurance premiums) are greater than $500 over a specified amount, which specified amount is reset annually at a predetermined and increasing amount as set out in the global expense agreement, provided that more than 50% of such increase is attributable to crew and lubricating oil costs. This arrangement is designed to provide some protection from unexpected and significant increases in operating costs, particularly for crew and lubricating oil costs, which are driven mainly by global markets over which we have no control.

Once our ship management agreements with CMA Ships and the global expense agreement expire or are terminated, we may not be able to negotiate similar terms in replacement agreements.

Inspection by Classification Societies

Every seagoing vessel must be "classed" by a classification society. The classification society certifies that the vessel is "in class," signifying that the vessel has been built and maintained in accordance with the rules of the classification society and complies with applicable rules and regulations of the vessel's country of registry and the international conventions of which that country is a member. In addition, where surveys are required by international conventions and corresponding laws and ordinances of a flag state, the classification society will undertake them on application or by official order, acting on behalf of the authorities concerned.

The classification society, on request, also undertakes other surveys and checks that are required by regulations and requirements of the flag state. These surveys are subject to agreements made in each individual case and/or to the regulations of the country concerned. In addition, the classification society will make recommendations, including imposing a timetable, for repairs following accidents and check to confirm such repairs have been effected to an acceptable standard.

For maintenance of the class, regular and extraordinary surveys of hull, machinery, including the electrical plant, and any special equipment classed, are required to be performed as follows:

- Annual Surveys. For seagoing ships, annual surveys are conducted for the hull and the machinery, including the electrical plant, and, where applicable, for special equipment classed.
- Intermediate Surveys. Also referred to as extended annual surveys, intermediate surveys are typically conducted two and one-half years after (a) commissioning the vessel and (b) after each class renewal. A drydocking is usually required during the intermediate survey for inspection of underwater parts and for repairs related to inspections. However, by increasing the resilience of the underwater coating and marking the vessel's hull to accommodate in-water inspection by divers, in-water inspections may be accepted by classification societies in lieu of drydockings at intermediate surveys. If any defects are found, the classification surveyor will issue a "recommendation" that must be rectified by the ship-owner within prescribed time limits. A drydocking would only be required if the in-water inspection showed urgent repairs that could only be carried out in drydock. In-water inspections are typically less expensive than drydocking inspections and we intend to conduct in-water inspections when that option is available to us.
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Class Renewal Surveys. Class renewal surveys, also known as special surveys, are carried out typically every five years on the ship's hull, machinery, including the electrical plant, and any special equipment classed, at the intervals indicated by the character of classification for the hull. Vessels are normally required to be inspected in a drydock as part of the special survey. However, with the classification society's approval, the vessel can be subject to an underwater inspection, in lieu of a drydocking. At the special survey, the vessel is thoroughly examined including audio-gauging to determine the thickness of the steel structures. Should the thickness be found to be less than class requirements, the classification society would prescribe steel renewals. Substantial expense may have to be incurred for steel renewals to pass a special survey if the vessel has experienced excessive wear and tear. As an alternate to carrying out all of the required inspections at the special survey every five years, a ship-owner has the option of arranging with the classification society for the vessel's hull or machinery to be on a continuous basis, in which every relevant part of the vessel would be surveyed on a five year cycle. A dry-docking or underwater inspection is required at the fifth year anniversary to inspect underwater parts. The process of continuous class renewal spreads out the required inspections and their associated cost, while the vessel is still in service, and reduces the amount of inspection required each fifth year.

As a condition for obtaining insurance coverage, each of our vessels needs to be certified "in class" by a member of the International Association of Classification Societies ("IACS"). Generally, if recommendations are not sufficiently corrected as determined by a member of IACS, then the vessel may not remain "in class." If a vessel is not "in class," it may not be covered by insurance, and may not be available for charter. The following table shows the classification societies for our vessels and lists the month by which they need to have completed their next drydocking:

Vessel Name	Classification Society	Drydocking Month[1]
CMA CGM Matisse	Bureau Veritas	November 2019
CMA CGM Utrillo	Bureau Veritas	December 2019
Delmas Keta	Bureau Veritas	June 2018
Julie Delmas	Bureau Veritas	November 2022[3]
Marie Delmas	Bureau Veritas	January 2022
CMA CGM La Tour	Bureau Veritas	June 2021
CMA CGM Manet	Bureau Veritas	October 2021
Kumasi	Bureau Veritas	March 2022
CMA CGM Alcazar	Bureau Veritas	February 2022
CMA CGM Château d'If	Bureau Veritas	May 2022
CMA CGM Thalassa [2]	Bureau Veritas	June 2022
CMA CGM Jamaica	DNV-GL	September 2021
CMA CGM Sambhar	Lloyd's Register	July 2021
CMA CGM America	Lloyd's Register	September 2021
CMA CGM Berlioz	Bureau Veritas	July 2021
OOCL Tianjin	American Bureau of Shipping	March 2020
OOCL Qingdao	American Bureau of Shipping	April 2019
OOCL Ningbo	American Bureau of Shipping	May 2019

(1) Expected month of drydocking assumes that the vessel qualifies for in-water inspections at the intermediate survey.
(2) CMA CGM Thalassa was drydocked in December 2014, principally to modify the bulbous bow to allow for more efficient fuel consumption at slower speeds. In addition, regular drydock work was undertaken, including repainting the underwater parts. The next drydocking is due by June 2022, subject to a satisfactory survey afloat to be performed no later than November 2018.
(3) Julie Delmas was last drydocked in February 2018,

The table does not take account of discretionary drydockings which might be planned to effect upgrades, such as the bulbous bow on CMA CGM Thalassa, or in response to proposed or actual regulatory changes such as for ballast water treatment.

Competition

We operate in markets that are highly competitive. We expect to compete for vessel purchases and charters based upon price, customer relationships, operating expertise, professional reputation and size, age and condition of the vessel. We also expect to compete with many other companies, both other owners and operators including CMA CGM and its subsidiaries, to, among other things, purchase newbuildings and secondhand vessels to grow our fleet.

We expect substantial competition in obtaining new containership charters from a number of experienced and substantial companies. Many of these competitors may have greater financial resources than us, may operate larger

fleets, may have been established for longer and may be able to offer better charter rates. Due to the recent industry downturn, there have been an increased number of vessels available for charter, including many from owners with strong reputations and experience. Excess supply of vessels in the container shipping market results in a more active short-term charter market and greater price competition for charters. As a result of these factors, we may be unable to purchase additional containerships, expand our relationships with CMA CGM or OOCL or obtain new charterers on a profitable basis, if at all, which would have a material adverse effect on our business, results of operations and financial condition.

Permits and Authorizations

We are required by various governmental and other agencies to obtain certain permits, licenses and certificates with respect to our vessels. The kinds of permits, licenses and certificates required depend upon several factors, including the commodities transported, the waters in which the vessel operates, the nationality of

the vessel's crew and the age of a vessel. Not all of the permits, licenses and certificates currently required to operate the vessels globally have been obtained by us or our ship managers. For example, the Delmas Keta, Julie Delmas, Kumasi and Marie Delmas have not been certified to comply with all U.S., Canadian and Panama Canal regulations, as CMA CGM does not intend to operate them in these waters.

Environmental and Other Regulations

Government regulation significantly affects the ownership and operation of vessels. We are subject to international conventions and codes, and national, state and local laws and regulations in force in the countries in which our vessels may operate or are registered, including those governing the management and disposal of hazardous substances and wastes, the cleanup of oil spills and other contamination, air emissions, and water discharges, ballast water management and security. Compliance with these laws, regulations and other requirements entails significant expense, including vessel modifications and the implementation of certain operating procedures, and are subject to frequent change.

A variety of governmental and private entities subject our vessels to both scheduled and unscheduled inspections. These entities include the local port authorities, U.S. Coast Guard, harbor master or equivalent, classification societies, flag state administrations, country of registry, charterers, and terminal operators. Certain of these entities require us to obtain permits, licenses and certificates for the operation of our vessels. Failure to maintain necessary permits or approvals could require us to incur substantial penalties, costs or temporarily suspend the operation of one or more of our vessels in one or more ports.

We believe that the heightened level of environmental and quality concerns among insurance underwriters, regulators and charterers is leading to greater inspection and safety requirements on all vessels and may accelerate the scrapping of older vessels throughout the shipping industry.

Increasing environmental concerns have created a demand for vessels that conform to stricter environmental standards. We will be required to maintain operating standards for all of our vessels that emphasize operational safety, quality maintenance, continuous training of our officers and crews and compliance with U.S. and international regulations. Because such laws and regulations are changed frequently and may impose increasingly strict requirements, future environmental regulations may limit our ability to do business, increase our operating costs, force the early retirement of our vessels and/or affect their resale value, all of which could have a material adverse effect on our financial condition and results of operations.

International Maritime Organization

Our vessels are subject to standards imposed by the IMO, the United Nations agency for maritime safety and the prevention of pollution by ships. The IMO has negotiated various international conventions and implemented regulations that address oil discharges, ballasting and unloading operations, sewage, garbage and air emissions, and impose liability for pollution in international waters and a signatory's territorial waters.

The IMO's International Convention for the Prevention of Pollution from Ships, or MARPOL, imposes environmental standards on the shipping industry relating to oil spills, management of garbage, the handling and disposal of noxious liquids, harmful substances in packaged forms, sewage and air emissions. MARPOL Annex I specifies requirements for continuous monitoring of oily water discharges and establishes a number of special areas in which more stringent discharge standards are applicable. Carriage of chemicals in bulk is covered by Annex II. Annex III regulates the transportation of packaged dangerous goods (marine pollutants) and includes standards on packing, marking, labeling, documentation, stowage, quantity limitations and pollution prevention. These Annex III requirements have been expanded by the International Maritime Dangerous Goods Code, which imposes additional standards for all aspects of

the transportation of dangerous goods and marine pollutants by sea. Annex IV contains a set of regulations regarding the discharge of sewage into the sea, the configuration and operation of ships' equipment and systems for the control of sewage discharge, and requirements for survey and certification. Annex V totally prohibits the disposal of plastics anywhere into the sea, and severely restricts discharges of other garbage from ships into coastal waters and special areas. MARPOL's Annex VI sets limits on sulphur oxide, nitrogen oxide, carbon dioxide and particulate matter emissions from ship exhausts and prohibits deliberate emissions of ozone depleting substances, such as chlorofluorocarbons. Annex VI also includes a global cap on the sulphur content of fuel oil and allows for the creation of Emission Control Areas, or ECAs. ECAs have already been established for the Baltic Sea, the North Sea, including the English Channel, the North American area and the U.S. Caribbean Sea area. Additional geographical areas may be designated as ECAs in the future. Annex VI calls for incremental reductions in sulphur in fuel between 2012 and 2020 (or 2015 in the case of ECAs), with the global sulphur cap reduced initially to 3.50% (from 4.50%), effective from January 1, 2012, then progressively to 0.50%, effective from January 1, 2020, subject to a feasibility review to

be completed no later than 2018. That study was published in August 2016, and showed that under all scenarios and sensitivity options considered, there will be sufficient clean fuel available in 2020. Accordingly, in October 2016, the IMO confirmed the effective date of January 1, 2020. Annex VI also calls for the use of advanced technology engines designed to reduce emissions of nitrogen oxide, with a "Tier II" emission limit for engines installed on or after January 1, 2011 and a more stringent "Tier III" emission limit for engines installed on or after 2016 operating in nitrogen oxide ECAs.

We have registered our vessels in flag states that have ratified Annex VI, which requires that we obtain International Air Pollution Prevention Certificates, or IAPP Certificates from those flag states. As of December 31, 2017, all of our vessels had IAPP Certificates.

Regulations aimed at improving the energy efficiency of international shipping entered into force on January 1, 2013, following amendments to the International Convention for the Prevention of Pollution from Ships (MARPOL), which were adopted in July 2011. These amendments add new Chapter 4 Regulations on energy efficiency for ships to MARPOL Annex VI, to make mandatory an Energy Efficiency Design Index (EEDI), for new ships built after January 1, 2013 and a Ship Energy Efficiency Management Plan (SEEMP) for all ships. Ships in service need to submit a SEEMP and obtain certification of compliance from their classification society by the first annual survey after January 1, 2013.

The EEDI is a non-prescriptive, performance-based mechanism that leaves the choice of technologies to use in a specific ship design to the industry. As long as the required energy-efficiency level is attained, ship designers and builders would be free to use the most cost-efficient solutions for the ship to comply with the regulations.

The SEEMP establishes a mechanism for operators to improve the energy efficiency of ships. Owners are required to prepare and vessels are required to keep on board, a ship specific SEEMP. As at December 31, 2017 all of our vessels had prepared and submitted a SEEMP and had been issued with an International Energy Efficiency Certificate (IEEC).

These and similar requirements could require modifications to our vessels to achieve compliance. We are evaluating these requirements and the alternatives for achieving compliance. The costs to comply with these requirements may be material or significant to our operations.

The operation of our vessels is also affected by the requirements set forth in the International Management Code for the Safe Operation of Ships and Pollution Prevention, or ISM Code, compliance with which is required under the International Convention of Safety of Life at Sea, or SOLAS. The ISM Code requires ship-owners or any other entity such as a manager or a bareboat charterer, who has assumed the responsibility for operating and managing the vessel, to develop and maintain a "Safety Management System," which includes the requirements to assess all identified risks; adopt a safety and environmental protection policy achieving the ISM Code objectives; adopt instructions and procedures to ensure safe operation of ships and protection of the environment pursuant to international and flag state laws and regulations; define levels of authority and lines of communication between, and among, shore and shipboard personnel; implement procedures for reporting accidents and non-conformities with the provisions of the ISM Code and corrective action; implement procedures to prepare guidelines and respond to emergency situations; and implement procedures for regular internal audits and management reviews including evaluating effectiveness. The ISM Code requires that the vessel operator be issued a Document of Compliance and the vessels it operates be issued a Safety Management Certificate, evidencing compliance by the vessel's management with ISM Code requirements for a Safety Management System. The failure of a ship-owner or bareboat charterer to comply with the ISM Code may subject such party to increased liability, may decrease available insurance coverage for the affected vessels and may result in a denial of access to, or detention in, certain ports. As at December 31, 2016, each of the vessels in our fleet, and the entities managing them, were certified pursuant to requirements of ISM Code. There can be no assurance that any certification will be maintained indefinitely. SOLAS itself specifies minimum standards for the construction,

equipment and operation of ships, compatible with their safety. Flag states are responsible for ensuring that ships under their jurisdictions comply with these requirements, and require various certificates pursuant to SOLAS as proof of such compliance.

In 2004, the IMO adopted an International Convention for the Control and Management of Ships' Ballast Water and Sediments, or BWM Convention. The implementation dates were deferred by a 2013 IMO Resolution which provides that for ships constructed before the BWM Convention enters into force, compliance with the ballast water performance standard will not be required until their first renewal survey after entry into force. The BWM Convention was adopted by Finland on September 8, 2016. Finland's accession brought the combined tonnage of contracting States to the treaty to 35.1441%, with 52 contracting States, which is in excess of the minimum requirement of at least 30 IMO Member States, the combined merchant fleets of which represent not

less than 35% of the gross tonnage of the world's merchant shipping. Accordingly, the BWM Convention will enter into force from September 8, 2017, 12 months after the required thresholds were met. Consequently, approved ballast water treatment systems must be fitted on newbuilding vessels of 400 gross tonnes and above, to be delivered after September 8, 2017 and retro-fitted on existing vessels of 400 gross tonnes and above, prior to the first renewal after that date of the IOPP Certificate required under MARPOL Annex I. All of our vessels are over 400 gross tonnes. Typically, the renewal date of the IOPP Certificate is co-incidental with regulatory dry-dockings. See "—Ballast Water Management," below, for a discussion of possible impacts of increased ballast water management regulation.

In 2001, the IMO adopted the International Convention on Civil Liability for Bunker Oil Pollution Damage, or the Bunker Convention, which imposes strict liability on ship owners for pollution damage in jurisdictional waters of convention states caused by discharges of "Bunker Oil." The Bunker Convention defines "Bunker Oil" as "any hydrocarbon mineral oil, including lubricating oil, used or intended to be used for the operation or propulsion of the ship, and any residues of such oil." The Bunker Convention also requires registered owners of ships over a certain size to maintain insurance for pollution damage in an amount equal to the limits of liability under the applicable national or international limitation regime (but not exceeding the amount calculated in accordance with the Convention on Limitation of Liability for Maritime Claims of 1976, as amended). The Bunker Convention took effect on November 21, 2008.

On September 17, 2008, the International Convention on the Control of Harmful Anti-fouling Systems on Ships, or AFSC, came into force. It prohibits the use of harmful organotins in anti-fouling paints used on ships and will establish a mechanism to prevent the potential future use of other harmful substances in anti-fouling systems. Our vessels are required to obtain certification of compliance. As at December 31, 2016, each of our vessels was in possession of a Statement of Compliance issued by the Classification Society.

Increasingly, independent agencies representing various nations and regions are adopting additional unilateral requirements on the operation of vessels in their territorial waters. These regulations, as described below, apply to our vessels when they are in their waters and can add to the costs of operating and maintaining those vessels as well as increasing the potential liabilities that apply to spills or releases of oil or other materials or violations of the applicable requirements.

International Labour Organization

The Maritime Labour Convention, 2006 (MLC 2006) came into force on August 20, 2013 following ratification by 30 nations representing 33% of the world's shipping gross tonnage. MLC 2006 establishes minimum requirements for seafarer's employment conditions such as hours of work and rest, training/certification, health protection, medical care/certification, welfare and social security protection, as well as, for new ships, accommodation and recreational facilities. Each ship is required to obtain proof of compliance in the form of a Maritime Labour Certificate from the flag state and by preparing a Declaration of Maritime Labour Compliance, which should minimize compliance inspections. Each of our vessels is compliant.

United States

The United States Oil Pollution Act of 1990

The United States Oil Pollution Act of 1990, or OPA, establishes an extensive regulatory and liability regime for the protection and cleanup of the environment from oil spills. OPA applies to discharges of any oil from a vessel, including discharges of fuel and lubricants and affects all owners and operators whose vessels trade to the United States, including its territories and possessions, or whose vessels operate in U.S. waters, which includes the U.S. territorial sea and its two hundred nautical mile exclusive economic zone. Although OPA is primarily directed at oil

tankers (which are not owned or operated by us), it also applies to non-tank ships, including containerships, with respect to the fuel oil, or bunkers, used to power such ships.

Under OPA, vessel owners, operators and bareboat charterers are “responsible parties” and are jointly, severally and strictly liable (unless the spill results solely from the act or omission of a third party, an act of God or an act of war) for all containment and clean-up costs and other damages arising from discharges or threatened discharges of oil from their vessels. OPA defines these other damages broadly to include:

- natural resources damage and the costs of assessment thereof;
- real and personal property damage;
- net loss of taxes, royalties, rents, fees and other lost revenues;
- lost profits or impairment of earning capacity due to property or natural resources damage; and

- net cost of public services necessitated by a spill response, such as protection from fire, safety or health hazards, and loss of subsistence use of natural resources.

On July 1, 2009, the U.S. Coast Guard (the "Coast Guard") by Interim Rule increased the limits of the liability of responsible parties with effect from July 31, 2009. For any non-tank vessel, the new limits on liability are the greater of $1,000 per gross ton or $854,400. The Coast Guard further updated these limits more recently to the greater of $1,100 per gross ton or $939,800 effective as of November 19, 2015. These limits of liability do not apply if an incident was directly caused by violation of applicable U.S. federal safety, construction or operating regulations or by a responsible party's gross negligence or willful misconduct, or if the responsible party fails or refuses to report the incident or to cooperate and assist in connection with oil removal activities. Additionally, OPA specifically permits individual states to impose their own liability regimes with regard to oil pollution incidents occurring within their boundaries, and some states have enacted legislation providing for unlimited liability for oil spills. We intend to comply with all applicable state regulations in the ports where our vessels call.

We intend to maintain pollution liability coverage insurance in the amount of $1.0 billion per incident for each of our vessels. If the damages from a catastrophic spill were to exceed our insurance coverage, it could have an adverse effect on our business and results of operation.

OPA requires owners and operators of vessels to obtain a certificate of financial responsibility by establishing and maintaining with the Coast Guard evidence of financial responsibility sufficient to meet their potential liabilities under the OPA; an owner or operator of a fleet of vessels is required only to demonstrate evidence of financial responsibility in an amount sufficient to cover the vessels in the fleet having the greatest maximum liability under OPA. An owner or operator may evidence its financial responsibility by showing proof of insurance, surety bond, self-insurance or guaranty. Under the self-insurance provisions, the ship-owner or operator must have a net worth and working capital, measured in assets located in the United States, against liabilities located anywhere in the world, that exceeds the applicable amount of financial responsibility. For our vessels that are likely to enter U.S. waters, we intend to comply with the U.S. Coast Guard regulations by providing a certificate of responsibility from third party entities that are acceptable to the U.S. Coast Guard evidencing sufficient insurance.

The U.S. Coast Guard's regulations concerning certificates of financial responsibility provide, in accordance with OPA, that claimants may bring suit directly against an insurer or guarantor that furnishes certificates of financial responsibility. In the event that such insurer or guarantor is sued directly, it is prohibited from asserting any contractual defense that it may have had against the responsible party and is limited to asserting those defenses available to the responsible party and the defense that the incident was caused by the willful misconduct of the responsible party. Certain organizations, which had typically provided certificates of financial responsibility under pre-OPA laws, including the major protection and indemnity organizations, have declined to furnish evidence of insurance for vessel owners and operators if they are subject to direct actions or required to waive insurance policy defenses. This requirement may have the effect of limiting the availability of the type of coverage required by the Coast Guard and could increase costs of obtaining this insurance for us and our competitors.

In addition, Title VII of the Coast Guard and Maritime Transportation Act of 2004, or CGMTA, amended OPA to require the U.S. Coast Guard to issue regulations to require the owner or operator of any non-tank vessel of 400 gross tons or more that carries oil of any kind as a fuel for main propulsion, to prepare and submit a response plan for each vessel. The U.S. Coast Guard issued a Nontank Vessel Response Plan Final Rule on September, 30, 2013 effective October 30, 2013 and implemented on January 30, 2014 under which vessel owners or operators must submit a new oil spill Vessel Response Plan to meet the new requirements of Title 33, Code of Federal Regulations (Part 155, subpart J) to replace the present Vessel Response Plans given changes in the regulations. The Vessel Response Plans include detailed information on actions to be taken by vessel personnel to prevent or mitigate any discharge or threat of discharge of oil from the vessel due to operational activities or casualties. Regulations issued under CGMTA that require Government-Initiated Unannounced Exercises (GIUE) to test the response plans were extended to non-tank

vessels. GIUE are paid for by the ship owner. We comply with the requirements of the CGMTA and OPA. Our vessels that call at U.S. ports have appropriate vessel response plans filed with the U.S. Coast Guard and copies are available onboard.

Following the “Deepwater Horizon” incident in 2010, a number of legislative proposals have been made in the U.S. Senate that may repeal the Limitation of Liability Act of 1851, remove or increase the cap on liability provided by OPA 90 and provide for non-pecuniary loss and punitive damages by amending the Death on the High Seas Act and Jones Act. We continue to monitor these proposals.

The Comprehensive Environmental Response, Compensation, and Liability Act

The Comprehensive Environmental Response, Compensation, and Liability Act, or CERCLA, governs spills or releases of hazardous substances other than petroleum or petroleum products. CERCLA imposes joint and several liability, without regard to fault, on the owner or operator of a ship, vehicle or facility from which there has been a release, along with other specified responsible parties. Costs recoverable under CERCLA include cleanup and removal costs, natural resource damages and governmental oversight costs. Liability under CERCLA is generally limited to the greater of $300 per gross ton or $0.5 million unless the incident is caused by gross negligence, willful misconduct or a violation of certain regulations, in which case liability is unlimited. These liability amounts are included in the total financial responsibility amounts required to obtain a Coast Guard certificate of financial responsibility, as described above.

Ballast Water Management

The National Invasive Species Act, or NISA, was enacted in 1996 in response to growing reports of harmful organisms being released into U.S. ports through ballast water taken on by ships in foreign ports. Under NISA, the Coast Guard required mandatory ballast water management practices for all vessels equipped with ballast water tanks bound for U.S. ports or entering U.S. waters and requires vessels to maintain a ballast water management plan that is specific for that vessel and assigns responsibility to the master or appropriate official to understand and execute the ballast water management strategy for that vessel.

The U.S. Coast Guard Final Rule, Standard for Living Organisms in Ships' Ballast Water Discharged in US Waters (superseding the previous) came into effect on June 21, 2012 and sets out allowable organism concentrations consistent with the IMO BWM Convention. The Final Rule also set outs general non-indigenous species reduction practices including hull, tank and pipe cleaning. The Final Rule introduces a requirement for a Ballast Water Management System (BWMS) for vessels with a ballast water capacity between 1500 and 5000 cubic meters by the first scheduled drydocking after January 1, 2014 and for those with smaller or larger capacity by the first such drydocking after January 1, 2016. All of our vessels have ballast water capacities in excess of 5,000 cubic meters. Before then as alternatives, ballast water may be exchanged 200 nautical miles from any shore or an Alternative Management System ("AMS") may be installed that is approved by a foreign administration under the BWM Convention, meets a minimum effective determination by the Coast Guard and receives full approval within five years of the compliance date for the vessel. The Coast Guard has advised it will consider individual requests for extensions in case of real difficulty in implementing BWM discharge standards due to the availability of appropriate BWMS. Recently, the Coast Guard has approved a number of BWMS and accordingly, relevant vessels operating in U.S. waters and not otherwise exempted, are required to manage ballast water in one of five ways (i) use a U.S. type-approved BWMS to meet the discharge standard; (ii) temporarily use a foreign type-approved BWMS that has been accepted by the U.S. Coast Guard as an AMS; (iii) use and discharge ballast water obtained exclusively from a U.S. Public Water System; (iv) discharge ballast water to a reception facility; or (v) do not discharge ballast water inside 12 nautical miles. Existing exemption letters remain valid and the Coast Guard will continue to consider applications for extensions, on a vessel by vessel basis, if the vessel owner can demonstrate that despite all efforts, compliance is not possible.

The Clean Water Act, or CWA, prohibits the discharge of oil or hazardous substances in U.S. navigable waters without a permit and imposes strict liability in the form of penalties for any unauthorized discharges. Current Environmental Protection Agency, or EPA, regulations exempt ships in U.S. navigable waters from the requirement to obtain CWA permits for discharges of ballast water and other substances incidental to the normal operation of vessels. However, a U.S. District Court ruled in 2006 that EPA lacks the authority to exclude discharges of vessel ballast water from permitting requirements under the CWA, invalidating the blanket exemption in EPA regulations for all discharges incidental to the normal operation of a vessel as at September 30, 2008, and directed EPA to develop a

system for regulating all discharges from vessels by that date. EPA's appeal failed and the Ninth Circuit Court of Appeals upheld the District Court's ruling on July 23, 2008. In response, EPA issued a Vessel General Permit, or the VGP, covering the discharges incidental to the operation of vessels greater than 79 feet in length on December 18, 2008. Vessels were required to comply with the VGP by February 6, 2009. The VGP requires the use of Best Management Practices, inspections, and monitoring of the areas of the vessel the permit addresses. States may also add additional conditions. For example, California requires that all vessel discharges in its waters comply with numeric effluent limitations. The new 2013 VGP replaced the 2008 VGP on December 19, 2013 and provides for more stringent numerical ballast water discharge limits for most vessels, more stringent effluent limits for oil to sea interfaces and for exhaust gas scrubber wash water and an annual report in place of the current one-time report. The 2013 VGP expires December 19, 2018.

There remains a patchwork of partly inconsistent ballast water management and hull cleaning regulations across the various U.S. states, some containing requirements more stringent than IMO, such as California, which requires vessels exceeding 300 gross tons operating in its waters to perform, record and report regular hull cleaning and limits the number of living organisms of different categories that may be discharged.

Changes in ballast water management rules and regulations, either in the United States or internationally (See "—International Maritime Organization" above), could increase the cost of compliance for ocean carriers, including requiring installation of equipment of ballast water treatment systems on vessels at substantial cost.

Clean Air Act

The Federal Clean Air Act of 1970, as amended by the Clean Air Act Amendments of 1977 and 1990, or the CAA, requires the EPA to promulgate standards applicable to emissions of volatile organic compounds and other air contaminants. Our vessels are subject to vapor control and recovery requirements when cleaning fuel tanks and conducting other operations in regulated port areas and emissions standards for compression-ignition marine engines operating in U.S. waters. These types of engines are called "Category 3" marine diesel engines and are typically found on large oceangoing vessels. These rules are currently limited to new engines beginning with the 2004 model year. In December 2009, the EPA issued more stringent emission standards for new Category 3 marine engines. The standards are consistent with the amendments to Annex VI of MARPOL discussed above. Certain emission standards took effect as early as 2011. We may incur costs to install equipment in these vessels to comply.

The CAA also requires states to draft State Implementation Plans, or SIPs, designed to attain national health-based air quality standards in primarily major metropolitan and/or industrial areas. Where states fail to present approvable SIPs or SIP revisions by certain statutory deadlines, the federal government is required to draft a Federal Implementation Plan. Several SIPs regulate emissions resulting from degassing operations by requiring the installation of vapor control equipment on vessels. There is a risk that new regulations could require significant capital expenditures and otherwise increase our costs.

After a previous attempt to regulate the emissions of auxiliary diesel engines on ocean-going vessels was rejected by the Ninth Circuit, California's Air Resources Board, or CARB, approved new regulations on July 24, 2008. These regulations apply to ocean-going vessels' main diesel engines, auxiliary engines, and auxiliary boilers when operating within 24 nautical miles of the California coast and require operators to use low sulphur fuels. The Office of Administrative Law approved the rulemaking and filed it with the Secretary of State on May 29, 2009. The regulation became effective on June 28, 2009. The implementation date for the second phase of the program, which further reduced permissible levels of sulphur in fuel was January 1, 2014, when ocean going vessels would be limited to using distillate fuels containing no more than 0.1% of sulphur, aligning California's requirements more closely with the Federal standards and allowing vessel operators more flexibility to acquire compliant fuels.

California also approved regulations on December 3, 2008 to reduce emissions from diesel auxiliary engines on certain ocean-going vessels while in California ports, including container ship fleets that make 25 or more annual visits to California ports. The regulations became effective January 2, 2009 and require vessel operators to either (1) turn off auxiliary engines for most of their stay and connect the vessel to some other source of power, most likely a shore-based grid, or (2) use alternative control techniques to achieve equivalent emission reductions. Fleet operators were required to submit or update their plans and reduction of at berth emissions by half on average has been required since January 1, 2014. These requirements may increase operating costs while in California ports.

European Union

In the waters of the European Union, or the EU, our vessels are subject to regulation EU-level Directives implemented by the various nations through laws and regulations of these requirements and EU Regulations that have a direct effect in EU member states. These laws and regulations prescribe measures to prevent pollution, protect the environment, and support maritime safety and set out criminal penalties which are being progressively incorporated into domestic legislation.

On Port State Control, for instance, the EU has adopted directives (1999/35/EC & 2009/16/EC) that require member states to refuse access to their ports to certain sub-standard vessels, according to vessel type, flag, and number of previous detentions. Member states must inspect at least 25% of vessels using their ports annually and provide increased surveillance of vessels posing a high risk to maritime safety or the marine environment. If deficiencies are found that are clearly hazardous to safety, health or the environment, the state is required to detain the vessel until the deficiencies are addressed. Member states are also required to implement a system of penalties for breaches of these standards.

EU Directive 2009/16/EC introduced a new harmonized and coordinated regime for port state control inspections and, from January 1, 2011, a new on-line register to make public both the poorly performing shipping companies (who will attract more intensive and coordinated inspections) and those with good records.

Our vessels are also required to be inspected by an appropriate classification society. Classification societies typically establish and maintain standards for the construction and classification of vessels, supervise that construction is according to these standards, and carry out regular surveys of ships in service to ensure compliance with the standards as well as flag state regulations. The EU has adopted directives that provide member states with greater authority and control over classification societies, including the ability to seek to suspend or revoke the authority of classification societies that are negligent in their duties. The EU requires member states to monitor these organizations' compliance with EU inspection requirements and to suspend any organization whose safety and pollution prevention performance of the organization becomes unsatisfactory.

The EU's directive on the sulphur content of fuels restricts the maximum sulphur content of marine fuels used in vessels operating in EU member states' territorial seas, exclusive economic zones and pollution control zones. The directive provides for more stringent rules on maximum sulphur content of marine fuels applicable in specific Sulphur Emission Control Areas, or SECAs, such as the Baltic Sea and the North Sea, including the English Channel. Further sea areas may be designated as SECAs in the future by the IMO in accordance with Annex VI of MARPOL. Under this directive, we may be required to make expenditures to comply with the sulphur fuel content limits in the marine fuel our vessels use in order to avoid delays or other obstructions to their operations, as well as for any enforcement measures which may be imposed by the relevant member states for non-compliance with the provisions of the directive. We also may need to make other expenditures (such as expenditures related to treating exhaust gases) to comply with relevant limitations on sulphur oxide emissions levels. Another more recent, directive of the European Parliament and the European Council has entered into force, which amends the previous directive to bring the above requirements in line with Annex VI of MARPOL. It also makes certain of these requirements more stringent. These and other related requirements may require additional capital expenditures and increase our operating costs.

Another EU directive requires member states to cooperate to detect pollution discharges and impose criminal sanctions for certain pollution discharges committed intentionally, recklessly or by serious negligence and to initiate proceedings against ships at their next port of call following the discharge. Penalties may include fines and civil and criminal penalties.

The EU also authorizes member states to adopt the IMO's Bunker Convention, discussed above, that imposes strict liability on shipowners for pollution damage caused by spills of oil carried as fuel in vessels' bunkers and requires vessels of a certain size to maintain financial security to cover any liability for such damage. Most EU member states have ratified the Bunker Convention.

In response to the sinking of the MT Prestige and resulting oil spill in 2003, the EU adopted a directive requiring member states to impose criminal sanctions for certain pollution discharges committed intentionally, recklessly, or by serious negligence. Penalties may include fines, imprisonment, permanent or temporary disqualification from engaging in commercial activities, placement under judicial supervision, or exclusion from access to public benefits or aid.

The EU has adopted an Integrated Maritime Policy for the purposes of achieving a more coherent approach to maritime issues. The EU Commission's proposals included, in part, the development of environmentally sound end-of-life ship dismantling requirements, promotion of the use of shore-side electricity by ships at berth in EU ports to reduce air emissions, and consideration of options for EU legislation to reduce greenhouse gas emissions from maritime transport.

In October 2007, the EU adopted an Integrated Maritime Policy for the European Union that included, in part, the development of environmentally sound end-of-life ship dismantling requirements. The European Commission is particularly interested in a solution to ensure sound ship dismantling in non-OECD countries. It is thought that any new regulations would incorporate elements of the Hong Kong International Convention on the Safe and Environmentally Sound Recycling of Ships, appropriate for the global approach to ship dismantling and elements of the Basel Convention to the in situ treatment of materials from dismantling. On November 15, 2013, an EU Regulation on Ship Recycling was adopted requiring vessels to carry an inventory of hazardous materials within seven years for existing ships. Further regulations are expected to promote the use of shore-side electricity by ships at berth in EU ports to reduce air emissions, and other options for EU legislation to reduce greenhouse gas emissions from maritime transport. The EU is currently considering other proposals to further regulate vessel operations.

Individual countries in the EU may also have additional environmental and safety requirements. It is impossible to predict what additional legislation or regulations, if any, may be promulgated by the European Union or any other country or authority. The trend, however, is towards increasing regulation and our expectation is that requirements will become more extensive and more stringent. Were more stringent future requirements to be put in effect in the future, they may require, individually or in the aggregate, significant expenditures and could increase our operating costs, potentially affecting financial performance.

Ballast Water Management in Europe

From October 1, 2012, a voluntary ballast water management regime has been operating in the Mediterranean Sea, NE Atlantic & Baltic, and in-between. The regime, which effectively urges ships to undertake ballast water exchange before entering those areas, is to remain in place until the BWM Convention comes into force.

Other Regions

The environmental protection regimes in other relatively high-income countries, such as Canada, resemble those of the United States. The People's Republic of China introduced its own regime along similar lines in 2010, which, in some instances, requires ship operators to re-contract with an approved Chinese Ship Pollution Response organization. To the extent our vessels operate in the territorial waters of such countries or enter their ports, the relevant vessels would typically be subject to the requirements and liabilities imposed in such countries. Other regions of the world also have the ability to adopt requirements or regulations that may impose additional obligations on our vessels and may entail significant expenditures on our part and may increase our costs to operate our fleet. These requirements, however, would apply to the industry as a whole and would also affect our competitors.

Greenhouse Gas Legislation

In February 2005, the Kyoto Protocol to the United Nations Framework Convention on Climate Change (UNFCCC), or the Kyoto Protocol, entered into force. Pursuant to the Kyoto Protocol, adopting countries are required to implement national programs to reduce emissions of certain gases, generally referred to as greenhouse gases, which are suspected of contributing to global warming. The recent UN Climate Change Conference resulted in the creation of a second Kyoto protocol commitment period from 2013 and a decision by governments to negotiate a new agreement with legal force including commitments from energy economies for implementation in 2020. Greenhouse gas emissions from international shipping are not expressly excluded from the Kyoto Protocol though are not included in the Annex 1 country's national targets. The Protocol directs those countries to pursue limitation and reduction measures through the IMO. The reports of the subsequent UNFCCC conferences in Copenhagen and Cancun have not mentioned shipping, though the industry may have to contribute to the Green Climate Fund agreed at the latter as it has been recognized by the UN and G20 that shipping is a potential major source of funds. The G20 has suggested a contribution as high as $25 billion per year.

In the United States, the California Attorney General and a coalition of environmental groups petitioned the EPA in October 2007 to regulate greenhouse gas emissions from ocean-going ships under the Clean Air Act. Legislation has been introduced into the U.S. Congress to reduce greenhouse gas emissions in the United States. In addition, EPA's December 2009 "endangerment finding" regarding greenhouse gases allows the EPA to begin regulating greenhouse gas emissions under existing provisions of the federal Clean Air Act. To date, rules proposed by EPA pursuant to this authority have not involved ocean-going vessels.

In July 2011, parties to MARPOL Annex VI adopted mandatory measures to reduce emissions of greenhouse gases from international shipping. The amendments make the Energy Efficiency Design Index (EEDI) mandatory for new ships and the Ship Energy Efficiency Management Plan (SEEMP) is mandatory for all ships. With regard to

greenhouse gas emissions, there have been discussions in the IMO for the adoption of a market-based mechanism for the reduction of carbon emissions from vessels, such as an emissions trading system or an international greenhouse gas contribution fund, with contributions being based on bunker fuel purchases.

The European Union ("EU") adopted Regulation (EU) 2015/757 concerning the monitoring, reporting and verification of carbon dioxide emissions from vessels, or the MRV Regulation, which was published in the Official Journal on May 19, 2015 and went into effect on July 1, 2015. The MRV Regulation applies to all vessels over 5,000 gross tonnage (except for a few types, including, but not limited to warships and fish catching or processing vessels), irrespective of flag, in respect of carbon dioxide emissions released during voyages

within the EU as well as EU incoming and outgoing voyages. The first reporting period will commence on January 1, 2018. The monitoring, reporting and verification system adopted by the MRV Regulation may be the precursor to a market-based mechanism to be adopted in the future.

The IMO, EU, Canada, the United States and other individual countries, states and provinces continue to evaluate various measures to reduce greenhouse gas emissions from international shipping, which may include some combination of market-based instruments, a carbon tax or other mandatory reduction measures. For example, the United Nations COP21 Climate Change Conference in Paris in December 2015, called for reductions in greenhouse gas emissions, but did not include proposals specifically targeting shipping. Any passage of climate control legislation or other regulatory initiatives by the IMO, EU, Canada, the United States or other individual jurisdictions where we operate, that restrict emissions of greenhouse gases from vessels, could require us to make significant capital expenditures and may materially increase our operating costs.

Vessel Security Regulations

Since the terrorist attacks of September 11, 2001, there have been a variety of initiatives intended to enhance vessel security. On November 25, 2002, the Maritime Transportation Security Act of 2002, or MTSA, came into effect. To implement certain portions of the MTSA, the U.S. Coast Guard in July 2003 issued regulations requiring the implementation of certain security requirements aboard vessels operating in waters subject to the jurisdiction of the United States. Similarly, in December 2002, amendments to SOLAS created a new chapter of the convention dealing specifically with maritime security. The new chapter came into effect in July 2004 and imposes various detailed security obligations on vessels and port authorities, most of which are contained in the newly created International Ship and Port Facilities Security Code, or ISPS Code. Among the various requirements are:

- on-board installation of automatic information systems to enhance vessel-to-vessel and vessel-to-shore communications;
- on-board installation of ship security alert systems;
- the development of vessel security plans; and
- compliance with flag state security certification requirements.

U.S. Coast Guard regulations are intended to align with international maritime security standards and they exempt non-U.S. vessels from MTSA vessel security measures, provided that such vessels have on board a valid International Ship Security Certificate that attests to the vessel's compliance with SOLAS security requirements and the ISPS Code. We have implemented various security measures addressed by SOLAS and the ISPS Code for the vessels in our fleet.

The cost of vessel security measures has also been affected by the escalation in recent years in the frequency and seriousness of acts of piracy against ships, notably off the coast of Somalia, including the Gulf of Aden and Arabian Sea area. Attacks of this kind have commonly resulted in vessels and their crews being detained for several months, and being released only on payment of large ransoms. Substantial loss of revenue and other costs may be incurred as a result of such detention. The risk remains of uninsured losses which could significantly affect our business. Costs are incurred in taking additional security measures in accordance with Best Management Practices to Deter Piracy, notably those contained in the BMP4 industry standard.

Anti-Corruption Laws

Our business entails numerous interactions with government authorities, including port authorities, health, safety, and environment authorities, labor and tax authorities and customs and immigration authorities. Furthermore, at our charterer's direction, our vessels call at ports throughout the world, including in some countries where corruption is endemic. Although we have strict and adequate procedures prohibiting our employees or persons associated with us from making unlawful payments to government officials, we cannot guarantee that such payments may not be made

despite our procedures and without our approval. In such case, such payments may be deemed to have violated anti-corruption laws potentially applicable to us, including the FCPA, the Bribery Act and the anti-corruption laws of any jurisdiction applicable to us.

The FCPA, passed in 1977 and since amended, prohibits providing, offering, promising, or authorizing the offer, promise or payment, directly or indirectly, anything of value to government officials, political parties, or political candidates for the purposes of obtaining or retaining business. The Bribery Act, which came into force in July 2011, created four main offenses of (i) making bribes, (ii) receiving bribes, (iii) bribing foreign public officials, and (iv) failing as a commercial organization to prevent bribery when an 'associated person' bribes

another on its behalf absent adequate procedures to prevent. The Bribery Act extends beyond bribery of government officials and applies to both offenses committed in the United Kingdom and overseas where the offense is committed by a person with a close connection to the United Kingdom, and fines are potentially unlimited. In addition, the U.K. Serious Fraud Office has identified the shipping industry as one of the most high risk industries likely to be affected by the Bribery Act.

Risk of Loss and Liability Insurance

General

The operation of any container vessel includes risks such as mechanical failure, collision, property loss, cargo loss or damage and business interruption due to political circumstances in foreign countries, hostilities and labor strikes. In addition, there is an inherent possibility of marine disaster, including oil spills and other environmental damages, other spills or releases, and the liabilities arising from owning and operating vessels in international trade. OPA, which imposes, in certain circumstances, virtually unlimited liability upon owners, operators and demise charterers of vessels trading in the United States exclusive economic zone for certain oil pollution accidents in the United States, has made liability insurance more expensive for ship owners and operators trading in the U.S. market.

We maintain marine hull and machinery insurance, war risks insurance, protection and indemnity cover, increased value insurance and freight, demurrage and defense cover for all our vessels in amounts that we believe to be prudent to cover normal risks in our operations, but we may not be able to maintain these levels of coverage throughout our vessels' useful lives. Furthermore, while we believe that our insurance coverage will be adequate, not all risks can be insured, and there can be no guarantee that any specific claim will be paid, or that we will always be able to obtain adequate insurance coverage at reasonable rates.

Hull & Machinery, Loss of Hire and War Risks Insurance

We maintain marine hull and machinery and war risks insurances, which cover the risk of actual or constructive total loss, for all of our vessels. Our vessels are each covered up to at least fair market value, which we expect to assess at least annually, with certain deductibles per vessel per incident. We also maintain increased value coverage for each of our vessels under which in the event of total loss or constructive total loss of a vessel, we will be entitled to recover amounts otherwise not recoverable under our basic hull and machinery or war policies due to under-insurance. As required by the terms of the secured term loan and the indenture governing the 2022 notes, we have assigned certain of our insurance policies to our lenders under the secured term loan and the holders of the 2022 notes and will be subject to restrictions on our use of any proceeds therefrom.

We do not have loss-of-hire insurance covering the loss of revenue during extended off-hire periods. We evaluate obtaining such coverage on an ongoing basis, taking into account insurance market conditions and the employment of our vessels.

Protection and Indemnity Insurance

Protection and indemnity insurance is mutual indemnity insurance provided by mutual protection and indemnity associations, or P&I Associations, which insure third-party and crew liabilities in connection with shipping activities. This includes third-party liability, crew liability and other related expenses resulting from the injury or death of crew, passengers and other third parties, the loss or damage to cargo, claims arising from collisions with other vessels, damage to other third-party property, pollution arising from oil or other substances and salvage, towing and other related costs, including wreck removal. Its coverage, except for pollution, is unlimited; coverage for pollution is capped at $1.0 billion per vessel per incident. As required by the terms of the secured term loan and the indenture

governing the 2022 notes, we have assigned certain of our insurance policies to our lenders under the secured term loan and the holders of the 2022 notes and will be subject to restrictions on our use of any proceeds therefrom.

Thirteen P&I Associations comprise The International Group, which insures approximately 90% of the world's commercial blue-water tonnage and has entered into a pooling agreement with each of its members to reinsure each association's liabilities. We intend to remain members of P&I Associations that are members of the International Group, and as such, we will be subject to calls payable to the International Group based on other P&I Associations claim records as well as the claim records of all other members of our own P&I Associations.

C. Organizational Structure

Our holding company, Global Ship Lease, Inc., is a Marshall Islands corporation. Each vessel is owned by a directly held separate wholly-owned subsidiary. Thirteen vessels are owned by companies incorporated in Cyprus; four by companies incorporated in Hong Kong; and one is held by another Marshall Islands company. In addition, Global Ship Lease Services Limited, a company incorporated in England and Wales and which is directly wholly owned by the holding company, provides administrative services to the group.

A list of our subsidiaries and the country of incorporation of each one is provided as Exhibit 8.1 to this annual report on Form 20-F.

D. Property, Plants and Equipment

Our only material properties are the vessels in our fleet, which are described in Item 4.B. “Information on the Company—Business Overview.” The vessels are affected by environmental and other regulations. See Item 4.B “Information on the Company – Environmental and Other Regulations”. Eighteen of the vessels are secured to the 2022 notes and the secured term loan. See item 5.B “Operating and Financial Review - Liquidity and Financial Resources – Indebtedness”. We do not own any real property.

Item 4A. Unresolved Staff Comments
Not applicable.

Item 5. Operating and Financial Review and Prospects
A. Operating Results

Management’s Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and the related notes and the financial and other information included elsewhere in this Annual Report. The term consolidated financial statements refers to the consolidated financial statements of Global Ship Lease, Inc. and its subsidiaries. This discussion contains forward-looking statements based on assumptions about our future business. Our actual results will likely differ materially from those contained in the forward-looking statements. See Part I. “Special Note Regarding Forward-Looking Statements.”

Overview

We are a containership charter owner, incorporated in the Marshall Islands. We commenced operations in December 2007 with a business of owning and chartering out containerships under long-term, fixed rate charters to container liner companies.

At December 31, 2017, we owned 18 vessels with a total capacity of 82,312 TEU with an average age, weighted by TEU capacity, of 13.0 years.

We have entered into ship management agreements with third-party ship managers for the day-to-day technical management of our current fleet of vessels. See Item 4.B. “Information on the Company—Business Overview—Ship Management Agreements” for a more detailed description of our ship management agreements.

Our financial results are largely driven by the following factors:

- the continued performance of the charter agreements;
- the number of vessels in our fleet and their charter rates;
- the terms under which we recharter our vessels once the existing time charters have expired;
- the number of days that our vessels are utilized and not subject to drydocking, special surveys or otherwise are off-hire;
- our ability to control our costs, including ship operating costs, ship management fees, insurance costs, drydock costs, general, administrative and other expenses and interest and financing costs. Ship operating costs may vary from month to month depending on a number of factors, including the timing of purchases of spares and stores and of crew changes;
- impairment of our vessels and other non-current assets; and
- access to, and the pricing and other terms of, our secured term loan and other financing.

All of the vessels are fixed on charters, mainly long term, with an average remaining term of 2.8 years, or 3.1 years on a weighted by capacity basis, taking account of the extension to the charter of GSL Tianjin announced in January 2018. The time charters for five of our 18 containerships can be terminated as early as dates from September 11, 2017 to September 17, 2018. A further four vessels' charters could terminate in September 2019. The charter rate that we will be able to achieve on renewal will be affected by market conditions at that time. As discussed further below, operational matters such as off-hire days for planned maintenance or for unexpected accidents and incidents affect the actual amount of revenues we receive.

CMA CGM is our main customer and the largest holder of our common shares. Charter payments from CMA CGM are our principal source of operating cash flow. At any given time in the future, the cash resources of CMA CGM may be diminished or exhausted, and we cannot assure you that CMA CGM will be able to make charter payments to us.

The container shipping industry suffered a cyclical downturn in 2011 and many container shipping companies reported substantial losses. Financial performance of container shipping companies improved in 2012; however, the industry remains under pressure due to oversupply of container ship capacity. While charter payments have been received on a timely basis from 2014, we previously experienced, from time to time, delays in receiving charterhire payments from CMA CGM. For example, in the year ended December 31, 2013, between one and three installments were outstanding at any one time, which under the charter contracts are due to be paid on the 1st and 16th of each month, in advance. Charterhire was received on a timely basis in 2017 and, as of December 31, 2017, charterhire was up-to-date. If CMA CGM is unable to make charter payments to us, our results of operations and financial condition will be materially adversely affected. If our existing charters with CMA CGM were terminated and we were required to recharter at lower rates or if we were unable to find new charters due to market conditions, our results of operations and financial condition would be materially adversely affected.

Recent Developments

With effect from January 26, 2018, the new time charter for GSL Tianjin, formerly named OOCL Tianjin, with CMA CGM which commenced October 25, 2017, was extended at a fixed rate of $11,900 for a period of eight to 12 months, at charterer's option.

In February 2018 we agreed to an extension of our charter with OOCL for the OOCL Qingdao, with effect from March 11, 2018, at a fixed rate of $14,000 per day. Earliest redelivery is now January 1, 2019, with latest redelivery March 15, 2019, at charterer's option.

On March 1, 2018, we announced an agreement to acquire a 2005-built, 2,800 TEU containership for $11.3 million. Following delivery, which is expected to be during the second quarter of 2018, once the existing charter terminates, the vessel will commence charter employment with CMA CGM for a period of 12 months at a fixed rate of $9,000 per day.

Merger

On March 21, 2008, Global Ship Lease entered into a merger agreement with Marathon, GSL Holdings and CMA CGM and thereafter entered into amendments to the merger agreement pursuant to which Marathon merged with and into GSL Holdings, its newly-formed, wholly-owned Marshall Islands subsidiary, and then Global Ship Lease merged with and into GSL Holdings, with GSL Holdings (now renamed Global Ship Lease, Inc.) continuing as the surviving company incorporated in the Republic of the Marshall Islands. The Merger was consummated on August 14, 2008.

Critical Accounting Policies and Estimates

The consolidated financial statements have been prepared in accordance with U.S. GAAP, which requires us to make estimates in the application of certain accounting policies based on our best assumptions, judgments and opinions. We base these estimates on the information available to us at the time and on various other assumptions we believe are reasonable under the circumstances. The following is a discussion of our principal accounting policies, some of which involve a high degree of judgment, and the methods of their application.

For a further description of our material accounting policies, please see note 3 to the consolidated financial statements included at Item 18. “Financial Statements.”

Revenue Recognition

Our revenue is generated from long-term time charters for each vessel. The charters are regarded as operating leases and provide for a per vessel fixed daily charter rate. Revenue is recorded as earned. Assuming our vessels are not off-hire, our charter revenues are fixed for the period of the current charters and, accordingly, little judgment is required to be applied to the amount of revenue recognition.

Accounting for lease and similar transactions

Our charter hire agreements are classified as operating leases based on the facts and circumstances at their inception. In accordance with ASC Topic 840 “Leases,” an operating lease is a lease agreement that does not transfer substantially all the risks and rewards incidental to the ownership to the lessee. We pay particular attention in evaluating and applying the proper accounting treatment to lease transactions.

Vessels

Vessels represent our most significant tangible assets. Up to the date of the Merger, vessels were recorded in the financial statements at their purchase price, with an amount allocated to a drydock component, and less accumulated depreciation. Vessels owned at the date of the Merger are recorded at their fair value at the date of the Merger, with an amount allocated to a drydock component, less a proportion of the overall negative goodwill arising at the time of the Merger allocated to these vessels and less subsequent accumulated depreciation and impairment. Vessels purchased subsequent to the Merger are stated at purchase price, which consists of the contract price and any material expenses incurred upon acquisition (including initial repairs, improvements and delivery expenses, interest and on-site supervision costs incurred during the construction periods and drydock component, where relevant) less subsequent accumulated depreciation and impairment. Expenditures for conversions and major improvements are also capitalized when they appreciably extend the life, increase the earning capacity or improve the efficiency or safety of the vessels.

We depreciate our vessels based on a straight line basis over the expected useful life of each vessel, which are reviewed on an ongoing basis to ensure they reflect current technology, service potential and vessel structure. The useful lives are estimated to be 30 years from first delivery from the shipyard, which we believe is within industry standards for containership owners and represents the most reasonable useful life for each of our vessels. Depreciation is based on the cost (or fair value, where relevant) less any impairment of the vessel less its estimated residual value. Subsequent expenditures for major improvements and upgrading are capitalized, provided they appreciably extend the life, increase the earning capacity or improve the efficiency or safety of the vessels.

Borrowing costs incurred during the construction of vessels or as part of the prefinancing of the acquisition of vessels are capitalized. Other borrowing costs are expensed as incurred.

Prepayments and costs directly related to the future acquisition of vessels are presented in the consolidated balance sheet as vessel deposits.

Drydocking

Our vessels are drydocked approximately every five years for their special survey and for major repairs and maintenance that cannot be performed while the vessels are operating. Costs associated with the drydocks are capitalized as a component of the cost of the relevant vessel as they occur and are amortized on a straight line basis over the period to the next anticipated drydock, which are typically at five year intervals. Other expenditures relating

to maintenance and repairs are expensed when incurred.

Upon initial purchase, an element of the purchase price is allocated to the drydock component and is amortized on a straight line basis to the next anticipated drydocking.

Costs capitalized as part of the drydock include costs directly associated with the special survey of the ship, its hull and its machinery and for the defouling and repainting of the hull. Any cost of repair to hull or machinery that extends useful life is capitalized. Other repair costs are expensed. Four drydockings were completed in 2017 for regulatory reasons, the total cost of which, excluding the effect of the associated 62 days of offhire, was $4.2 million. Six drydockings were completed in 2016 for regulatory reasons, the total cost of which, excluding the effect of the associated 100 days of offhire, was $7.8 million. One such drydocking was completed in 2015, the total cost of which, excluding the effect of nine days offhire, was $1.5 million..

Impairment of Long-lived Assets

In accordance with ASC Topic 360, "Accounting for the Impairment or Disposal of Long-Lived Assets," our long-lived assets are reviewed for impairment, at the individual vessel level, pursuant to paragraph 10 of ASC Topic 360 when events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment charge is recognized when the sum of the expected undiscounted future cash flows from the asset over its estimated remaining useful life is less than its carrying amount. Any impairment charge recorded is equal to the amount by which the asset's carrying amount exceeds its fair value. Fair value is the present value of future cash flows discounted by an appropriate discount rate. Charter rates in the spot market and asset values saw improvements through 2017. Whilst market developments are encouraging, taking into account the seasonal as well as cyclical nature of the container shipping industry, we did not consider that the recovery had been sufficiently sustained not to undertake a fleet-wide review for impairment as at December 31, 2017. Accordingly, a non-cash impairment charge of $87.6 million was recorded in the three months ended December 31, 2017.

In October 2017, we agreed a new charter of GSL Tianjin with CMA CGM following the vessel's redelivery from her previous charterer, OOCL. The new charter to CMA CGM triggered the performance of an impairment test on the vessel. No impairment was identified.

An impairment review was performed as at December 31, 2016, triggered by continuing poor industry conditions, assessed on a seasonally adjusted basis. An impairment charge of $63.1 million was recorded in the three months ended December 31, 2016. A further non-cash impairment charge of $29.4 million was recognized in the three months ended September 30, 2016, following our agreement with CMA CGM to amend and extend the charters of the Marie Delmas and Kumasi, giving a total charge for impairment in the year ended December 31, 2016 of $92.4 million.

On September 30, 2015, we received notice of re-delivery for Ville d'Aquarius, our oldest vessel, built in 1996; the vessel was re-delivered on October 29, 2015. Given our assessment of the vessel's re-chartering prospects in the then market environment and an imminent class mandated tail shaft survey, a sale of the vessel was completed on November 5, 2015 for net proceeds of approximately $4.6 million. The vessel was impaired as at September 30, 2015 by $22.2 million and written down to its estimated net realizable value, after deducting estimated selling costs. On November 2, 2015, we received notice of re-delivery for Ville d'Orion, our second oldest vessel, built in 1997; the vessel was re-delivered on December 3, 2015 and similar to its sister vessel, Ville d'Aquarius, a sale of the vessel was completed on December 8, 2015 for net proceeds of approximately $4.7 million. An impairment charge of $22.5 million was booked in the third quarter of 2015 for this vessel. A further impairment test on a vessel by vessel basis was performed as at December 31, 2015. No impairment was identified.

The assumptions used involve a considerable degree of estimation on the part of our management. Actual conditions may differ significantly from the assumptions and thus actual cash flows may be significantly different to those expected with a material effect on the recoverability of each vessel's carrying amount. The most significant assumptions made for the determination of expected cash flows are:

- charter rates on expiry of existing charters, which are based on forecast charter rates, where relevant, for the four years from the date of the impairment test and thereafter a reversion to the historical mean for each category of vessel, adjusted to reflect current and expected market conditions;

- offhire days, which are based on actual off-hire statistics for our fleet;
- operating costs, based on current levels escalated over time based on long-term trends;
- drydocking frequency, duration and cost;
- estimated useful life, which is assessed as a total of 30 years from first delivery from the shipyard; and
- expected residual value.

In the case of an indication of impairment, the results of a recoverability test would also be sensitive to the discount rate applied. The impaired value for a given asset is set at a minimum of its estimated scrap value.

These assumptions are based on historical trends as well as future expectations. Although management believes that the assumptions used to evaluate potential impairment are reasonable and appropriate, such assumptions are highly subjective. Should market conditions seen in 2017 continue to improve on a sustainable basis, it may no longer be appropriate to assume a revision to historic mean charter rates after four years.

Whenever the sum of the undiscounted future cash flows for each vessel plus its expected residual value is above its book value, we consider that there is no indication of impairment. Whenever the sum of the undiscounted future cash flows resulting from the charter of each vessel less operating expenses plus its expected residual value is below its book value, we consider that there is a potential impairment and perform a recoverability test, similar to the above but based on discounted cash flows. An impairment loss will be recognized if the book value of the vessel exceeds the sum of the discounted cash flows expected to result from the use and eventual disposition of the vessel.

Although we currently intend to continue to hold and operate all of our vessels, the following table presents information with respect to the carrying value of our vessels, which are after the impairment charges noted above, and indicates whether their estimated market values, based on charter attached valuations as at December 31, 2017 prepared by an independent ship broking firm and totaling $458.0 million, are below their carrying values as at December 31, 2017. The carrying value of each of the vessels does not necessarily represent its fair market value or the amount that could be obtained if the vessel were sold. We would not record an impairment for any of the vessels for which the market value based on charter attached valuations is below its carrying value unless and until we either determine to sell the vessel for a loss or determine that the vessel's carrying amount is not recoverable. We believe that the undiscounted cash flows over the estimated remaining useful lives for those vessels that show estimated market values below their carrying values exceed such vessels' carrying values as at December 31, 2017, and accordingly have not recorded any further impairment charge.

As noted above, for impairment testing we assume that charter rates will revert to historic means after four years, where relevant. Over the last few years, historic mean rates have declined as stronger earlier years are replaced with weaker later years. If time charter rates do not show material and sustained improvement, we expect that our average estimated daily time charter rates used in future impairment analyses will decline, resulting in reduced estimated undiscounted future net cash flows to an amount which is less than the carrying value of certain vessels. In accordance with our accounting policy, if this occurs and we are required to perform any impairment tests, we may be required to recognize a non-cash impairment charge equal to the excess of the impacted vessels' carrying value over their fair value. Sensitivity analysis as at December 31, 2017 suggests that a reduction of 10.0% in the charter rates assumed after expiry of the existing charter contracts under the current methodology would trigger an increase in the theoretical impairment charge of approximately $73.5 million. A reduction of 5.0% in the assumed charter rates would trigger an increase in the impairment charge of approximately $33.9 million. The amount, if any, and timing of any impairment charges we may recognize in the future will depend upon then current and expected future charter rates and vessel values, which may differ materially from those used in our estimates at December 31, 2017. In addition, vessel values are highly volatile; as such, the estimated market values may not be indicative of the current or future market value of our vessels or prices that we could achieve if we were to sell them, with or without charters attached.

The table below sets out the purchase price and carrying value of each of our vessels:

Vessel Name	Capacity in TEU	Year Built	Purchase Price(1) (in millions of U.S. dollars)	Carrying Value(2) (in millions of U.S. dollars)
CMA CGM Matisse(G)	2,262	1999	34.0	9.3
CMA CGM Utrillo(G)	2,262	1999	34.0	9.2
Delmas Keta(G)	2,207	2003	38.0	3.8
Julie Delmas(G)	2,207	2002	38.0	4.3
Kumasi(G)	2,207	2002	38.0	8.4
Marie Delmas(G)	2,207	2002	38.0	8.6
CMA CGM La Tour(G)*	2,272	2001	37.0	11.1
CMA CGM Manet(G)*	2,272	2001	37.0	11.7
CMA CGM Alcazar*	5,089	2007	94.0	36.7
CMA CGM Château d'If*	5,089	2007	94.0	64.0
CMA CGM Thalassa*	11,040	2008	154.0	112.8
CMA CGM Jamaica*	4,298	2006	67.0	55.5
CMA CGM Sambhar	4,045	2006	67.0	30.6
CMA CGM America	4,045	2006	67.0	30.0
CMA CGM Berlioz*	6,621	2001	82.0	58.8
OOCL Tianjin*	8,083	2005	55.0	48.6
OOCL Qingdao*	8,083	2004	53.6	46.7
OOCL Ningbo*	8,083	2004	53.6	47.8
Total			$1,081.2	$ 597.8

(1) Purchase price consists of the contract price and any material expenses incurred upon acquisition, initial repairs, improvements and delivery expenses, interest and on-site supervision costs incurred during the construction periods, where relevant. Purchase price includes an element allocated to a drydock component

(2) As at December 31, 2017, including unamortized drydocking costs

(G) Indicates geared vessel

* Indicates vessels for which we believe the market value based on charter attached valuations (totaling $458.0 million for all 18 vessels as at December 31, 2017) was lower than the vessel's carrying value as at December 31, 2017. We believe that the aggregate carrying value of these vessels at December 31, 2017 exceeded their aggregate market value based on charter attached valuations as at December 31, 2017 by approximately $158.2 million.

Share-Based Compensation

We have awarded restricted stock units to certain of our employees. In addition, a portion of the base compensation paid to the directors up to 2013 was in the form of restricted stock units, which vested, based on service conditions only, annually in arrears. For 2016 and 2017, 20% of the base compensation paid to our directors was in the form of stock issued under the 2015 Equity Incentive Plan, with the number of stock units issued based on a value of $4.00 per

unit. The accounting fair value of restricted stock unit grants is determined by reference to the quoted stock price on the date of grant, as adjusted for estimated dividends forgone until the restricted stock units vest. Compensation expense is recognized based on a graded expense model over the expected vesting period.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued ASU 2014-09, "Revenue from Contracts with Customers (Topic 606)", which supersedes nearly all existing revenue recognition guidance under U.S. GAAP. The effective date is for annual periods beginning after December 15, 2017. The ASU requires us to (i) identify the contract(s) with the customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the entity satisfies a performance obligation. We expect that our time charter arrangements contain a service component, for example the provision of crew, that may fall within the scope of this standard. However, we do not expect the application of this standard to have a material impact on the financial statements, as we understand the proposed amendments to ASC 842 (see below) allowing entities not to separate the non-lease component can also be applied under the lease accounting standard applicable during 2018 (ASC 840).

In February 2016, FASB issued an accounting standards update (ASU 2016-02) in respect of leases (Topic 842). The update makes significant changes to the accounting requirements for lessees, who will be required to recognize right-of-use assets with a corresponding lease liability for all but short-term leases. The standard is to be adopted using a modified retrospective transition. The accounting requirements for lessors remain largely unchanged. The update is effective for annual periods beginning after December 15, 2018 although early application is permitted. The standard requires us to identify lease and non-lease components of a lease agreement. Lease components relate to the right to use the leased asset and non-lease components (or service components) relate to payments for goods or services that are transferred separately from the right to use the underlying asset. Total lease consideration is allocated to lease and non-lease components.

On November 29, 2017, the FASB proposed amendments to ASC 842 to add two practical expedients which would allow entities to elect for a simplified transition approach, and provide lessors with an option to simplify how lease and other related revenues are presented and disclosed. We will adopt ASC 842 with effect from January 1, 2019, and do not anticipate, beyond additional disclosures, any material impact on the financial statements.

We do not believe that any other recently issued, but not yet effective, accounting pronouncements, if currently adopted, would have a material impact on our consolidated financial statements.

Results of Operations

Year ended December 31, 2017 Compared to Year ended December 31, 2016

	Year ended December 31,	
	2017	2016
	(in millions of U.S. dollars)	
Operating Revenues		
Time charter revenue	$159.0	$166.5
Operating Expenses		
Vessel operating expenses	$43.5	$45.7
Depreciation	38.0	42.8
Impairment of vessels	(87.6)	92.4
General and administrative	5.3	6.3
Other operating (income)	(0.1)	(0.2)
Total operating expenses	174.3	187.0
Operating Loss	(15.3)	(20.5)
Non-Operating Income (Expense)		
Interest income	$0.5	$0.2
Interest expense	(59.4)	(44.8)
Income taxes	0.0	0.0

Net Loss	$(74.3)	$(65.1)
Earnings allocated to Series B preferred shares	(3.1)	(3.1)
Net Loss available to Common Shareholders	$(77.3)	$(68.2)

Operating Revenues

Operating revenues reflect income under fixed rate time charters in effect and were $159.0 million in the year ended December 31, 2017, down $7.5 million, or 4.5%, from operating revenues of $166.5 million for 2016. The decrease in operating revenues is mainly due to (i) the 12 month extensions of the charters of Julie Delmas and Delmas Keta effective mid-September, 2017, at $7,800 per day compared to $18,465 per day previously, (ii) the new charter of GSL Tianjin to CMA CGM effective late October, 2017 at $13,000 per day compared to $34,500 per day for the expiring charter to OOCL and (iii) a stepdown from the previous charter rate of $18,465 per day for Marie Delmas and Kumasi, effective August 1, 2016, following amendments to these charters, whereby the charter rate reduced to $13,000 per day and further reduced to $9,800 per day from mid-September 2017 as we exercised the first of three options in our favor to extend the charters to end 2018.

There were 6,570 ownership days in 2017 with 102 days offhire, including 62 for regulatory drydockings, giving utilization of 98.4%. In 2016, there were 6,588 ownership days with 103 days offhire (including 100 days for drydockings), giving an overall utilization of 98.4%.

Operating Expenses

Operating expenses totaled $174.3 million (or 110% of operating revenues) including $87.6 million charge for impairment for the year ended December 31, 2017. Operating expenses, including $92.4 million charge for impairment, totaled $187.0 million for the year ended December 31, 2016 (or 112% of operating revenues). Excluding impairment, operating expenses for 2017 were $86.7 million for 2017 (or 55% of operating revenue) and for 2016 were $94.6 million (or 57% of operating revenues).

Operating expenses can be analyzed as follows:

- Vessel operating expenses: Vessel operating expenses, which relate to the operation of the vessels themselves, were $43.5 million for the year ended December 31, 2017 (or 27% of operating revenues) compared to $45.7 million for the year ended December 31, 2016 (or 27% of operating revenues). The average cost per ownership day was $6,614, down $322, or 4.6%, from $6,936 for 2016. The reduction is due mainly to lower repair and maintenance costs, partly offset by increased costs for insurance deductibles
- Depreciation: Depreciation was $38.0 million (or 24% of operating revenues) for the year ended December 31, 2017, down from $42.8 million (or 26% of operating revenues) in 2016 mainly due to the effect of lower book values for a number of vessels following impairment write downs taken in the third and fourth quarters 2016.
- Impairment of Vessels: Whilst charter rates in the spot market and asset values saw improvements through 2017, taking into account the seasonal as well as cyclical nature of the container shipping industry, the recovery was not considered to have been sufficiently sustained not to undertake a fleet-wide review for impairment as at December 31, 2017 which resulted in a non-cash impairment charge of $87.6 million being recognised in the three months ended December 31, 2017 as the sum of the expected undiscounted future cash flows from five vessels over their estimated remaining useful lives was less than the carrying amounts. The impairment charge is equal to the amount by which the assets' carrying amounts exceed their fair values. Fair value is assessed, on a vessel by vessel basis, as the net present value of estimated future cash flows, discounted by an appropriate discount rate. A non-cash charge for impairment was recorded in the fourth quarter 2016, due to continuing poor industry conditions, of $63.1 million. A further non-cash impairment charge of $29.4 million was recognized in the three months ended September 30, 2016, following our agreement with CMA CGM to amend and extend the charters of the Marie Delmas and Kumasi. Accordingly, the total non-cash impairment charge for the year ended December 31, 2016 was $92.4 million (or 56% of operating revenues).
- General and administrative: General and administrative expenses were $5.3 million (or 3% of operating revenues) in the year ended December 31, 2017, compared to $6.3 million (or 4% of operating revenues) for 2016. The reduction is mainly due to lower staff costs and professional fees.
- Other operating income: Other operating income represents miscellaneous revenue mainly from carrying passengers and sundry recharges to charterers under our time charters. In the year ended December 31, 2017, other operating income was $0.1 million, down from $0.2 million in 2016.

Operating Loss

As a consequence of all preceding items, operating loss was $15.3 million for the year ended December 31, 2017 compared to an operating loss of $20.5 million for the year ended December 31, 2016.

Interest Income

Interest income earned on cash balances for the year ended December 31, 2017 was $0.5 million compared to $0.2 million in 2016 as average cash balances were higher as were interest rates on deposits.

Interest Expense

Our previous 2019 notes, revolving credit facility and secured term loan were refinanced in October 2017 using the net proceeds from the issuance of $360.0 million principal amount new 9.875% First Priority Senior Secured Notes due 2022, a new $54.8 million secured term loan, and cash on hand.

Interest expense for the year ended December 31, 2017 therefore comprised interest on the previous debt structure up to dates in October and on the new debt structure from dates in October. Further, interest expense includes the premium paid for the redemption of the 2019 notes and the accelerated write off of unamortized original issue discount thereon and deferred financing charges associated with the previous financing structure.

Interest expense for the year ended December 31, 2017, interest expense was $59.4 million, up $14.6 million on interest expense of $44.8 million for the year ended December 31, 2016. The increase is mainly due to the consequences of the refinancing completed in October 2017 including a premium on the redemption of the 2019 notes of $8.7 million, the write off of the remaining balance of original issue discount on the 2019 notes of $1.3 million and the write off of the remaining balance of deferred financing charges of $4.3 million associated with all debt repaid. In contrast, interest expense for the year ended December 31, 2016 was reduced by $1.9 million gain on the open market purchases of $18.0 million principal amount of the 2019 notes in November 2016.

Income Taxes

Income taxes for the years ended December 31, 2017 and 2016 were not material as the vessel owning subsidiaries were subject to taxation based on tonnage rather than accounting profits.

Net Loss

For the year ended December 31, 2017, net loss was $74.3 million, after $87.6 million non-cash impairment, compared to a net loss for the year ended December 31, 2016 of $65.1 million, after $92.4 million non-cash impairment charge.

Earnings Allocated to Series B Preferred Shares

The dividends payable on the $35.0 million Series B preferred shares issued on August 20, 2014 are presented as a reduction of net (loss), as and when declared by the Board of Directors. These dividends totaled $3.1 million for each of the years ended December 31, 2017 and 2016.

Net Loss Available to Common Shareholders

Net loss available to common shareholders for the year ended December 31, 2017 was $77.3 million, after $87.6 million non-cash impairment, compared to a net loss available to common shareholders, after $92.4 million impairment charge, of $68.2 million for the year ended December 31, 2016.

Year ended December 31, 2016 Compared to Year ended December 31, 2015

	Year ended December 31,	
	2016	2015
	(in millions of U.S. dollars)	
Operating Revenues		
Time charter revenue	$ 166.5	$ 164.9
Operating Expenses		
Vessel operating expenses	$ 45.7	$ 50.1

Depreciation	42.8	44.9
Impairment of vessels	92.4	44.7
General and administrative	6.3	6.5
Other operating (income)	(0.2)	(0.5)
Total operating expenses	187.0	145.7
Operating Loss	(20.5)	19.3
Non-Operating Income (Expense)		
Interest income	$ 0.2	$ 0.1
Interest expense	(44.8)	(48.2)
Income taxes	0.0	0.0
Net Loss	$ (65.1)	$ (28.9)
Earnings allocated to Series B preferred shares	(3.1)	(3.1)
Net Loss available to Common Shareholders	$ (68.2)	$ (31.9)

Operating Revenues

Operating revenues were $166.5 million in the year ended December 31, 2016, up $1.6 million, or 1.0%, from operating revenues of $164.9 million for 2015. The increase in operating revenues is mainly due to the full year effect of two vessels acquired in March and September 2015, each earnings $34,500 per day, offset by reduced revenue following the sale of two vessels in fourth quarter 2015 which had been earning $11,000 and $10,700 per day respectively for their most recent charters in the second half of 2015, with a further reduction in revenue from increased offhire from regulatory drydockings, which was 100 days in the year ended December 31, 2016 compared to nine days in the prior year. There were 6,588 ownership days in the year ended December 31, 2016 with 103 days offhire (including the 100 days for drydockings), giving an overall utilization of 98.4%. In 2015, there were 6,893 ownership days, 16 days offhire (including nine for drydockings) and 13 idle days giving a utilization of 99.6%.

Operating Expenses

Operating expenses, including $92.4 million charge for impairment, totaled $187.0 million for the year ended December 31, 2016 (or 112% of operating revenues). Excluding impairment, operating expenses for 2016 were $94.6 million (or 57% of operating revenues). Operating expenses, including $44.7 million charge for impairment, totaled $145.7 million for the year ended December 31, 2015 (or 88% of operating revenues). Excluding impairment, operating expenses for 2015 were $101.0 million (or 61% of operating revenues).

Operating expenses can be analyzed as follows:

- Vessel operating expenses: Vessel operating expenses were $45.7 million for the year ended December 31, 2016 (or 27% of operating revenues) compared to $50.1 million for 2015 (or 30% of operating revenues). The average cost per ownership day was $6,936, down $333, or 4.6%, from $7,269 for 2015. The reduction is primarily attributable to reduced crew costs and insurance costs on renewals, together with the elimination of the relatively high costs related to the operation of the two vessels which were sold in fourth quarter 2015, partly offset by costs incurred in drydockings (six in 2016 compared to one in 2015) that are expensed rather than capitalized.
- Depreciation: Depreciation was $42.8 million (or 26% of operating revenues) for the year ended December 31, 2016, down from $44.9 million (or 27% of operating revenues) in 2015 mainly due to lower ownership days.
- Impairment of Vessels: A non-cash charge for impairment was recorded in the fourth quarter 2016, due to continuing poor industry conditions, of $63.1 million, as the sum of the expected undiscounted future cash flows from four vessels over their estimated remaining useful lives is less than the carrying amounts. The impairment charge is equal to the amount by which the assets' carrying amounts exceed their fair values. Fair value is assessed, on a vessel by vessel basis, as the net present value of estimated future cash flows, discounted by an appropriate discount rate. A further non-cash impairment charge of $29.4 million was recognized in the three months ended September 30, 2016, following our agreement with CMA CGM to amend and extend the charters of the Marie Delmas and Kumasi. Accordingly, the total non-cash impairment charge for the year ended December 31, 2016 was $92.4 million (or 56% of operating revenues).

Following receipt of notices of re-delivery for Ville d'Aquarius and Ville d'Orion in fourth quarter 2015 and our assessment of the vessels' re-chartering prospects, sales of the vessels were completed on November 5 and December 8, 2015, respectively, for total net proceeds of approximately $9.3 million. The vessels were written down as at September 30, 2015 by $44.7 million to their estimated net realizable value, including estimated selling costs.

- General and administrative: General and administrative expenses were $6.3 million (or 4% of operating revenues) in the year ended December 31, 2016, compared to $6.5 million (or 4% of operating revenues) for 2015. The reduction is mainly due to lower professional fees.
- Other operating income: Other operating income represents miscellaneous revenue mainly from carrying passengers and sundry recharges to charterers under our time charters. In the year ended December 31, 2016, other operating

income was $0.2 million, down from $0.5 million in 2015.

Operating Income

As a consequence of all preceding items, operating loss was $20.5 million for the year ended December 31, 2016 compared to operating income of $19.3 million (or 12% of operating revenues) in 2015.

Interest Income

Interest income earned on cash balances for the year ended December 31, 2016 was $0.2 million compared to $0.1 million in 2015.

Interest Expense

Debt at December 31, 2016 comprised amounts outstanding on our 2019 notes, the revolving credit facility, which was drawn March 11, 2015, and the secured term loan, which was drawn September 10, 2015.

Interest expense for the year ended December 31, 2016 was $44.8 million (or 27% of operating revenues), down $3.4 million on interest expense of $48.2 million (or 29% of operating revenues) for the year ended December 31, 2015. The decrease is due to lower interest on the 2019 notes following the repurchase by way of tender of $26.7 million principal amount of the 2019 notes in March 2016, open market purchases of a total of $27.2 million principal amount of the 2019 notes in May, August and November 2016 and the $2.9 million gain realized on these open market purchases, offset by $0.5 million premium paid in relation to the tender offer and accelerated write-off of the portion of deferred financing charges and the original issue discount attributable to 2019 notes which were purchased and retired in the year.

Income Taxes

Income taxes for the years ended December 31, 2016 and 2015 were not material as the vessel owning subsidiaries were subject to taxation based on tonnage rather than accounting profits.

Net Loss

For the year ended December 31, 2016, net loss was $65.1 million, including $92.4 million non-cash impairment charge. Net loss for the year ended December 31, 2015 was $28.9 million, including $44.7 million non-cash impairment charge.

Earnings Allocated to Series B Preferred Shares

The dividends payable on the $35.0 million Series B preferred shares issued on August 20, 2014 are presented as a reduction of net (loss), as and when declared by the Board of Directors. These dividends totaled $3.1 million for each of the years ended December 31, 2016 and 2015.

Net (Loss) Available to Common Shareholders

Net loss available to common shareholders, after the $92.4 million impairment charge, was $68.2 million for the year ended December 31, 2016 compared to net loss of $31.9 million for 2015, after the $44.7 million impairment charge.

B. Liquidity and Capital Resources

Liquidity, working capital and dividends

Overview

Our net cash flow from operating activities derives from revenue received under our charter contracts, which varies directly with the number of vessels under charter, days on-hire and charter rates, less operating expenses including crew costs, lubricating oil costs, costs of repairs and maintenance, insurance premiums, general and administrative expenses, interest and other financing costs. In addition, each of our vessels is subject to a drydock approximately every five years. The average cost of the 16 drydockings completed on vessels in the current fleet between January 2013 and December 2017 was $1.2 million with an average loss of revenue of $0.3 million while the relevant vessel was offhire. Four regulatory drydockings were completed in 2017; six in 2016 and one in 2015. We have included a schedule of the next anticipated drydocking date for each of our vessels in Item 4. “Business—Inspection by Classification Societies.” In future years there will be incremental costs for compliance with ballast water management regulations and most likely with emission control regulations; see Item 4. “Business—Environmental and Other Regulations.”

The main factor affecting operating cash flow in a period is the timing of the receipt of charterhire, which is due to be paid in advance, on the 1st and 16th of each month for vessels on charter to CMA CGM and every two weeks based on the start date of the charter in the case of our other charterer. The main additional factors

affecting quarter end cash, other than the consequences of any asset sales and purchases and the payments for costs of drydockings, are the timing of the payment of interest on the 2022 notes, which is due to be paid semi-annually on May 15 and November 15 each year, interest payable on the new secured term loan which is due at least quarterly and amortization of both instruments.

We are required to repay $40.0 million for the first three years and $35,000 thereafter, across both the 2022 notes and the new secured term loan. The new secured term loan has minimum fixed amortization whereas, as long as amounts are outstanding under that loan, amortization of the 2022 notes is at the option of the noteholders. Around the first and second anniversary of the issue of the 2022 notes, we will offer to redeem $20.0 million of the 2022 notes at a purchase price of 102%. Any such offer not accepted will be applied to repay the secured term loan at par. Should the amount outstanding under the loan be insufficient to absorb the total amount to be repaid, the excess will be mandatorily redeemed against the 2022 notes at 102%. Around the third anniversary of the issue of the 2022 notes, we will mandatorily redeem $40. 0 million of the 2022 notes at a purchase price of 102%, less any amount remaining under the secured term loan. Around the fourth anniversary of the issue of the 2022 notes, we will mandatorily redeem $35.0 million of the 2022 notes at a purchase price of 102%. The minimum repayments of the secured term loan are four instalments of $10.0 million semi-annually commencing April 30, 2018, and two subsequent instalments of $7.4 million; the final maturity date of the loan is no later than October 31, 2020.

Prior to the issuance of the 2022 notes and the consequent redemption of the 2019 notes, we were obliged to make an Excess Cash Flow offer on the 2019 notes, within 120 days of the year end and in an amount up to a maximum of $20 million per annum. In April 2017, we completed the Excess Cash Flow offer for 2016, purchasing $19.5 million principal amount of 2019 notes at a price of 102% together with accrued but unpaid interest for a total amount of $20.0 million. In March 2016, we completed the Excess Cash Flow offer for 2015 cashflow which was combined with a Collateral Sale Offer, on the same terms, relating to net proceeds received from the sale of two vessels late 2015. We purchased $26.7 million principal amount of 2019 notes at a price of 102% together with accrued but unpaid interest for a total amount of $28.4 million. The Excess Cash Flow offer early in 2015, for 2014 cashflow, to purchase up to $20.0 million aggregate amount of our 2019 notes resulted in $350,000 principal amount of 2019 notes being tendered and accepted.

Assuming LIBOR to be 0.5%, quarterly interest on the unamortized amount of $54.8 million for the secured term loan would amount to approximately $0.5 million.

The previous secured term loan, repaid in full in October 2017, was repayable in 20 equal quarterly installments of $1.75 million, commencing three months after drawdown on September 15, 2015. The agreement also required an additional amount of $1.4 million to be repaid in eight equal quarterly installments of $0.175 million beginning on the same day as the 20 equal quarterly installments, to provide a reserve for potential enhancement expenditure on the secured vessel ahead of the expiry of its then charter. In November 2016, we entered into an amendment to the secured term loan whereby we agreed to increase by $1.0 million the five quarterly installments commencing December 2016, in exchange for a revision to the definition of shareholders equity, in the context of the minimum shareholders equity covenant, to eliminate from that definition any charge for impairment after July 1, 2016.

Both the 2022 notes and the new secured term loan require us to have $20.0 million minimum liquidity at each quarter end.

The credit agreement governing the secured term loan provides for mandatory prepayment of a certain portion of the term loan if, on any testing date, our debt service coverage ratio in respect of the preceding six months is less than 1:1 for any such measurement period up to, and including, the measurement period ending on December 31, 2019, and 0.8:1.0 thereafter for so long as the amount of principal outstanding under the term loan is greater than $15.0 million. Debt service coverage will be tested on June 30 and December 31 of each year, commencing June 30, 2018, until the

balance is $15.0 million or less. If we have drawn amounts under the term loan in excess of $15.0 million and on any testing date our debt service coverage ratio in respect of the preceding six months is less than the applicable debt service coverage ratio, we will be obliged to prepay the portion of the term loan drawn in excess of $15.0 million.

In addition, we intend to declare and make quarterly dividend payments amounting to approximately $0.8 million per quarter on our Series B preferred shares on a perpetual basis. Finally, we may declare and pay dividends on our common shares.

Other than costs for drydocking and compliance with environmental regulations, there are no other current material commitments for capital expenditures or other known and reasonably likely material cash requirements other than in respect of our growth strategy.

All our revenues are denominated in U.S. dollars and a portion of our expenses are denominated in currencies other than U.S. dollars. As of December 31, 2017, we had $73.3 million in cash and cash equivalents. Our cash and cash equivalents are mainly held in U.S. dollars, with relatively small amounts of UK pounds sterling, Euros and HK dollars. We regularly review the amount of cash and cash equivalents held in different jurisdictions to determine the amounts necessary to fund our operations and their growth initiatives and amounts needed to service our indebtedness and related obligations. If these amounts are moved out of their original jurisdictions, we may be subject to taxation.

Due to our charter coverage and nature of our operating and financial costs, our cashflows are predictable and visible, at least in the near to medium term. We have policies in place to control treasury activities within the group. For example, all new funding must be approved by our Board of Directors, and cash deposits can only be made with institutions meeting certain credit metrics and up to predetermined limits by institution.

Our floating rate debt is represented by drawings under the revolving credit facility and under the secured term loan. We have in the past, and may in the future, enter into hedging instruments, including interest rate swap agreements, to hedge our cash flows. We would not enter into derivatives for trading or speculative purposes.

The table below shows our consolidated cash flows for each of the three years ended December 31, 2017.

	Year ended December 31,		
	2017	2016	2015
	(in millions of U.S. dollars)		
Cash Flows from Operating Activities			
Net loss	$(74.3)	$(65.1)	$(28.9)
Adjustments to Reconcile Net Loss to Net Cash Provided by Operating Activities			
Depreciation	38.0	42.8	44.9
Vessel impairment	87.6	92.4	44.7
Gain on sale of vessels	—	—	(0.1)
Amortization of deferred financing costs	7.8	3.6	3.4
Amortization of original issue discount	2.5	1.7	1.2
Gain on repurchase of 2019 notes	—	(2.9)	—
Change in fair value of derivative instruments	—	—	—
Amortization of intangible liability	(1.8)	(2.1)	(2.1)
Share based compensation	0.3	0.3	0.1
Movement in working capital	(2.3)	0.4	(0.8)
Net Cash Provided by Operating Activities	57.8	71.2	62.3
Cash Flows from Investing Activities			
Cash paid for vessels	—	—	(108.2)
Cash paid for vessels improvements	(0.3)	—	—
Proceeds from sale of vessels	—	(0.3)	9.5
Cash paid for drydockings	(4.6)	(6.7)	(2.6)
Net Cash Used in Investing Activities	(4.9)	(6.9)	(101.2)
Cash Flows from Financing Activities			
Proceeds from the issuance of 2022 notes	356.4	—	—
Deferred financing costs incurred	(12.7)	—	(1.0)
Net proceeds from issuance of Series B preferred shares	—	—	—
Repurchase of 2019 notes	(365.8)	(51.0)	(0.4)
Proceeds from drawdown of credit facilities	54.8		75.0
Repayment of credit facilities	(63.6)	(9.5)	(1.9)
Class A common dividends paid	—	—	(9.5)
Series B preferred shares – dividends paid	(3.1)	(3.1)	(3.1)
Net Cash (Used in) Provided by Financing Activities	(33.9)	(63.6)	59.2
Net Increase in Cash and Cash Equivalents	19.0	0.7	20.3
Cash and Cash Equivalents at Start of Year	54.2	53.6	33.3
Cash and Cash Equivalents at End of Year	$73.3	$54.2	$53.6

Year ended December 31, 2017 Compared to Year ended December 31, 2016

Net cash provided by operating activities was $57.8 million for the year ended December 31, 2017 reflecting mainly net loss of $74.3 million, adjusted for depreciation of $38.0 million, impairment of $87.6 million, amortization of deferred financing costs and original issue discount of $10.3 million, including $5.8 million accelerated write-off resulting from refinancing completed in October 2017, share-based compensation of $0.3 million, less movements in working capital of $2.3 million and amortization of intangible liabilities of $1.8 million.

Net cash provided by operating activities for the year ended December 31, 2017 at $57.8 million was $13.4 million lower than in 2016 (before impairment charges) mainly due to the reduction in operating revenues of $7.5 million from lower charter rates on some vessels and costs associated with the refinancing, including $8.7 million premium paid on the redemption of the 2019 notes in October 2017.

Net cash used in investing activities for the year ended December 31, 2017 was $4.9 million, including $4.6 million for drydockings. In 2016, net cash used in investing activities was $6.9 million including $6.7 million for drydocking costs.

Net cash used in financing activities for the year ended December 31, 2017 was $33.9 million, including $356.4 million net proceeds from the issuance of the 2022 notes and $54.8 million proceeds from the new secured term loan less $365.8 million for the repurchase of the 2019 notes including premium, $63.6 million repayment of the previous revolving credit facility and secured term loan, $12.7 million deferred financing costs incurred and $3.1 million dividend paid on the Series B preferred shares. For 2016, net cash used in financing activities was $63.6 million and included $51.0 million repurchase of 2019 notes, $9.5 million repayment of the secured term loan and $3.1 million dividend paid on the Series B preferred shares.

Overall, there was a net increase in cash and cash equivalents of $19.0 million in the year ended December 31, 2017, resulting in closing cash of $73.3 million compared to closing cash of $54.2 million at December 31, 2016.

Year ended December 31, 2016 Compared to Year ended December 31, 2015

Net cash provided by operating activities was $71.2 million for the year ended December 31, 2016 reflecting mainly net loss of $65.1 million, adjusted for depreciation of $42.8 million, vessel impairment of $92.4 million, amortization of deferred financing costs and original issue discount of $5.3 million, share-based compensation of $0.3 million, and movements in working capital of $0.4 million less gain on repurchase of 2019 notes of $2.9 million and amortization of intangible liabilities of $2.1 million.

Net cash provided by operating activities for the year ended December 31, 2016 at $71.2 million was $8.9 million higher than in 2015 mainly due to an increase of $8.0 million in operating income before impairment charges.

Net cash used in investing activities for the year ended December 31, 2016 was $6.9 million, the majority of which was cash paid for drydockings. In 2015, net cash used in investing activities was $101.2 million, including $108.2 million for the purchase of OOCL Qingdao and OOCL Ningbo less $9.5 million net proceeds from the sale of Ville d'Aquarius and Ville d'Orion and $2.6 million on drydocking costs.

Net cash used in financing activities for the year ended December 31, 2016 at $63.6 million included $51.0 million repurchase of 2019 notes, $9.5 million repayment of the secured term loan and $3.1 million dividend paid on the Series B preferred shares. For 2015, $59.2 million net cash was provided by financing activities, mainly being $75.0 million proceeds from the drawdown of our revolving credit facility and our secured term loan less $0.4 million repurchase of 2019 notes, $1.9 million repayment of the secured term loan, $1.0 million deferred financing costs incurred, $3.1 million dividend paid on the Series B preferred shares and $9.5 million dividends paid on Class A common shares.

Overall, there was a net increase in cash and cash equivalents of $0.7 million in the year ended December 31, 2016, resulting in closing cash of $54.2 million compared to closing cash of $53.6 million at December 31, 2015.

Indebtedness

The 2022 Notes and the Indenture

On October 31, 2017, we completed a private placement of $360.0 million aggregate principal amount of 9.875% first priority secured notes due 2022. Concurrently, we also entered into a $54.8 million super senior secured term loan credit facility.

The 2022 notes were issued under an indenture, among us, the guarantors party thereto and Citibank, N.A., London Branch, as trustee, security agent, paying agent, registrar and transfer agent. The description of the indenture and the 2022 notes contained in this annual report is qualified in its entirety by reference to the full text of the indenture and the form of the 2022 notes, which are filed herewith as exhibits to this annual report.

Interest and Maturity

The 2022 notes bear interest at 9.875% per annum and mature on November 15, 2022. Interest is payable semi-annually in arrears on each May 15 and November 15, commencing on May 15, 2018, to holders of record at the close of business on May 1 or November 1, as the case may be, immediately preceding each such interest payment date.

Security

The 2022 notes are secured by first priority ship mortgages on 18 vessels owned by certain subsidiary guarantors (the "Mortgaged Vessels") and certain other associated property, contract rights and bank accounts, as well as share pledges over the subsidiary guarantors that own the Mortgaged Vessels (collectively, the "Initial Collateral"). In the future, vessels and certain other associated property and contract rights may be pledged in addition to or in substitution for Initial Collateral. As used herein, "Collateral" refers to the Initial Collateral and any such additional or substitute collateral.

The Collateral also secures on a first priority basis up to $54.8 million in principal of indebtedness, plus interest and costs payable, under the secured term loan, which is described below.

Guarantees

The 2022 notes are fully and unconditionally guaranteed, jointly and severally, on a senior basis, by Global Ship Lease Services Limited ("GSLS Limited") and each of our 18 subsidiaries that own Mortgaged Vessels.

Optional Redemption

We may redeem the 2022 notes in whole or in part, at our option, at any time before November 15, 2019, at a redemption price equal to 100% of the principal amount plus a make-whole premium as provided in the indenture. We may redeem the 2022 notes in whole or in part, at our option, at any time on or after November 15, 2019, at the redemption prices (expressed as percentages of principal amount) set forth below plus accrued and unpaid interest, if any, on the 2022 notes redeemed, to the applicable redemption date, if redeemed during the twelve-month period beginning on November 15 of the years indicated below, subject to the rights of holders of 2022 notes on the relevant record date to receive interest on the relevant interest payment date:

Year	Percentage	
2019	104.938	%
2020	102.469	%
2021	100.000	%

Additional Amounts and Redemption for Changes in Withholding Taxes

Except as required by law, we will make payments on the 2022 notes free of withholding or deduction for taxes. If withholding or deduction is required, we will, subject to certain customary exceptions, be required to pay additional amounts so that the net amounts holders of the 2022 notes receive will equal the amount holders of the 2022 notes would have received if withholding or deduction had not been imposed. If, as a result of a change in law, we are required to pay such additional amounts, we may redeem the 2022 notes in whole but not in part, at any time at 100% of their principal amount, plus accrued and unpaid interest, if any, to the redemption date.

Change of Control

Upon the occurrence of certain change of control events, holders of the 2022 notes will have the right to require us to repurchase some or all of their 2022 notes at 101% of their face amount, plus accrued and unpaid interest to the repurchase date.

Proceeds of Certain Asset Sales and Total Loss Events

We will be obligated in certain instances to make offers to purchase outstanding 2022 notes with the net proceeds of certain sales or other dispositions of assets or upon the occurrence of a Total Loss Event with respect to Collateral. The purchase price of the 2022 notes will be 102% (in the case of an Asset Sale (as defined in the indenture)) or 100% (in the case of a Total Loss Event (as defined in the indenture)) of their principal amount plus accrued and unpaid interest, if any.

Annual Mandatory Offer and Amortization

We will be required to repay, redeem or repurchase an aggregate amount of the 2022 notes and secured term loan equal to $40.0 million per year in 2018, 2019 and 2020 and $35.0 million per year thereafter, subject to certain conditions, including an obligation to make an annual offer to repurchase a certain principal amount of 2022 notes so long as the secured term loan is outstanding. Any repurchase or redemption of 2022 notes in compliance with this requirement will be at a price of 102% of their principal amount plus accrued and unpaid interest, if any.

Certain Covenants

We are required to ensure that, as of each quarter date, we maintain an amount of unrestricted cash and cash equivalents equal to at least $20 million on a consolidated basis.

The indenture contains covenants that, among other things, limit the ability of us and our subsidiaries to:

- incur additional indebtedness or issue certain preferred stock;
- pay dividends on, redeem or repurchase their capital stock, provide financial support or make restricted transfers of assets to non-guarantor subsidiaries;
- create certain liens;
- transfer or sell certain assets;
- enter into certain transactions other than arm's length transactions; and
- merge, consolidate or sell all or substantially all of their properties and assets.
- These covenants are subject to important exceptions and qualifications, which are provided in the indenture.

Governing Law

The indenture and the 2022 notes are governed by New York law.

Secured Term Loan

In connection with the private placement of the 2022 notes, we, as initial borrower, and GSLS Limited together with each of our 18 subsidiaries that own Mortgaged Vessels, as initial guarantors, entered into a new credit agreement, dated October 25, 2017, together with security and other agreements, with Citibank, N.A., London Branch, as original lender, lead arranger and book-runner, Citibank Europe plc, UK Branch, as facility agent, and Citibank, N.A., London Branch, as security agent, which provides for a $54.8 million super senior secured term loan facility. The description of the secured term loan contained in this annual report does not purport to be complete and is qualified in its entirety by reference to the full text of the secured term loan, which is filed as an exhibit to this annual report.

General

The secured term loan is in the amount of $54.8 million. The secured term loan was fully drawn at the Issue Date of the 2022 notes. We are not entitled to re-borrow any part of the secured term loan which is repaid.

Interest Rate, Fees and Maturity

Borrowings under the secured term loan bear interest at LIBOR plus a margin of 3.25% per annum, payable semi-annually in arrears or (if an interest payment period is shorter than 6 months) at the end of each interest payment period. We also will pay certain other customary fees.

The final maturity date of the secured term loan will be October 31, 2020.

Amortization

Borrowings under the secured term loan are amortized semi-annually at a rate of $20.0 million for each of the first and second years and $14.8 million in the third year. There will be additional amortization should the annual mandatory tender offer to redeem 2022 notes not be accepted in full or in part.

Mandatory Prepayments

The secured term loan requires us to prepay the respective part of the outstanding loan amount, subject to certain exceptions, with the net cash proceeds of certain sales or other dispositions of Collateral or upon the occurrence of an event of loss with respect to Collateral and upon a change of control or in the event of illegality.

The secured term loan also provides for mandatory prepayment of a certain portion of the secured term loan if, on any testing date, our debt service coverage ratio in respect of the preceding six months is less than 1:1 for any such measurement period up to, and including, the measurement period ending on December 31, 2019, and 0.8:1.0 thereafter for so long as the amount of principal outstanding under the secured term loan is greater than $15.0 million. Debt service coverage is tested on the initial drawdown date and on December 31 and June 30 of each year until the balance is $15.0 million or less. If we have drawn amounts under the secured term loan in excess of $15.0 million and on any testing date our debt service coverage ratio in respect of the preceding six months is less than the applicable debt service coverage ratio, we will be obliged to prepay the portion of the secured term loan drawn in excess of $15.0 million.

Voluntary Prepayments

We are able to voluntarily prepay outstanding portions of the loan under the secured term loan at any time, subject to certain notice requirements.

Guarantees and Security

Guarantees are jointly and severally provided by us and the same subsidiaries guaranteeing the 2022 notes. In addition, any subsidiaries who become additional guarantors under the secured term loan will provide a guarantee on the same basis. Our obligations under the secured term loan are secured by first-priority security interests (subject to certain permitted liens) over the Collateral that will rank equal with the security interest of the 2022 notes, subject to the right of the finance parties under the secured term loan to receive the net proceeds of any foreclosure on the Collateral before the holders of the 2022 notes.

Certain Covenants and Events of Default

We are required to maintain minimum cash and cash equivalents in an amount of $20.0 million, to be tested quarterly as provided in the credit agreement governing the secured term loan.

In addition, the secured term loan contains negative covenants that, among other things and subject to certain significant exceptions, limit our ability and the ability of our subsidiaries to:

- incur additional indebtedness or issue certain preferred stock;

- pay dividends on, redeem or repurchase their capital stock, provide financial support or make restricted transfers of assets to non-guarantor subsidiaries;
- create certain liens;
- transfer or sell certain assets;
- enter into certain transactions other than arm's length transactions; and
- merge, consolidate or sell all or substantially all of their properties and assets.

The credit agreement governing the secured term loan also contains certain customary representations and warranties, affirmative covenants and events of default. If an event of default occurs, the lenders under the secured term loan will be entitled to take various actions, including the acceleration of amounts due under the secured term loan and actions customarily permitted to be taken by a secured creditor. Amendments and waivers of the covenants described above or any other provisions which affect solely the secured term loan require the consent of lenders holding all or the majority of the commitments and loans under the secured term loan.

Governing Law

The secured term loan will be governed by English law.

Intercreditor Agreement

In connection with the issuance of the Notes and the execution of the Indenture and the Term Loan, we and the guarantors entered into an intercreditor agreement with the security agent and the other parties thereto, that governs, among other things, the relationships and relative priorities among the lenders under the secured term loan and the holders of 2022 notes. The intercreditor agreement is filed as an exhibit to this annual report.

The 2019 Notes and the Indenture

The 2019 notes were issued under an indenture, dated as of March 19, 2014, among the Company, the guarantors party thereto and Deutsche Bank Trust Company Americas, as trustee and as security agent. The following description of the indenture, as amended or supplemented, and the form of note is qualified by reference to the indenture, the supplemental indentures and the form of note, copies of which are filed as exhibits to this annual report. They were fully redeemed on October 31, 2017 as part of our refinancing.

Interest and Maturity

The 2019 notes carried interest at 10.000% per annum and matured on April 1, 2019. Interest was payable semi-annually on April 1 and October 1 of each year, beginning on October 1, 2014, to holders of record at the close of business on March 15 or September 15, as the case may be, immediately preceding each such interest payment date.

Security

The 2019 notes were secured by first priority ship mortgages on 16 vessels owned by certain subsidiaries (the "Mortgaged Vessels") including OOCL Qingdao and certain other associated property, contract rights and bank accounts, as well as share pledges over the subsidiaries that own the Mortgaged Vessels. In addition, the 2019 notes were guaranteed by all of the vessel owning subsidiaries.

The Collateral also secured on a first priority basis up to $40.0 million of indebtedness which may be incurred under the previous revolving credit facility, which is described below.

Guarantees

The 2019 notes were fully and unconditionally guaranteed, jointly and severally, on a senior basis, by Global Ship Lease Services Limited ("GSLS Limited") and all of our restricted subsidiaries.

Optional Redemption

We could have redeemed the 2019 notes in whole or in part, at our option, at any time on or after April 1, 2016, at the redemption prices (expressed as percentages of principal amount) set forth below plus accrued and unpaid interest, if any, on the 2019 notes redeemed, to the applicable redemption date, if redeemed during the twelve-month period beginning on April 1 of the years indicated below, subject to the rights of holders of 2019 notes on the relevant record date to receive interest on the relevant interest payment date:

Year	Percentage
2016	105.000 %
2017	102.500 %
2018	100.000 %

Proceeds of Asset Sales and Events of Loss

We were obligated in certain instances to make offers to purchase outstanding 2019 notes with the net proceeds of certain sales, such as those of Ville d'Aquarius and Ville d'Orion in the year ended December 31, 2015, or other dispositions of assets or upon the occurrence of an event of loss with respect to Collateral. The purchase price of the 2019 notes was to be 102% of their principal amount plus accrued and unpaid interest, if any. The Collateral Sale Offer of approximately $8.4 million with respect to the sale of Ville d'Aquarius and Ville d'Orion was completed in March 2016.

Excess Cash Flow

If we had at least $1.0 million of Excess Cash Flow (as defined in the indenture governing the 2019 notes) for each fiscal year, commencing in respect of the year ended December 31, 2014, we were required to make an offer to repurchase a maximum principal amount of 2019 notes per annum equal to the lesser of (a) the Excess Cash Flow for such fiscal year and (b) $20.0 million, at a price equal to 102% of the aggregate principal amount of 2019 notes repurchased plus accrued and unpaid interest, if any, on the 2019 notes. For each of the years 2014, 2015 and 2016, the Excess Cash Flow Offer amounted to $20.0 million. The Excess Cash Flow Offer of $20.0 million for 2016 was oversubscribed, was allocated pro rata to 2019 notes validly tendered and was completed in April 2017. The Excess Cash Flow offer for 2015 (which was combined with the Collateral Sale Offer noted above) was completed in March 2016 and was oversubscribed, being allocated pro rata to 2019 notes validly tendered, whereas only $350,000 of the Excess Cash Flow Offer of $20.0 million for 2014 was accepted in April 2015.

Certain Covenants

The indenture governing the 2019 notes contained covenants that, among other things, limited our ability and the ability of our restricted subsidiaries to:

- incur additional indebtedness or issue certain preferred stock;
- pay dividends on, redeem or repurchase capital stock or make other restricted payments and investments;
- create certain liens;
- transfer or sell assets;
- enter into certain transactions with affiliates;
- merge, consolidate or sell all or substantially all of our properties and assets;
- create or designate unrestricted subsidiaries; and
- impair the security interests.

Previous Revolving Credit Facility

In connection with the private placement of 2019 notes, we and GSLS Limited, as initial borrowers, and together with each of our 17 subsidiaries that owned Mortgaged Vessels, as initial guarantors, entered into a credit agreement dated as of March 19, 2014, with Citibank, N.A., London Branch, as original lender, lead arranger and book-runner, Citibank International plc, as facility agent and Deutsche Bank Trust Company Americas, as security agent, together with security and other agreements, which provided for our revolving credit facility. The following description of the revolving credit facility is qualified by reference to the credit agreement, dated as of March 19, 2014. The revolving credit facility was fully repaid and cancelled in October 2017 as part of the refinancing.

General

The revolving credit facility provided for aggregate commitments of $40.0 million, which would have been reduced to $25.0 million if on any testing date, our debt service coverage ratio in respect of the preceding six months is less than 1.0:1.0. Debt service coverage was to be tested on December 31, 2016, June 30, 2017 and December 31, 2017. Subject to customary conditions precedent, certain of our subsidiaries may borrow under the revolving credit facility to finance (or refinance) the acquisition of vessels and may also borrow amounts not to exceed, at any time, $5.0 million for general corporate purposes. To the extent that borrowings under the revolving credit facility were applied towards all or part of the acquisition cost (or the refinancing thereof) of a vessel, we would have been required to pledge, on a first-priority basis, such vessel, together with certain other associated property, contract rights and bank accounts, and the capital stock of the applicable vessel-owning subsidiary, as additional Collateral securing the obligations under the revolving credit facility and the 2019 notes and the vessel owning company would become a joint and several guarantor under the 2019 notes and the revolving credit facility. The revolving credit facility was fully drawn to finance the purchase of OOCL Qingdao on March 11, 2015. Further, $0.8 million was repaid in January 2016 out of the net sale proceeds of Ville d'Aquarius and Ville d'Orion.

Interest Rate, Fees and Maturity

Borrowings under the revolving credit facility carried interest at LIBOR plus a margin of 3.25% per annum, payable at least quarterly in arrears or at the end of certain other interest payment periods.

In addition to paying interest on outstanding principal under the revolving credit facility, we were required to pay a quarterly commitment fee of 1.30% per annum to the lenders under the revolving credit facility in respect of the unutilized commitments thereunder. We also paid certain other customary fees.

The final maturity date of the revolving credit facility was October 1, 2018.

Mandatory Prepayments

The revolving credit facility required us to prepay outstanding loans, subject to certain exceptions, with the net cash proceeds of certain sales or other dispositions of Collateral, such as the sales of Ville d'Aquarius and Ville d'Orion, or upon the occurrence of an event of loss with respect to Collateral and upon a change of control. Further, if in respect of a measurement period ending on any of December 31, 2016, June 30, 2017 or

December 31, 2017, the debt service coverage ratio (essentially the ratio of EBITDA to net interest) was less than 1.0:1.0, then the availability under the facility would have been reduced to $25.0 million and any drawings in excess of this would have had to have been prepaid.

Voluntary Prepayments

We were able to voluntarily prepay outstanding loans under the revolving credit facility at any time, subject to certain notice requirements and without penalty other than break costs.

Guarantees and Security

Guarantees were jointly and severally provided by us and the same subsidiaries guaranteeing the 2019 notes. Our obligations under the revolving credit facility were secured by first-priority security interests (subject to certain permitted liens) over the Collateral that ranked equal with the security interest of the notes, subject to the right of the finance parties under the revolving credit facility to receive the net proceeds of any foreclosure on the Collateral before the holders of the notes.

Certain Covenants and Events of Default

We were required to maintain minimum cash and cash equivalents in an amount of $15.0 million as at June 30 and December 31 in each year up to and including 2015 and $20.0 million on the same test dates thereafter.

In addition, the revolving credit facility contained negative covenants that, among other things and subject to certain significant exceptions, limited our ability and the ability of our restricted subsidiaries to:

- incur additional indebtedness or issue certain preferred stock;
- pay dividends on, redeem or repurchase capital stock or make other restricted payments and investments;
- create certain liens;
- transfer or sell assets;
- enter into certain transactions with affiliates;
- merge, consolidate or sell all or substantially all of our properties and assets;
- create or designate unrestricted subsidiaries; and
- impair the security interests.

The credit agreement governing our revolving credit facility also contained certain customary representations and warranties, affirmative covenants and events of default. If an event of default occurred, the lenders under the revolving credit facility would have been entitled to take various actions, including the acceleration of amounts due under the revolving credit facility and actions customarily permitted to be taken by a secured creditor. Amendments and waivers of the covenants described above or any other provisions which affected solely the revolving credit facility required the consent of lenders holding all or the majority of the commitments and loans under the revolving credit facility.

Previous Secured Term Loan

On July 29, 2015, we entered into a $35.0 million secured term loan with DVB Bank SE (the “secured term loan”). The entire amount was drawn on September 10, 2015. The borrower was Global Ship Lease 20 Limited (the “borrower”), our subsidiary and owner of the OOCL Tianjin, which vessel was secured to the facility (the “secured vessel”). The secured term loan was guaranteed by Global Ship Lease, Inc. The secured term loan was amended on November 30, 2016. The following description of the secured term loan is qualified by reference to the $35 million facility agreement and the amendment, copies of which are filed as an exhibit to this annual report. The loan was fully repaid and cancelled in October 2017 as part of our refinancing.

General

The secured term loan provided for aggregate commitments not exceeding the lower of $35.0 million and 65% of the charter attached fair market value of the secured vessel at the time of drawdown. Subject to customary conditions precedent, drawing was permitted no later than September 30, 2015, to refinance the vessel or for general corporate purposes, including the purchase of additional vessels by the Global Ship Lease group.

Interest Rate, Fees and Maturity

Borrowings under the secured term loan carried interest at USD LIBOR plus a margin of 2.75% per annum up to November 30, 2018 and 3.25% thereafter, payable at least quarterly in arrears or at the end of certain other interest periods.

There was no commitment fee, although we paid certain other customary fees, including an initial arrangement fee of 1.25%.

The final maturity date of the secured term loan was September 10, 2020, which was five years after drawdown.

Repayments

The secured term loan was repayable in 20 equal quarterly installments, commencing three months after drawdown. An additional $1.4 million was to be repaid over eight equal quarterly installments, on the same dates as the first eight regular repayments, to provide a reserve for potential enhancement expenditure on the secured vessel, such as modifications to the bow or propeller. These additional installments reduced the debt balance and could be redrawn to fund the enhancement work, or, if no such work is required, redrawn or utilized to permanently reduce the quarterly installments for the remainder of the term of the loan. The amendment agreed on November 30, 2016 provided for accelerated amortization totaling $5.0 million to be paid in equal instalments of $1.0 million over five quarters, commencing in the fourth quarter of 2016. Repayments from March 2018 were to be reduced pro rata for the accelerated amortization.

Mandatory Prepayments

The secured term loan required early repayment, inter alia, (i) on November 30, 2018, if the 2019 notes were not refinanced by that date or (ii) if the secured vessel ceased to be employed on a charter and remained without employment for a period in excess of 90 days. The secured term loan also had to be repaid if the vessel was sold or became a total loss.

Voluntary Prepayments

We were able to voluntarily prepay the outstanding amount under the secured term loan at any time, subject to certain notice requirements, without penalty other than break costs if such voluntary prepayment is other than at a roll or maturity date.

Guarantees and Security

A guarantee was provided by us. The obligations under the secured term loan were secured by first-priority security interests (subject to certain permitted liens) over the secured vessel and related contracts.

Certain Covenants and Events of Default

We were required to maintain (i) minimum cash and cash equivalents in an amount of $15.0 million as at June 30 and December 31 in each year up to and including 2015 and $20.0 million on the same test dates thereafter and (ii) minimum shareholders' equity of $200.0 million. The definition of shareholders' equity was amended on November 30, 2016 to exclude the effect of any impairment charges after July 1, 2016. Further, the facility agent was entitled to test a security cover covenant twice a year on the dates that we submitted the unaudited financial statements for the first and third quarters. The security cover was calculated as the percentage of charter attached fair market

value of the secured vessel to loan outstanding and was to be less than 133% in the 12 months to July 29, 2016, less than 148% between July 30, 2016 and July 29, 2017 and less than 166% thereafter. Should we not have been in compliance with the security cover covenant, the facility agent could require us to prepay the shortfall. Alternately, we could have provided additional security so as to become compliant. Should any prepayments have been made to cure a security covenant shortfall, subsequent regular amortization instalments were to be reduced.

The secured term loan also contained certain customary representations and warranties, affirmative covenants and events of default. If an event of default occured, the lenders under the secured term loan were entitled to take various actions, including the acceleration of amounts due under the facility and actions customarily permitted to be taken by a secured creditor. Amendments and waivers of the covenants described above or any other provisions which affected the secured term loan required the consent of lenders holding all or the majority of the commitments and loans under the facility.

Leverage

As at December 31, 2017, we had $360.0 million of secured indebtedness under the 2022 notes and $54.8 outstanding under the secured term loan.

Our liquidity requirements are significant, primarily due to drydocking costs and debt service requirements. Based on $360.0 million principal amount of the 2022 notes and their fixed interest rate of 9.875%, our cash interest expense on the 2022 notes in a year is $35.6 million. Assuming a LIBOR of 0.5%, the annual interest cost associated with the $54.8 million outstanding on secured term loan as at December 31, 2017 would be $2.1 million. We are also required to pay $40.0 million of amortization, across both the 2022 notes and the secured term loan, in each of 2018, 2019 and 2020. Thereafter, the amortization requirement falls to $35 million. Finally, the dividend on the $35.0 million Series B preferred shares amounts to $3.1 million each year.

We believe that funds generated by the business and retained will be sufficient to meet our operating needs for the next twelve months, including working capital requirements, drydocking costs, interest and debt repayment obligations.

As market conditions warrant, we may from time to time, depending upon market conditions and the provisions of the indenture governing the 2022 notes and of the agreement governing the secured term loan, seek to repurchase debt securities that we have issued or repay loans that we have borrowed, including the 2022 notes and borrowings under our secured term loan, in privately-negotiated or open market transactions, by tender offer or otherwise.

Working capital and dividends

Our net cash flows from operating activities depend on the number of vessels under charter, days on-hire, vessel charter rates, operating expenses, drydock costs, interest and other financing costs including amortization and general and administrative expenses. Pursuant to our ship management agreements, we have agreed to pay our ship managers an annual management fee per vessel and to reimburse them for operating costs they incur on our behalf (up to a cap pursuant to the global expense agreement for certain vessels managed by CMA Ships). Charterhire is payable by our charterers 15 days in advance and estimated ship management costs are payable monthly in advance. Although we can provide no assurances (see Item 3.D. “Key Information—Risk Factors—Risks Related to our Business—We are highly dependent on charter payments from CMA CGM”), we expect that our cash flow from our chartering arrangements will be sufficient to cover our ship management costs and fees, interest payments under the 2022 notes and our secured term loan, amortization, insurance premiums, vessel taxes, general and administrative expenses, dividends on our Series B preferred shares and other costs and any other working capital requirements for the short and medium term and planned drydocking expenses.

We estimate that the average cost of each of the 16 drydockings completed on vessels in the current fleet between January 2013 and December 2017 was $1.2 million, with an average loss of revenue of $0.3 million from offhire. We have included a schedule of the next anticipated drydocking date for each of our vessels in the section of this Annual Report entitled Item 4.B. “Information on the Company—Business Overview—Inspection by Classification Societies.”

Our other liquidity requirements include a requirement to pay $40.0 million of amortization, across both the 2022 notes and the secured term loan, in each of 2018, 2019 and 2020. Thereafter, the amortization requirement falls to $35 million. Finally, the dividend on the $35.0 million Series B preferred shares amounts to $3.1 million each year. In addition to funds generated by the business, we may require new borrowings, issuances of equity or other securities, or a combination of the former and the latter to purchase additional vessels and will likely require such

further funding to meet all of our repayment obligations under the 2022 notes.

C. Research and Development

None.

D. Trend Information

The container shipping industry is cyclical, with the demand for container shipping services and therefore the demand for container ships driven by global trade. Between 1997 and 2007, containerized trade exhibited compound annual growth of approximately 10%, with a period of super-cyclical growth from 2002 to mid-2008

fueled partly by significant increases in exports from China. The global financial crisis, from late 2008, contributed to a contraction of demand for the first time in the history of containerization, with 2009 volumes falling by 9%. In 2010, demand rebounded, with volume growth of almost 13%. During 2011, macroeconomic sentiment softened and containerized trade growth slowed to approximately 7.0%. From 2012 through 2016, containerized trade grew, year-on-year, by between 2.1% and 5.4%. In 2017, containerized trade is estimated to have grown approximately 5.4%. In contrast, cellular containership capacity grew annually by between 1.2% and 8.1% in the years 2012 through 2016, and is estimated to have grown by 3.8% in 2017.

The period of super-cyclical growth, combined with operators seeking economies of scale achievable with ever larger vessels, led to a significant orderbook of new containerships. In December 2008, the orderbook was estimated to represent over 60% of existing global capacity measured in TEU. Since then, however, the industry has been recalibrating to a lower demand growth paradigm. By the end of 2017, the orderbook-to-fleet ratio was less than 13%. Furthermore, almost 430,000 TEU were scrapped in 2017: down on the record levels of 2016 (over 650,000 TEU), but still material.

Vessel newbuilding prices, second hand values and charter rates have tended to be closely correlated and are all strongly influenced by the dynamics of supply and demand. From 2008 through 2017, the average newbuilding price for a theoretical 3,500 – 3,600 TEU containership was around $43 million, with prices ranging between $33 million (2017) and $67 million (2008). During the same period, secondhand values for a 10-year old vessel of similar size averaged $19 million and ranged between $5 million (2016) and $50 million (2008). Meantime, spot market charter rates for such tonnage averaged about $10,650 per day and ranged between $5,150 (2016) and $33,000 (2007/8). In January 2018, prevailing spot market charter rates were around $9,300 per day, with newbuilding prices at approximately $35 million and second hand values at about $11 million.

Liner companies' results are also highly sensitive to the dynamics of supply and demand. Results were adversely affected in 2009, recovered significantly in 2010 and declined again in 2011. Commencing March 2012, operators successfully implemented a series of General Rate Increases ("GRI"s) in a number of trades in order to improve financial performance. GRI initiatives have continued to be implemented to positive, but generally short-lived, effect. Freight rates have remained volatile on most tradelanes but liner results for 2017 are generally expected to be up on 2016.

2017 saw continued consolidation in the liner sector. Among others, mergers and acquisitions were announced between COSCO and OOCL, and between Maersk and Hamburg-Süd. NYK, MOL and K-Line announced the formation of "ONE", while will bring together their respective liner divisions. Furthermore, three liner mega-alliances were launched: 2M+HMM (Maersk, MSC and HMM), Ocean Alliance (CMA CGM, COSCO Shipping, Evergreen and OOCL), and The Alliance (Hapag-Lloyd & UASC, NYK, MOL, K-Line and Yang-Ming).

Early 2018, has seen industry dynamics materially improved on a year earlier: idle containership capacity had fallen below 2% by year-end 2017, down from nearly 7% at year-end-2016. Indices for spot market charter rates and second hand containership values rose approximately 40% between the fourth quarter of 2016 and the fourth quarter of 2017, and have continued on an upward trajectory. Although downside risks remain, cargo volumes are growing, and the global macroeconomic backdrop and market sentiment are generally positive. Although still in its infancy, a fundamentals-based recovery appears to be in progress.

E. Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

F. Tabular Disclosure of Contractual Obligations

The contractual obligations presented below represent our estimates of future payments under fixed contractual obligations and commitments as at December 31, 2017. These amounts do not include dividends on the Series B preferred shares which amount to $3.1 million annually. Changes in our business needs or in interest rates, as well as actions by third parties and other factors, may cause these estimates to change. These estimates are necessarily subjective and our actual payments in future periods are likely to vary from those presented in the table.

	Less than 1 year	1-3 years	3-5 years	More than 5 years	Total
	(in millions of U.S. dollars)				
Long-term debt obligations, excluding interest(1)	$40.0	$ 80.0	$ 294.8	$ —	$414.8
Interest on long-term debt(2)	37.3	68.4	50.2	—	155.8
Ship management agreements(3)	0.4	—	—	—	0.4
Total	$77.6	$ 148.4	$ 345.0	$ —	$571.0

(1) Consists of total outstanding as at December 31, 2017 of $360.0 million aggregate principal amount of the 2022 notes and $54.8 million under our secured term loan.

(2) Represents aggregate interest payments on the 2022 notes at 9.875% and secured term loan at LIBOR at 0.5% plus margin of 3.25%, and assuming accelerated amortization of the secured term loan. Annual redemption of the 2022 notes and accelerated amortization of the secured term loan as of November 30 in each year as relevant.

(3) Reflects the management fee payable for two-month notice period required in connection with the termination of the 13 ship management contracts in place with CMA Ships as at December 31, 2017 based on the annual management fee of $123,000 per vessel and the three-month notice period required in connection with the five ship management contracts with our other ship manager, based on the annual management fee of $123,000. These obligations do not include any amount for the reimbursement of daily operating costs incurred by the ship managers on our behalf. After the year end, the management of six vessels was transferred from CMA Ships to our other ship manager, with a minimum term of one year.

Item 6. Directors, Senior Management and Employees
A. Directors and Senior Management

Our directors and executive officers as of the date of this Annual Report and their ages as of December 31, 2017 are listed below:

Name	Age	Position
Michael S. Gross	56	Chairman of the Board
Howard Boyd	73	Director
Angus R. Frew	59	Director
Guy Morel	68	Director
Alain Wils	74	Director
John J. van de Merwe	65	Director
Philippe Lemonnier	57	Director
Ian J. Webber	60	Chief Executive Officer
Thomas A. Lister	48	Chief Financial and Chief Commercial Officer
Vivek Puri	60	Chief Technical Officer

Michael S. Gross. Mr. Gross has been a director since inception and was appointed Chairman in September 2008. Since December 2010, Mr. Gross has been the Chairman of the board of directors, Chief Executive Officer and President of Solar Senior Capital Ltd, a finance company focusing on debt and equity investments in leveraged companies. From December 2007 through December 2010, Mr. Gross served as the Chairman of the board of directors and Chief Executive Officer of Solar Capital Ltd.

Howard Boyd. Mr. Boyd has been a director since August 2008. In 1996, Mr. Boyd was named chief executive officer of Safmarine, a container liner operator based in Antwerp, which was purchased by AP Moller-Maersk in 1999. Mr. Boyd took a leading role in the takeover and continued as chief executive officer of the separate Safmarine entity until his retirement in 2004. His career with Safmarine began in 1970 when he joined as a tanker accountant. Mr. Boyd held a variety of positions with Safmarine, including financial controller, USA trade executive, chief operating officer of the bulk division and bulk director. He became a member of the Safmarine board of directors in 1988. Mr. Boyd was appointed a consultant to AP Moller-Maersk, continuing as a director of Safmarine, from 2004 to 2008. During this period, he served on the Audit and Remuneration Committees. Mr. Boyd has a Bachelor of Commerce from University of Cape Town and qualified as a South African Chartered Accountant.

Angus R. Frew. Mr. Frew has been a director since August 2008. He has been Secretary General of BIMCO since October 2013. Previously, Mr. Frew was chief executive of the UK Chamber of Shipping since July 2009. Mr. Frew was president and chief executive officer from 2003 until 2008 of GE SeaCo SRL, a joint venture between GE Capital and Sea Containers Ltd and one of the largest global container leasing companies. Mr. Frew was a director of the Institute of International Container Lessors from 2003 until 2008, serving as chairman in 2004, and a director of the Container Owners' Association from 2007 to early 2008. Mr. Frew was an officer of Sea Containers Ltd from 2003 to 2005 and senior vice president of its container division. From 1990 to 2002, Mr. Frew held senior management positions in the beverages industry with Grand Metropolitan Plc, Diageo Plc and The Seagram Company Ltd. After qualifying as a British Chartered Accountant in 1983, Mr. Frew held senior financial positions in a number of small entrepreneurial businesses in the IT consultancy, design and retail industries. Mr. Frew has an honors degree in chemistry from the University of Durham.

Guy Morel. Mr. Morel has been a director since August 2008. Mr. Morel was the general secretary of InterManager, the International Association of Shipmanagers from 2007 to 2010. From 2005 to 2007, he was a professor of corporate

finance and director of development at the International University of Monaco. From 1993 to 2004, he was the president, director and chief operating officer of MC Shipping Inc., a company quoted on the American Stock Exchange, and involved in the ownership and time chartering of containerships and LPG carriers. Between 1979 and 1993, Mr. Morel was one of the founders, a director and a shareholder of V.Ships Inc., a leading ship management group, where he was senior vice president in charge of strategic planning and marketing. Prior to 1979, he was a consultant with Data Resources Inc., an American consulting group involved in econometric modeling and economic forecasting. Mr. Morel holds a Bachelor's Degree in civil engineering from Ecole Centrale de Paris and an MBA from Harvard Business School.

Alain Wils. Mr. Wils has been a director since May 2014. He is a consultant in the shipping and logistics industries, after more than 40 years of experience in the sector. Mr. Wils joined the CMA CGM group in 1996 as managing director of the previously state-owned shipping company, CGM, on its acquisition by CMA. He was appointed an executive board member of CMA CGM in 2001 on the merger of CMA and CGM until his retirement in 2008. From 1992 to 1996, he was chairman and CEO of Sceta International, later renamed Geodis

International, a leading European logistics and freight forwarding company. He was the managing director of the shipping group Delmas Vieljeux, which he joined in 1971, from 1982 to 1992. Mr. Wils, who is a graduate of HEC Paris and of Paris University, was appointed Chevalier de la Légion d'Honneur in 1995 and chaired the French Shipowners' Association from 1998 to 2000.

John J. van de Merwe. Mr. van de Merwe has been a director since May 2014. With over 40 years of experience in operations, sales, pricing, marketing, geographic management, logistics, general and executive management in the international transportation industry, he is currently an independent consultant based in the Netherlands, providing services on maritime, transportation and logistics related topics, an activity he started in 2006. Mr. van de Merwe joined CMA CGM in 2000 to become President, and later President/CEO, of their high growth North American entity, based in Secaucus, New Jersey and later Marseille, and retired in 2006. In 1972, he started his career in Rotterdam, the Netherlands where he joined Sea-Land Service Inc. in operations. He subsequently spent 28 years with Sea-Land and held a number of management positions, including sales, operations, pricing and became General Manager for North Europe in 1988. In 1990, he assumed responsibility for 29 countries, 23 ports and over 1,000 staff as Vice President/General Manager Europe, which role included business development in the former Soviet Union. In 1990, Mr. van de Merwe became the first non-American Officer of Sea-Land and, in 1997, he was appointed Division Head for the new Asia/Middle East/ Europe Division. He also served on the Senior Management Board and pioneered the concept of a shared service center for Sea-Land in Mumbai. Mr. van de Merwe holds an International Marketing Degree from the Netherlands Institute for Marketing.

Philippe Lemonnier. Mr. Lemonnier was appointed a director in September 2017. He currently serves as CMA CGM's Vice President of Finance Transformation, Corporate Control and Transversal Projects, having joined the company in 2005. He has more than 30 years of experience in finance and accounting, and has served in senior leadership roles across multiple industries, including as the Chief Financial Officer of two French telecommunications companies.

Ian J. Webber. Mr. Webber became our Chief Executive Officer in August 2008. From 1979 to 1996, Mr. Webber worked for PriceWaterhouse, the last five years of which he was a partner. From 1996 to 2006, Mr. Webber served as the Chief Financial Officer and a director of CP Ships Limited, a subsidiary of Canadian Pacific Limited until 2001 and thereafter a public company listed on the New York and Toronto stock exchanges until its acquisition by TUI A.G. in 2005. Mr. Webber is a graduate of Cambridge University.

Thomas A. Lister. Mr. Lister became our Chief Commercial Officer in August 2008 and also became our Chief Financial Officer as of April 1, 2017. From 2005 until 2007, Mr. Lister was a Senior Vice President at DVB Bank. Before that, from 2004 to 2005, he worked for the German KG financier and ship owning group Nordcapital (now E.R. Capital Holding) as Director of Business Development. From 1991 to 2002, Mr. Lister worked in a number of managerial, strategic and operational roles in international shipping groups. Mr. Lister graduated from Durham University and holds an MBA from INSEAD.

Vivek Puri. Mr. Puri became our Chief Technical Officer in November 2008. Prior to joining us, Mr. Puri was Senior Vice President and Chief Technical Officer for British Marine PLC UK. Before that, he was Chief Technical Officer at Synergy Marine Cyprus, where he was responsible for the technical and commercial operations of a rapidly growing fleet of containerships. Mr. Puri spent 26 years with the Wallem Group, a global ship management company, where he held several positions, including Managing Director of Wallem Ltd UK. Mr. Puri graduated from the Marine Engineering College India in 1978. He is a Chartered engineer, a Chartered marine engineer and a Fellow of the Institute of Marine Engineers and Scientists.

From August 2008 through March 31, 2017, Susan J. Cook was our Chief Financial Officer. As of April 1, 2017, she became a part-time advisor to the company.

B. Compensation

Employment Agreements and Executive Compensation

Global Ship Lease Services Limited ("GSLS"), our wholly-owned subsidiary, has entered into an employment agreement with Mr. Webber and, pursuant to the terms of an inter-company agreement between us and GSLS, Mr. Webber serves as our Chief Executive Officer. Pursuant to his employment agreement, Mr. Webber receives an annual salary and is eligible to receive an annual cash bonus payment up to an annual maximum of 60% of his salary at the discretion of GSLS.

The agreement is terminable by Mr. Webber if he provides not less than six months advance written notice to GSLS, or by GSLS if it provides not less than 12 months advance written notice to him (subject to exceptions in the case of summary termination). GSLS has the right to terminate Mr. Webber at any time and in its absolute discretion by paying Mr. Webber a sum equal to his salary and contractual benefits for the relevant period of notice. If Mr. Webber terminates his employment agreement for "good reason" following a "change of control" (each as defined in the employment agreement), he will be entitled to receive payment in lieu of salary and contractual benefits for the 12 month notice period, together with any accrued but unpaid bonus.

The agreement also provides that, during his employment or for a period of one year thereafter, Mr. Webber will not, among other actions, solicit or attempt to solicit certain employees or certain customers of ours (or one of our group companies) or be involved in any relevant business in competition with us (or one of our group companies).

GSLS has entered into an employment agreement with Mr. Lister and, pursuant to the inter-company agreement, Mr. Lister served as our Chief Commercial Officer through March 31, 2017 and has served as our Chief Financial and Chief Commercial Officer from April 1, 2017. Pursuant to his employment agreement, Mr. Lister receives an annual salary and is eligible to receive an annual cash bonus payment up to an annual maximum of 40% of his salary at the discretion of GSLS.

The agreement is terminable by Mr. Lister if he provided not less than six months advance written notice to GSLS, or by GSLS if it provided not less than nine months advance written notice to him (subject to exceptions in the case of summary termination). Pursuant to the terms of his employment agreement, GSLS will have the right to terminate Mr. Lister at any time and in its absolute discretion by paying him a sum equal to his salary and contractual benefits for the relevant period of notice. If Mr. Lister terminates his employment agreement for "good reason" following a "change of control" (each as defined in the employment agreement), he will be entitled to receive payment in lieu of salary and contractual benefits for the nine-month notice period, together with any accrued but unpaid bonus.

The agreement also provides that, during his employment or for a period of three months thereafter, Mr. Lister will not, among other actions, solicit or attempt to solicit certain employees or certain customers of ours (or one of our group companies) or be involved in any relevant business in competition with us (or one of our group companies).

GSLS has entered into an employment agreement with Mr. Puri and, pursuant to the inter-company agreement, Mr. Puri serves as our Chief Technical Officer. Pursuant to his employment agreement, Mr. Puri receives an annual salary and is eligible to receive an annual cash bonus payment up to an annual maximum of 40% of his salary at the discretion of GSLS.

The agreement is terminable by Mr. Puri if he provides not less than three months advance written notice to GSLS, or by GSLS if it provides not less than six months advance written notice to him (subject to exceptions in the case of summary termination). Pursuant to the terms of his employment agreement, GSLS will have the right to terminate Mr. Puri at any time and in its absolute discretion by paying him a sum equal to his salary and contractual benefits for the relevant period of notice. If Mr. Puri terminates his employment agreement for "good reason" following a "change of control" (each as defined in the employment agreement), he will be entitled to receive payment in lieu of salary and contractual benefits for the six-month notice period, together with any accrued but unpaid bonus.

The agreement also provides that, during his employment or for a period of 12 months thereafter, Mr. Puri will not, among other actions, solicit or attempt to solicit certain employees or certain customers of ours (or one of our group companies) or be involved in any relevant business in competition with us (or one of our group companies).

Susan Cook was our Chief Financial Officer until March 31, 2017, when she stepped down from that role. She has continued to be employed by GSLS, in a part-time advisory capacity.

Aggregate compensation, comprising base salary and annual bonus for 2016, paid to Mr. Webber, Ms. Cook, Mr. Lister and Mr. Puri during2017 was £1,055,370.

Compensation of Directors

The Chairman of our board of directors receives an annual fee of $157,500. Our other directors receive an annual fee of $105,000. For 2017, 20% of the annual fee was settled by the issuance of shares under the 2015 Equity Incentive Plan, with the determination of the number of shares issued based on a notional per share value of $4.00 rather than market prices. A total of 34,125 shares were issued in respect of directors fees for 2017. The Chairman of the audit committee receives an additional fee of $15,000 and each member of the audit committee receives an additional $7,500. The Chairman of the governance and nominating committee and the compensation committee each receive an additional $5,000 and each member receives an additional $2,500. In addition, each director is reimbursed for out-of-pocket expenses in connection with attending meetings of the board of directors or committees.

2015 Equity Incentive Plan

We adopted the Global Ship Lease, Inc. 2015 Equity Incentive Plan (the "2015 Plan") on August 28, 2015 when it was approved at our 2015 annual meeting. The 2015 Plan is substantively similar to the prior plan, the Global Ship Lease, Inc. 2008 Equity Incentive Plan (the "2008" Plan"), which became effective on the closing of the Merger and under which we do not intend to make any further awards.

The 2015 Plan allows our and our subsidiaries' employees, consultants and directors to receive options, stock appreciation rights, stock grants, stock units and dividend equivalents. The following description of the Plan is qualified by reference to the 2015 Plan, a copy of which is filed as an exhibit to this annual report.

The 2015 Plan is administered by our board of directors or a committee of the board of directors. Subject to adjustment as provided below, the maximum aggregate number of Class A common shares that may be delivered pursuant to awards granted under the 2015 Plan during its 10-year term is 1,500,000. The maximum number of Class A common shares with respect to which awards may be granted to any participant in the 2015 Plan in any fiscal year is 500,000 per participant. If an award granted under the 2015 Plan is forfeited, or otherwise expires, terminates or is canceled without the delivery of shares, then the shares covered by such award will again be available to be delivered pursuant to other awards under the 2015 Plan.

In the event that we are subject to a change of control, the 2015 Plan administrator, in its sole discretion, may make such adjustments and other substitutions to the 2015 Plan and outstanding awards under the 2015 Plan as it deems equitable or desirable.

The exercise price for options cannot be less than 100% of the fair market value on the date of grant. The maximum term of each stock option agreement shall not exceed 10 years from the grant date.

Stock appreciation rights, or SARs, may provide for a maximum limit on the amount of any payout notwithstanding the fair market value on the date of exercise of the SAR. The exercise price of a SAR shall not be less than 100% of the fair market value on the date of grant. The SAR Agreement shall also specify the maximum term of the SAR which shall not exceed 10 years from the date of grant.

Stock grants may be issued with or without cash consideration under the 2015 Plan. The holder of a stock grant awarded under the 2015 Plan shall have the same voting, dividend and other rights as other Class A common shareholders. The 2015 Plan administrator may provide a participant who holds stock grants with dividends or dividend equivalents payable in cash, Class A common shares or other property.

Settlement of vested stock units may be in the form of cash, shares or any combination of both, as determined by the 2015 Plan administrator at the time of the grant of the stock units. Methods of converting stock units into cash may

include (without limitation) a method based on the average fair market value of shares over a series of trading days. The holders of stock units shall have no voting rights.

Subject to the provisions of the 2015 Plan, awards granted under the 2015 Plan may include dividend equivalents. The 2015 Plan administrator may determine the amounts, terms and conditions of any such awards provided that they comply with applicable laws.

A total of 34,125 shares were issued under the 2015 Plan as part of our directors' compensation for 2017.

In January 2018, Mr. Webber was granted 70,056 restricted shares, Mr. Lister 46,784 restricted shares, Mr. Puri 36,790 restricted shares. Further awards totaling 46,370 were made to two other employees. Half of these awards, totaling 100,000 restricted shares, are expected to vest when the individual leaves employment provided that this is after March 31, 2018 and is not as a result of termination for cause. The other half is expected to vest after March 31, 2018 but only after our stock price has been at least $3.00 for 20 consecutive trading days, provided that this is before December 31, 2020.

In March 2018, Mr. Webber was granted 70,686 restricted shares, Mr. Lister 51,810 restricted shares, Mr. Puri 37,124 restricted shares. Further awards totaling 40,380 were made to two other employees. Half of these awards, totaling 100,000 restricted shares, are expected to vest when the individual leaves employment provided that this is after March 31, 2019 and is not as a result of termination for cause. The other half is expected to vest after March 31, 2019 but only after our stock price has been at least $3.00 for 20 consecutive trading days, provided that this is before December 31, 2021.

In March 2016, Mr. Webber was granted 76,300 restricted shares, Ms. Cook 43,426 restricted shares, Mr. Lister 46,044 restricted shares and Mr. Puri 34,230 restricted shares. Half of these awards, totaling 100,000 restricted shares, are expected to vest when the individual leaves employment provided that this is after December 31, 2016 and is not as a result of termination for cause. The other half is expected to vest after December 31, 2016 but only after the company's stock price has been at least $5.00 for 20 consecutive trading days, provided that this is before December 31, 2019. During 2016, a total of 34,125 shares were issued under the 2015 Plan as part of our directors' compensation. No other awards have been granted under the 2015 Plan and none may be granted after the tenth anniversary of the date of shareholder approval.

2008 Equity Incentive Plan

The 2008 Plan, under which we do not intend to make any additional grants, has entitled our and our subsidiaries' employees, consultants and directors to receive options, stock appreciation rights, stock grants, stock units and dividend equivalents. The material terms of the 2008 Plan are substantively similar to the 2015 Plan described above.

A total of 1,498,123 Class A common shares have been awarded under the Plan.

In August 2008, our board of directors granted 375,000 restricted shares to Mr. Webber, 202,500 restricted shares to Ms. Cook and 202,500 restricted shares to Mr. Lister under the 2008 Plan, which vested over a three-year period. One third of the award vested over 20 business days commencing mid-September 2009, one third vested over 20 business days commencing mid-September 2010 and one third vested over 20 business days commencing mid-September 2011. In November 2008, Mr. Puri was granted 80,000 restricted shares, half of which vested over 20 business days commencing mid-September 2009 and the other half vested over 20 business days commencing mid-September 2010. In March 2011, Mr. Puri was granted 15,000 restricted shares that vested over 20 business days commencing mid-September 2011. In September 2011, Mr. Webber was granted 55,000 restricted shares, Ms. Cook was granted 34,000 restricted shares, Mr. Lister was granted 34,000 restricted shares and Mr. Puri was granted 27,000 restricted shares, which were expected to vest over a two-year period. One half of the award was expected to vest over 20 business days commencing mid-September 2012, and one half over 20 business days commencing mid-September 2013. In March 2012, the grants made in September 2011 were amended and restated to provide that vesting would occur only when the individual leaves employment, for whatever reason other than for termination for cause, provided that this would be after September 30, 2012 in respect of half of the grant and September 30, 2013 for the other half of the grant. In March 2012, Mr. Webber was granted 27,500 restricted shares, Ms. Cook was granted 17,000 restricted shares, Mr. Lister was granted 17,000 restricted shares and Mr. Puri was granted 13,500 restricted shares, which are expected to vest when the individual leaves employment provided that this will be after September 30, 2014 and is not as a result of termination for cause or resignation prior to January 1, 2017. In March 2013, Mr. Webber was granted 27,500 restricted shares, Ms. Cook was granted 17,000 restricted shares, Mr. Lister was granted 17,000 restricted shares and Mr. Puri was granted 13,500 restricted shares, which are expected to vest when the individual leaves employment provided that this will be after September 30, 2015 and is not as a result of termination for cause or resignation prior to January 1, 2017. Other than the annual awards of restricted stock units as part of the compensation of our board of directors, no other awards have been made.

C. Board Practices

Our board of directors is divided into three classes with one class of directors being elected in each year and each class serving a three-year term.

The current term of office of the Term I class of directors consisting of Mr. Morel, Mr. van de Merwe and Mr. Lemonnier expires at the annual meeting of shareholders to be held in 2018.

The current term of office of the Term II class of directors, consisting of Mr. Boyd and Mr. Frew, expires at the annual meeting of shareholders to be held in 2019.

The current term of office of the Term III class of directors, consisting of Mr. Gross and Mr. Wils, expires at the annual meeting of shareholders to be held in 2020.

None of our directors have service contracts with us or any of our subsidiaries providing for benefits upon the termination of their employment.

For information about the period during which each director and executive officer has served in such position at our company, see Item 6.A “Directors, Senior Management and Employees – Directors and Senior Management.”

Director Independence

Our board of directors has determined that all directors other than Mr. Lemonnier are “independent directors” as such term is defined in Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the NYSE rules. Mr, Lemonnier, a senior executive of CMA CGM, our largest shareholder, was appointed to as a Director in September 2017, following CMA CGM’s nomination.

Board Committees

Our board of directors has formed an audit committee, a compensation committee, and a governance and nominating committee. Our board committee charters are available on our website (www.globalshiplease.com) and in print to any investor upon request. The information included on our website is not incorporated herein by reference.

Audit Committee

We have established an audit committee, comprised of four members of our board of directors, who, as directed by our written audit committee charter, is responsible for overseeing the management’s conduct of our systems of internal accounting and financial controls, reviewing our financial statements, recommending to the board of directors the engagement of our independent auditors, and pre-approving audit and audit-related services and fees.

The audit committee will at all times be composed exclusively of “independent directors” who, as may be required by the NYSE listing standards, are able to read and understand fundamental financial statements, including a company’s balance sheet, income statement and cash flow statement. Our audit committee consists of Messrs. Boyd, Frew, Morel and Wils, each of whom is “independent” as defined in Rule 10A-3 under the Exchange Act and the NYSE rules.

In addition, the audit committee has at least one member who has past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background that results in the individual’s financial sophistication. The board of directors has determined that Mr. Frew satisfies the NYSE’s definition of financial sophistication and also qualifies as an “audit committee financial expert,” as defined under Item 401 of Regulation S-K under the Exchange Act.

Compensation Committee

U.S. issuers are required to have a compensation committee that is comprised entirely of independent directors. Although as a foreign private issuer this rule does not apply to us, we have a compensation committee. Our compensation committee consists of Messrs. Boyd, Frew, Gross and van de Merwe. The compensation committee is responsible for and reports to the board of directors on the evaluation and compensation of executives, oversees the administration of compensation plans, reviews and determines director and executive compensation and prepares any report on executive compensation required by the rules and regulations of the SEC.

Nominating and Corporate Governance Committee

U.S. issuers are required to have a nominating and corporate governance committee that is comprised entirely of independent directors. Although as a foreign private issuer this rule does not apply to us, we have a nominating and corporate governance committee. Our nominating and corporate governance committee consists of Messrs. Boyd, Gross and Morel. The nominating and corporate governance committee reports to the board of directors on and is responsible for succession planning and the appointment, development and performance evaluation of our board members and senior executives. It also assesses the adequacy and effectiveness of our corporate governance guidelines, reviewing and recommending changes to the board whenever necessary.

D. Employees

At each of December 31, 2017, 2016 and 2015, we had nine employees.

E. Share Ownership

See “Item 7.A. Major Shareholders and Related Party Transactions—Major Shareholders” for information regarding beneficial ownership by our directors and executive officers.

See “Item 6.B. Compensation – 2015 Equity Incentive Plan” for information regarding our equity incentive plan.

Item 7. Major Shareholders and Related Party Transactions
A. Major Shareholders

The following table sets forth information regarding the beneficial ownership of our common shares as of February 28, 2018 by:

- each person known by us to be the beneficial owner of more than 5% of our outstanding common shares;
- each of our officers and directors; and
- all of our officers and directors as a group.

Except as otherwise indicated, each person or entity named in the table below has sole voting and investment power with respect to all of our common shares shown as beneficially owned, subject to applicable community property laws. As of February 28, 2018, an aggregate of 55,015,690 Class A and Class B common shares were issued and outstanding.

The Class A common shares and the Class B common shares each have one vote and vote together as a single class except that any amendment to the articles of incorporation, including those made pursuant to the terms of any merger, consolidation or similar transaction, that would increase or decrease the aggregate number of authorized common shares of a class, increase or decrease the par value of common shares of a class, or alter or change the powers, preferences or rights of the class of common shares so as to affect them adversely, must be approved by the holders of not less than a majority of the votes entitled to be cast by the holders of such class of common shares then outstanding, voting separately as a class.

Name and Address of Beneficial Owner (1)	Amount of Beneficial Ownership of Class A and Class B common shares	Approximate Percentage of Outstanding Common Shares
Michael S. Gross(2)(3)	10,752,754	19.54 %

Howard Boyd(3)	70,362	0.13	%
Angus R. Frew(3)	70,362	0.13	%
Philippe Lemonnier(3)	___0	___0.0%	
Guy Morel(3)	70,362	0.13	%
Alain Wils(3)	10,500	0.02	%
John J. van de Merwe(3)	11,500	0.02	%
Ian J. Webber(4)	204,800	0.37	%
Thomas Lister(5)	103,600	0.19	%
Vivek Puri(6)	49,400	0.09	%
All directors and executive officers as a group (10 individuals)	11,343,640	20.62	%
CMA CGM S.A.(7)	24,412,700	44.37	%

(1) Unless otherwise noted, the business address of each of the individuals is c/o Portland House, Stag Place, London SW1E 5RS, United Kingdom.

(2) Mr. Gross owns and controls Marathon Founders, LLC, which is the record holder of 6,217,712 Class A and Class B common shares. As a result, Mr. Gross may be deemed to beneficially own the shares held by Marathon Founders, LLC. The business address of Mr. Gross is c/o Marathon Founders, LLC, 500 Park Avenue, New York, New York 10022.

(3) Each of these individuals is a director.

(4) Mr. Webber serves as our Chief Executive Officer. At February 28, 2018, Mr. Webber held 256,356 restricted stock units scheduled to vest after April 29, 2018, some of which are contingent on stock price performance, that are not included in the table above. In March 2018, Mr. Webber was granted 70,686 restricted stock units scheduled to vest after April 29, 2018, some of which are contingent on stock price performance, that are not included in the table above.

(5) Mr. Lister served as our Chief Commercial Officer through March 31, 2017 and has served as our Chief Financial and Chief Commercial Officer since April 1, 2017. At February 28, 2018, Mr. Lister held 160,828 restricted stock units scheduled to vest after April 29, 2018, some of which are contingent on stock price performance, that are not included in the table above. In March 2018, Mr. Lister was granted 51,810 restricted stock units scheduled to vest after April 29, 2018, some of which are contingent on stock price performance, that are not included in the table above.

(6) Mr. Puri serves as our Chief Technical Officer. At February 28, 2018, Mr. Puri held 125,020 restricted stock units scheduled to vest after April 29, 2018, some of which are contingent on stock price performance, that are not included in the table above. In March 2018, Mr. Puri was granted 37,124 restricted stock units scheduled to vest after April 29, 2018, some of which are contingent on stock price performance, that are not included in the table above. (7)The business address of CMA CGM S.A. is 4, quai d'Arenc, 13235 Marseille Cedex 02, France.

As of February 28, 2018, we had 17 shareholders of record, six of which were located in the United States and held an aggregate of 31,247,504 of our Class A and Class B common shares, representing 56.8% of our outstanding common shares. However, one of the U.S. shareholders of record is CEDE & CO., a nominee of The Depository Trust Company, which held 24,818,607 of our Class A common shares as of February 28, 2018. We believe that the shares held by CEDE & CO. include common shares beneficially owned by both holders in the United States and non-U.S. beneficial owners.

Our major shareholders, directors and executive officers do not have different voting rights.

We are not aware of any arrangements the operation of which may at a subsequent date result in our change of control.

B. Related Party Transactions

See Item 4.B. "Information on the Company—Business Overview" for a discussion of our commercial transactions and agreements with CMA CGM and CMA Ships.

Registration Rights Agreement

At the time of the Merger, we entered into a registration rights agreement with CMA CGM, Marathon Investors, LLC, Marathon Founders, LLC and the other initial shareholders of Marathon common stock (including Michael Gross), pursuant to which we agreed to register for resale on a registration statement under the Securities Act of 1933, as amended, and applicable state securities laws, the common shares issued to such shareholders pursuant to the Merger or upon exercise of warrants. CMA CGM has the right to demand up to three registrations and the Marathon initial shareholders have the right to demand up to two registrations. These shareholders also have the right to request that we file a shelf registration statement with respect to their common shares as soon as the applicable transfer restrictions under the shareholders agreement expire. In addition, these shareholders also have piggyback registration rights allowing them to participate in offerings by us and in demand registrations of the other shareholders. We are obligated to pay all expenses incidental to the registration, excluding underwriter discounts and commissions.

Item 8. Financial Information

A. Consolidated Statements and Other Financial Information

Please see Item 18. “Financial Statements” below.

Legal Proceedings

We have not been involved in any legal proceedings that may have, or have had a significant effect on our business, financial position, results of operations or liquidity, and we are not aware of any proceedings that are pending or threatened that may have a material adverse effect on our business, financial position, results of operations or liquidity. From time to time, we may be subject to legal proceedings and claims in the ordinary course of business, principally personal injury and property casualty claims associated with operating containerships. We expect that these claims would be covered by insurance, subject to customary deductibles. Claims, even if lacking merit, could result in the expenditure of significant financial and managerial resources.

Dividend Policy

Dividends, if any, would be based on available cash flow, rather than net income, after all relevant cash expenditures, including cash interest expense on borrowings that finance operating assets, cash income taxes and after an allowance for the cash cost of future drydockings but not including deductions for non-cash items including depreciation and amortization and changes in the fair values of financial instruments, if any.

In addition to the 47,609,734 Class A common shares outstanding at December 31, 2017, there were 7,405,956 subordinated Class B common shares held by Marathon's initial shareholders and CMA CGM. During the subordination period, no dividends can be paid on the Class B common shares unless dividends at the rate of $0.23 per share have been paid on all Class A common shares for all quarters. In general, during the subordination period, we can pay quarterly dividends on our Class A common shares and subordinated Class B common shares from our operating surplus (as defined in the amended and restated articles of incorporation) in the following manner:

first, 100% to all Class A common shares, pro rata, until each outstanding common share has been paid an amount equal to the applicable dividend for that quarter;

second, 100% to all Class A common shares, pro rata, until they have received any unpaid arrearages in the dividend for prior quarters during the subordination period;

third, 100% to all subordinated Class B common shares, pro rata, until each outstanding Class B common share has been paid an amount equal to the applicable dividend for that quarter;

after that, 100% to all Class A and Class B common shares, pro rata, as if they were a single class.

Notwithstanding the foregoing, the dividend rights of the holders of Class B common shares continue to be subordinated to those of holders of Class A common shares absent a prior change in control of us.

The declaration and payment of any dividend is subject at all times to the discretion of our board of directors which reviews our dividend policy quarterly, taking into consideration capital structure, growth opportunities, industry fundamentals, asset value trends and financial performance including cash flow, restrictions under our secured term loan and the indenture that governs our 2022 notes, the provisions of Marshall Islands law affecting the payment of distributions to shareholders, required capital and drydocking expenditures, reserves established by our board of directors, increased or unanticipated expenses, additional borrowings or future issuances of securities and other factors, many of which will be beyond our control.

There were 1,400,000 depositary shares outstanding at December 31, 2017, each of which represents 1/100th of one share of our Series B preferred shares. Dividends on the Series B preferred shares are payable at 8.75% per annum in arrears on a quarterly basis, when and if declared by the Board of Directors. Following the issuance of the Series B preferred shares of the Company, no dividend may be declared or paid or set apart for payment on our common shares and other junior securities, unless full cumulative dividends have been or contemporaneously are being paid or declared and set aside for payment on all outstanding Series B preferred shares, subject to certain exceptions. See Item 10.B. "Additional Information—Memorandum and Articles of Association." Dividends have been declared as scheduled with respect to our Series B preferred shares.

Our ability to pay dividends may be subject to constraints under our secured term loan or the indenture governing our 2022 notes and limited by the amount of cash we can generate from operations following the payment of fees and

expenses and the establishment of any reserves as well as additional factors unrelated to our profitability. We are a holding company, and we will depend on the ability of our subsidiaries to distribute funds to us in order to satisfy our financial obligations and to pay dividend payments. Further, our board of directors may elect to not distribute any dividends or may significantly reduce the dividends. As a result, the amount of dividends actually paid, if any, may vary from the amount previously paid and such variations may be material. See Item 3.D. “Key Information—Risk Factors” for a discussion of the risks associated with our ability to pay dividends.

Marshall Islands law generally prohibits the payment of dividends other than from surplus (retained earnings and the excess of consideration received for the sale of shares above the par value of the shares) or while a company is insolvent or would be rendered insolvent by the payment of such a dividend.

We believe that, under current U.S. federal income tax law, some portion of the distributions you receive from us will constitute dividends and, if you are an individual that is a citizen or resident of the United States and that meets certain holding period and other requirements, such dividends will be treated as "qualified dividend income" subject to tax at preferential rates. See Item. 10.E. "Additional Information—Taxation—Tax Consequences of Holding Class A Common Shares —Taxation of dividends paid on Class A common shares" for information regarding the eligibility requirements for "qualified dividend income."

B. Significant Changes

None.

Item 9. The Offer and Listing.

On August 15, 2008, our Class A common shares began trading on the NYSE under the symbol "GSL". On August 20, 2014, our depositary shares, each of which represents a 1/100th interest in a share of our Series B preferred shares, began trading on the NYSE under the symbol "GSL-B".

The following sets out the high and low closing sales price of our Class A common shares and our depositary shares, each of which represents a 1/100th interest in a share of our Series B preferred shares as reported on the NYSE for the periods shown:

	Class A Common Share		Depositary Share, representing 1/100th interest in Series B Preferred Share	
Year Ended	High	Low	High	Low
December 31, 2012	$3.90	$1.60	—	—
December 31, 2013	$6.34	$4.61	—	—
December 31, 2014 (Series B preferred from August 20, 2014)	$5.85	$3.12	$24.70	$18.19
December 31, 2015	$6.29	$2.50	$23.94	$11.51
December 31, 2016	$2.50	$1.07	$21.28	$8.00
December 31, 2017	$1.94	$1.07	$24.60	$19.01

Quarter Ended	High	Low	High	Low
March 31, 2016	$2.60	$1.07	$14.60	$8.00
June 30, 2016	$2.30	$1.10	$16.50	$12.75
September 30, 2016	$1.89	$1.32	$20.98	$13.24
December 31, 2016	$2.50	$1.19	$21.28	$18.69
March 31, 2017	$1.70	$1.32	$21.09	$19.01
June 30, 2017	$1.46	$1.17	$23.34	$20.30

September 30, 2017	$1.57	$1.07	$23.74	$20.15
December 31, 2017	$1.94	$1.11	$24.60	$22.08

Month Ended	High	Low	High	Low
September 30, 2017	$1.57	$1.10	$23.74	$21.96
October 31, 2017	$1.59	$1.31	$23.01	$22.08
November 30, 2017	$1.94	$1.17	$23.10	$22.30
December 31, 2017	$1.22	$1.11	$24.60	$22.67
January 31, 2018	$1.37	$1.16	$25.36	$23.64
February 28, 2018	$1.24	$1.13	$24.74	$24.00

Item 10. Additional Information
A. Share Capital

Not applicable.

B. Memorandum and Articles of Association

Our Articles of Incorporation have previously been filed as Exhibit C to Exhibit 2.1 of Marathon Acquisition Corp.'s Current Report on Form 8-K (File No. 001-32983) filed with the SEC on July 8, 2008 and are hereby incorporated by reference into this Annual Report. Our Bylaws have previously been filed as Exhibit 3.2 to the registration statement on Form F-4 (File No. 333-150309) filed with the SEC on April 18, 2008 and are hereby incorporated by reference into this Annual Report.

The necessary actions required to change the rights of shareholders and the conditions governing the manner in which annual general meetings and special meetings of shareholders are convoked are described in our Articles of Incorporation and Bylaws and are hereby incorporated by reference into this Annual Report.

The rights, preferences and restrictions attaching to each class of shares of our capital stock are described in the sections "Description of Capital Shares," "Description of Preferred Shares," and "Description of Depositary Shares" of the Amendment No. 1 to our registration statement on Form F-3 (File No. 333-197518) filed with the SEC on July 28, 2014 and hereby incorporated by reference into this Annual Report. There have been no changes since that date, other than the issuance of the Series B preferred shares in August 2014, as described below.

On August 20, 2014, we issued 1,400,000 depositary shares, each of which represents 1/100th of one share of our Series B preferred shares. In the event of any liquidation, dissolution or winding up of our affairs, holders of the Series B preferred shares will have the right to receive the liquidation preference of $2,500.00 per share of Series B preferred shares (equivalent to $25.00 per depositary share or $35.0 million in the aggregate) plus an amount equal to all accumulated and unpaid dividends thereon to the date of payment, whether or not declared. Dividends are payable at 8.75% per annum in arrears on a quarterly basis, when and if declared by the Board of Directors. Following the issuance of the Series B preferred shares of the Company, no dividend may be declared or paid or set apart for payment on our common stock and each other class or series of capital stock established after the original issue date of the Series B preferred shares that is not expressly made senior to or on parity with the Series B preferred shares as to the payment of dividends and amounts payable upon liquidation, dissolution or winding up, whether voluntary or involuntary ("Junior Securities") (other than a dividend payable solely in Junior Securities), unless full cumulative dividends have been or contemporaneously are being paid or declared and set aside for payment on all outstanding Series B preferred shares and any securities that rank pari passu with the Series B preferred shares through the most recent respective dividend payment dates. Holders of the Series B preferred shares generally have no voting rights, except in limited circumstances. At any time after August 20, 2019 (or within 180 days after the occurrence of a fundamental change), the Series B preferred shares may be redeemed, at the discretion of the Company, in whole or in part, at a redemption price of $2,500.00 per share (equivalent to $25.00 per depositary share). The rights, preferences and restrictions attaching to the Series B preferred shares are described in the section "Description of Series B Preferred Shares and Depositary Shares" of our prospectus supplement dated August 13, 2014 filed with the SEC on August 15, 2014 and hereby incorporated by reference into this Annual Report. There have been no changes since that date. The rights, preferences and restrictions attaching to the Series B preferred shares are further qualified by (i) the Certificate of Designations of Global Ship Lease, Inc., filed with the Registrar or Deputy Registrar of Corporations of the Republic of the Marshall Islands and effective August 19, 2014, and (ii) the Deposit Agreement, dated as of August 20, 2014, by and among Global Ship Lease, Inc., Computershare Inc. and Computershare Trust Company, N.A., as applicable, as depositary, registrar and transfer agent, and the holders from time to time of the depositary receipts described therein (each of (i) and (ii) being incorporated by reference to Exhibits 3.1 and 4.1, respectively, of Global Ship Lease, Inc.'s Report on Form 6-K (File No. 001-34153) filed on August 20, 2014), each of which is hereby incorporated by reference into this Annual Report. There have been no changes since that date.

We are not aware of any limitations on the rights to own securities, including the rights of non-resident or foreign shareholders to hold or exercise voting rights on the securities, imposed by the laws of the Republic of the Marshall Islands or by our Articles of Incorporation or Bylaws.

C. Material Contracts

Reference is made to Item 4.B. “Information on the Company—Business Overview” for a description of the time charters, the ship management agreements and the global expense agreement, which is incorporated herein by reference. Reference is made to Item 5.B. “Operating and Financial Review and Prospects—Liquidity and Capital Resources—Liquidity, working capital and dividends—Indebtedness” for a description of the agreement governing our secured term loan and the indenture governing our 2022 notes, which is incorporated herein by reference. Reference is made to Item 6.B. “Directors, Senior Management and Employees—Compensation” for a description of employment agreements, which is incorporated herein by reference. Reference is made to Item 7.B. “Major Shareholders and Related Party Transactions—Related Party Transactions” for a description of the registration rights agreement, which is incorporated herein by reference.

D. Exchange Controls

We are not aware of any governmental laws, decrees or regulations in the Republic of The Marshall Islands that restrict the export or import of capital, including foreign exchange controls, or that affect the remittance of dividends, interest or other payments to non-resident holders of our securities.

E. Taxation

The following represents the material U.S. federal income tax consequences of the acquisition, ownership and disposition of our Class A common shares.

This section is based on current provisions of the Code, current and proposed Treasury regulations promulgated thereunder, and administrative and judicial decisions as of the date hereof, all of which are subject to change or differing interpretation, possibly on a retroactive basis. Changes in these authorities may cause the tax consequences of Class A common share ownership to vary substantially from the consequences described below.

This section does not purport to be a comprehensive description of all of the tax considerations that may be relevant to us or each investor. This section does not address all aspects of U.S. federal income taxation that may be relevant to any particular investor based on such investor's individual circumstances. In particular, this section considers only investors that will own Class A common shares as capital assets and does not address the potential application of the alternative minimum tax or the U.S. federal income tax consequences to investors that are subject to special treatment, including:

- broker-dealers;
- insurance companies;
- taxpayers who have elected mark-to-market accounting;
- tax-exempt organizations;
- regulated investment companies;
- real estate investment trusts;
- financial institutions or "financial services entities";
- taxpayers who hold Class A common shares as part of a straddle, hedge, conversion transaction or other integrated transaction;
- certain expatriates or former long-term residents of the United States; and
- U.S. holders (as defined herein) whose functional currency is not the U.S. dollar.

No ruling has been or will be requested from the IRS regarding any matter affecting us or our shareholders. The statements made herein may be challenged by the IRS and, if so challenged, may not be sustained upon review in a court.

The following does not address any aspect of U.S. federal gift or estate tax laws, or state, local or non-U.S. tax laws. Additionally, the section does not consider the tax treatment of partnerships or other pass-through entities or persons who hold our Class A common shares through such entities. Prospective investors should consult their tax advisors regarding the specific tax consequences to them of the acquisition, holding or disposition of our Class A common shares, in light of their particular circumstances.

Taxation of Global Ship Lease

Taxation of operating income

Unless exempt from U.S. federal income taxation under the rules described below in “The Section 883 exemption,” a foreign corporation that earns only transportation income is generally subject to U.S. federal income taxation under one of two alternative tax regimes: (1) the 4% gross basis tax or (2) the net basis tax and branch profits tax.

The 4% gross basis tax

For foreign corporations not engaged in a U.S. trade or business, the United States imposes a 4% U.S. federal income tax (without allowance of any deductions) on the corporation's U.S. source gross transportation income. For this purpose, transportation income includes income from the use, hiring or leasing of a vessel, or the performance of services directly related to the use of a vessel (and thus includes time charter and bareboat charter income). The U.S. source portion of transportation income includes 50% of the income attributable to voyages that begin or end (but not both) in the United States. Generally, no amount of the income from voyages that begin and end outside the United States is treated as U.S. source, and consequently none of the transportation income attributable to such voyages is subject to this 4% tax. Although the entire amount of transportation income from voyages that begin and end in the United States would be U.S. source, we do not expect to have any transportation income from voyages that begin and end in the United States.

The net basis tax and branch profits tax

We do not expect to engage in any activities in the United States or otherwise have a fixed place of business in the United States. Nonetheless, if this situation were to change or were we to be treated as engaged in a U.S. trade or business, all or a portion of our taxable income, including gains from the sale of vessels, could be treated as effectively connected with the conduct of this U.S. trade or business, or effectively connected income. Any effectively connected income would be subject to U.S. federal corporate income tax (with the highest statutory rate being 21% from January 1, 2018, previously 35%). In addition, an additional 30% branch profits tax would be imposed on us at such time as our after-tax effectively connected income is viewed as having been repatriated to our offshore office. The 4% gross basis tax described above is inapplicable to income that is treated as effectively connected income.

The Section 883 exemption

Both the 4% gross basis tax and the net basis and branch profits taxes described above are inapplicable to U.S. source transportation income that qualifies for exemption under Section 883 of the Code. To qualify for the Section 883 exemption, a foreign corporation must, among other things:

- be organized in a jurisdiction outside the United States that grants an equivalent exemption from tax to corporations organized in the United States, which we call an Equivalent Exemption;
- satisfy one of the following three ownership tests (discussed in more detail below): (1) the more than 50% ownership test, or 50% Ownership Test, (2) the controlled foreign corporation test, or CFC Test or (3) the "Publicly Traded Test"; and
- meet certain substantiation, reporting and other requirements (that include the filing of U.S. income tax returns).

We are organized under the laws of the Marshall Islands. Each of the vessels in the fleet is owned by a separate wholly owned subsidiary organized either in the Marshall Islands, Cyprus or Hong Kong. The U.S. Treasury Department recognizes the Marshall Islands, Cyprus and Hong Kong as jurisdictions that grant an Equivalent Exemption; therefore, we should meet the first requirement for the Section 883 exemption. Additionally, we intend to comply with the substantiation, reporting and other requirements that are applicable under Section 883 of the Code. As a result, qualification for the Section 883 exemption will turn primarily on our ability to satisfy the second requirement enumerated above.

(1) The 50% Ownership Test

In order to satisfy the 50% Ownership Test, a non-U.S. corporation must be able to substantiate that more than 50% of the value of its stock is owned, directly or indirectly, by "qualified shareholders." For this purpose, qualified shareholders include: (1) individuals who are residents (as defined in the regulations promulgated under Section 883 of the Code, or Section 883 Regulations) of countries, other than the United States, that grant an Equivalent Exemption, (2) non-U.S. corporations that meet the Publicly Traded Test of the Section 883 Regulations and are organized in countries that grant an Equivalent Exemption, or (3) certain foreign governments, non-profit organizations, and certain beneficiaries of foreign pension funds. A corporation claiming the Section 883 exemption based on the 50% Ownership Test must obtain all the facts necessary to satisfy the IRS that the 50% Ownership Test has been satisfied (as detailed in the Section 883 Regulations). We believe that we satisfied the 50% Ownership Test, up to and including 2008, due to being a wholly owned subsidiary of CMA CGM until the Merger on August 14, 2008, but believe that we currently may not be able to satisfy the 50% Ownership Test due to our lack of knowledge of the direct and indirect owners of entities which own our Class A common shares.

(2) The CFC Test

The CFC Test requires that the non-U.S. corporation be treated as a controlled foreign corporation, or CFC, for U.S. federal income tax purposes. We believe that we are not a CFC but cannot predict whether we will become a CFC, and satisfaction of the CFC definitional test is outside of our control.

(3) The Publicly Traded Test

The Publicly Traded Test requires that one or more classes of equity representing more than 50% of the voting power and value in a non-U.S. corporation be "primarily and regularly traded" on an established securities market either in the United States or in a foreign country that grants an Equivalent Exemption.

The Section 883 Regulations provide, in pertinent part, that stock of a non-U.S. corporation will be considered to be "primarily traded" on an established securities market in a given country if the number of shares of each class of stock that are traded during any taxable year on all established securities markets in that country exceeds the number of shares in each such class that are traded during that year on established securities markets in any other single country. Our Class A common shares are listed on the NYSE and are not listed on any other securities exchange. Therefore, our Class A common shares should be treated as primarily traded on an established securities market in the United States. Moreover, the Class A common shares represent more than 50% of both the voting power and value of all classes of our shares.

The Section 883 Regulations also generally provide that stock will be considered to be "regularly traded" on an established securities market if one or more classes of stock in the corporation representing in the aggregate more than 50% of the total combined voting power and value of all classes of stock of the corporation are listed on an established securities market during the taxable year. However, even if a class of shares is so listed, it is not treated as regularly traded under the Section 883 Regulations unless (1) trades are made in the shares on the established securities market, other than in minimal quantities, on at least 60 days during the taxable year (or 1/6 of the days in a short taxable year); and (2) the aggregate number of shares traded on the established securities market during the taxable year is at least 10% of the average number of outstanding shares of that class during that year (as appropriately adjusted in the case of a short taxable year). Even if these trading frequency and trading volume tests are not satisfied with respect to the Class A common shares, however, the Section 883 Regulations provide that such tests will be deemed satisfied if the Class A common shares are regularly quoted by dealers making a market in such Class A common shares. While we anticipate that these trading frequency and trading volume tests will be satisfied each year, satisfaction of these requirements is outside of our control and, hence, no assurances can be provided that we will satisfy the Publicly Traded Test each year.

In addition, even if the "primarily and regularly traded" tests described above are satisfied, a class of stock will not be treated as primarily and regularly traded on an established securities market if, during more than half the number of days during the taxable year, one or more shareholders holding, directly or indirectly, at least 5% of the vote and value of that class of stock, or 5% Shareholders, own, in the aggregate, 50% or more of the vote and value of that class of stock. This is referred to as the 5% Override Rule. In performing the analysis, we are entitled to rely on current Schedule 13D and 13G filings with the SEC to identify our 5% Shareholders, without having to make any independent investigation to determine the identity of the 5% Shareholder. In the event the 5% Override Rule is triggered, the Section 883 Regulations provide that the 5% Override Rule will nevertheless not apply if the company can establish that among the closely-held group of 5% Shareholders, sufficient shares are owned by 5% Shareholders that are considered to be "qualified shareholders," as defined above, to preclude non-qualified 5% Shareholders in the closely-held group from owning 50% or more of the total value of the relevant class of stock held by 5% Shareholders for more than half the number of days during the taxable year.

Based on information that we have as to our shareholders and other matters, we believed that we qualified for the Section 883 exemption for 2009 through 2017 under the Publicly Traded Test, and expect to so qualify for 2018. However, it is possible that our ownership may change such that qualified shareholders will not own, in the aggregate, a sufficient amount of our stock for more than half the days during the taxable year to preclude the non-qualifying 5% Shareholders from owning 50% or more of the total value of our stock held by the 5% Shareholders group, causing the 5% Override Rule to apply. If the 5% Override Rule applies, we would fail the Publicly Traded Test, and may fail to qualify for the Section 883 exemption.

Such an ownership change, and certain other requirements for our stock to be treated as primarily and regularly traded on an established securities market, are outside of our control and, as a result, no assurances can be provided that our stock will be so treated for any year. Moreover, since the availability of the Section 883 exemption depends on other matters over which we have no control, we can give no assurances that we will, or will continue to, qualify for the Section 883 exemption.

If we were not to qualify for the Section 883 exemption in any year, the U.S. income taxes that become payable could have a negative effect on our business, and could result in decreased earnings available for distribution to our shareholders. However, under the charter agreements, CMA CGM has agreed to provide reimbursement for any such taxes.

United States taxation of gain on sale of vessels

If we qualify for the Section 883 exemption, then gain from the sale of any vessel may be exempt from tax under Section 883. Even if such gain is not exempt from tax under Section 883, we will not be subject to U.S. federal income taxation with respect to such gain, assuming that we are not, and have never been, engaged in a U.S. trade or business. Under certain circumstances, if we are so engaged, gain on sale of vessels could be subject to U.S. federal income tax.

Possibility of taxation as a U.S. corporation

Section 7874 of the Code provides that a foreign corporation that acquires substantially all the properties of a U.S. corporation is generally treated as though it were a U.S. corporation for U.S. federal income tax purposes if, after the acquisition, (1) at least 80% (by vote or value) of the stock of the foreign corporation is owned by former shareholders of the U.S. corporation by reason of owning stock in the U.S. corporation, and (2) the foreign corporation's expanded affiliate group does not have substantial business activities in the foreign corporation's jurisdiction of organization. Although we believe that this rule should not apply to us in the context of the Merger, there is no definitive legal authority applying the principles of Section 7874 of the Code and, therefore, there can be no assurance that the IRS would not seek to challenge such a position, or that such a challenge would not be successful.

If we were to be treated as a U.S. corporation, our net income would be subject to U.S. federal corporate income tax with the highest statutory rate being 21% from January 1, 2018, previously 35%. The imposition of this tax would likely have a negative effect on our business, financial condition and results of operations.

Tax Consequences of Holding Class A Common Shares

U.S. holders

For purposes of this discussion, a U.S. holder is a beneficial owner of our Class A common shares that owns (actually or constructively) less than 10% of our equity and that is:

- an individual who is a citizen or resident of the United States (as determined for U.S. federal income tax purposes);
- a corporation (or other entity taxed as a corporation for U.S. federal income tax purposes) created or organized under the laws of the United States, any state thereof or the District of Columbia;
- an estate whose income is includible in gross income for U.S. federal income tax purposes regardless of its source; or
- a trust if (i) a court within the United States is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust, or (ii) it has in effect a valid election to be treated as a U.S. person.

Taxation of distributions paid on Class A common shares

When we make a distribution with respect to our Class A common shares, subject to the discussions of the passive foreign investment company, or PFIC rules below, a U.S. holder will be required to include in gross income as foreign source dividend income the amount of the distribution to the extent paid out of our current or accumulated earnings and profits as determined for U.S. federal income tax purposes. Distributions in excess of such earnings and profits will be applied against and will reduce the U.S. holder's tax basis in the Class A common shares and, to the extent in

excess of such basis, will be treated as gain from the sale or exchange of the Class A common shares.

Subject to the discussions of the PFIC rules below, in the case of a U.S. holder that is a corporation, dividends that we pay will generally be taxable at regular corporate rates of up to 21% (35% prior to January 1, 2018) and generally will not qualify for a dividends-received deduction available for dividends received from U.S. corporations. In the case of certain non-corporate U.S. holders, dividends that we pay generally will be treated as “qualified dividend income” subject to tax at preferential rates, provided that the Class A common shares are listed on an established securities market in the United States (such as the NYSE), the U.S. holder

meets certain holding period and other requirements and we are not a PFIC in the taxable year in which the dividends are paid or in the immediately preceding taxable year. Special rules may apply to any "extraordinary dividend" paid by us. An extraordinary dividend is, generally, a dividend with respect to a share if the amount of the dividend is equal to or in excess of 10 percent of a shareholder's adjusted basis (or fair market value in certain circumstances) in such share. In addition, extraordinary dividends include dividends received within a one-year period that, in the aggregate, equal or exceed 20% of a U.S. holder's tax basis (or fair market value).If we pay an "extraordinary dividend" on our Class A common shares that is treated as "qualified dividend income," then any loss derived by certain non-corporate U.S. holders from the sale or exchange of such shares will be treated as long-term capital loss to the extent of the amount of such dividend.

Taxation of the disposition of Class A common shares

Subject to the discussions of the PFIC rules below, upon the sale, exchange or other disposition of Class A common shares, a U.S. holder will recognize capital gain or loss in an amount equal to the difference between the amount realized on the disposition and such U.S. holder's tax basis in our Class A common shares. The U.S. holder's initial tax basis in its Class A common shares generally will be the U.S. holder's purchase price for the Class A common shares and that tax basis will be reduced (but not below zero) by the amount of any distributions on the units that are treated as non-taxable returns of capital, as discussed above under 'Taxation of distributions paid on Class A common shares.'

Subject to the discussions of the PFIC rules below, capital gain from the sale, exchange or other disposition of Class A common shares held more than one year is long-term capital gain, and is eligible for a reduced rate of taxation for individuals. Gain recognized by a U.S. holder on a sale, exchange or other disposition of Class A common shares generally will be treated as U.S. source income. A loss recognized by a U.S. holder on the sale, exchange or other disposition of Class A common shares generally will be allocated to U.S. source income. The deductibility of a capital loss recognized on the sale, exchange or other disposition of Class A common shares may be subject to limitations, and U.S. holders may want to consult their own tax advisors regarding their ability to deduct any such capital loss in light of their particular circumstances.

3.8% tax on net investment income

A U.S. holder that is an individual, estate, or, in certain cases, a trust, will generally be subject to a 3.8% tax on the lesser of (1) the U.S. holder's net investment income (or undistributed net investment income in the case of an estate or trust) for the taxable year and (2) the excess of the U.S. holder's modified adjusted gross income for the taxable year over a certain threshold (which in the case of individuals is between $125,000 and $250,000). A U.S. holder's net investment income will generally include distributions made by us that constitute dividends and gain upon a sale, exchange or other disposition of our Class A common shares. This tax is in addition to any income taxes due on such investment income.

If you are a U.S. holder that is an individual, estate or trust, you are encouraged to consult your tax advisors regarding the applicability of the 3.8% tax on net investment income to the ownership of our Class A common shares.

Consequences of possible passive foreign investment company classification

A non-U.S. entity treated as a corporation for U.S. federal income tax purposes will be a PFIC in any taxable year in which, after taking into account the income and assets of the corporation and certain subsidiaries pursuant to a "look through" rule, either: (1) 75% or more of its gross income is "passive" income or (2) 50% or more of the average value of its assets is attributable to assets that produce passive income or are held for the production of passive income. For purposes of these tests, "passive income" includes dividends, interest and gains from the sale or exchange of investment property and rents and royalties other than rents and royalties which are received from unrelated parties in connection

with the active conduct of a trade or business; income derived from the performance of services does not, however, constitute "passive income." The determination of whether a corporation is a PFIC is made annually. If a corporation is a PFIC in any taxable year that a person holds stock in the corporation (and was not a qualified electing fund with respect to such year, as discussed below), the stock held by such person will be treated as stock in a PFIC for all future years (absent an election which, if made, may require the electing person to pay taxes in the year of the election).

Based on the projected composition of our income and valuation of our assets, we do not expect that we will constitute a PFIC with respect to the current or any future taxable year, although there can be no assurance in this regard. Our expectation is based principally on the position that, for purposes of determining whether we are a PFIC, the majority, if not all, of the gross income we derive from our chartering activities should constitute services income rather than rental income.

In this regard, we have been advised by our tax advisor that the income from our chartering activities is, more likely than not, services income. There is, however, no direct legal authority under the PFIC rules addressing our current and projected future operations or supporting our position. Accordingly, no assurance can be given that the IRS will not assert that we are a PFIC with respect to any taxable year, nor that a court would not uphold any such assertion and we have not obtained advice from our tax advisor on whether we are a PFIC.

Further, in a case not concerning PFICs, Tidewater Inc. v. U.S., 2009-1 USTC ¶ 50,337, the Fifth Circuit held that a vessel time charter at issue generated rental, rather than services, income. However, the court's ruling was contrary to the position of the IRS that the time charter income should be treated as services income. Subsequently, the IRS has stated that it disagrees with and will not acquiesce to the rental versus services distinction in the Tidewater decision, and in its discussion stated that the time charters at issue in Tidewater would be treated as producing services income for PFIC purposes. The IRS's statement with respect to Tidewater cannot be relied upon or otherwise cited as precedent by taxpayers. Further, the facts in Tidewater are not directly analogous to our facts. Consequently, no assurance can be given that the IRS or a court of law would accept our position, and there is a risk that the IRS or a court of law could determine that the company is a PFIC.

If we were to be classified as a PFIC in any year, each U.S. holder of our Class A common shares that does not make a timely qualified electing fund or mark-to-market election (as discussed below) will be subject (in that year and all subsequent years) to special rules with respect to: (1) any "excess distribution" (generally defined as any distribution received by a U.S. holder in a taxable year that is greater than 125% of the average annual distributions received by the U.S. holder in the three preceding taxable years or, if shorter, the U.S. holder's holding period for the Class A common shares), and (2) any gain realized upon the sale or other disposition of the Class A common shares. Under these rules:

- the excess distribution or gain will be allocated ratably over the U.S. holder's holding period for our Class A common shares;
- the amount allocated to the current taxable year and any year prior to the first year in which we were a PFIC will be taxed as ordinary income in the current year; and
- the amount allocated to each of the other taxable years in the U.S. holder's holding period for our Class A common shares will be subject to U.S. federal income tax at the highest rate in effect for the applicable class of taxpayer for that year, and an interest charge will be added as though the amount of the taxes computed with respect to these other taxable years were overdue.

In addition, each U.S. holder of our Class A common shares will generally be required to file an IRS Form 8621 if such U.S. holder holds its shares in any year in which we were classified as a PFIC.

In order to avoid the application of the PFIC rules discussed above with respect to excess distributions and realized gains, U.S. holders of our Class A common shares may make a qualified electing fund, or a QEF, election provided in Section 1295 of the Code. In lieu of the PFIC rules discussed above, a U.S. holder that makes a valid QEF election will, in very general terms, be required to include its pro rata share of our ordinary income and net capital gains, unreduced by any prior year losses, in income for each taxable year (as ordinary income and long-term capital gain, respectively) and to pay tax thereon, even if the amount of that income is not the same as the distributions paid on the Class A common shares during the year. If we later distribute the income or gain on which the U.S. holder has already paid taxes under the QEF rules, the amounts so distributed will not again be subject to tax in the hands of the U.S.

holder. A U.S. holder's tax basis in any Class A common shares as to which a QEF election has been validly made will be increased by the amount included in such U.S. holder's income as a result of the QEF election and decreased by the amount of nontaxable distributions received by the U.S. holder. On the disposition of a common share, a U.S. holder making the QEF election generally will recognize capital gain or loss equal to the difference, if any, between the amount realized upon such disposition and its adjusted tax basis in the common share. In general, a QEF election should be made on or before the due date for filing a U.S. holder's federal income tax return for the first taxable year for which we are a PFIC or, if later, the first taxable year for which the U.S. holder held common stock. In this regard, a QEF election is effective only if certain required information is made available by the PFIC. Subsequent to the date that we first determine that we are a PFIC, we will use commercially reasonable efforts to provide any U.S. holder of Class A common shares, upon request, with the information necessary for such U.S. holder to make the QEF election. If we do not believe that we are a PFIC for a particular year but it is ultimately determined that we were a PFIC, it may not be possible for a holder to make a QEF election for such year.

In addition to the QEF election, Section 1296 of the Code permits U.S. persons to make a "mark-to-market" election with respect to marketable stock in a PFIC. If a U.S. holder of our Class A common shares makes a mark-to-market election, such U.S. holder generally would, in each taxable year that we are a PFIC: (1) include as ordinary income the excess, if any, of the fair market value of the Class A common shares at the end of the taxable year over such U.S. holder's adjusted tax basis in the Class A common shares, and (2) be permitted an ordinary loss in respect of the excess, if any, of such U.S. holder's adjusted tax basis in the Class A common shares over their fair market value at the end of the taxable year, but only to the extent of the net amount previously included in income as a result of the mark-to-market election (with the U.S. holder's basis in the Class A common shares being increased and decreased, respectively, by the amount of such ordinary income or ordinary loss). If a U.S. holder makes an effective mark-to-market election, any gain such U.S. holder recognizes upon the sale or other disposition of our Class A common shares in a year that we are a PFIC will be treated as ordinary income and any loss will be treated as ordinary loss, but only to the extent of the net amount previously included in income as a result of the mark-to-market election. The consequences of this election are generally less favorable than those of a QEF election for U.S. holders that are sensitive to the distinction between ordinary income and capital gain, although this is not necessarily the case. U.S. holders should consult their tax advisors as to the consequences to them of making a mark-to-market or QEF election, as well as other U.S. federal income tax consequences of holding stock in a PFIC in light of their particular circumstances.

As previously indicated, if we were to be classified as a PFIC for a taxable year in which we pay a dividend or the immediately preceding taxable year, dividends paid by us would not constitute "qualified dividend income" and, hence, would not be eligible for the preferential rates of U.S. federal income tax that apply to certain non-corporate U.S. holders.

If we are classified as a PFIC for any taxable year during which a U.S. holder holds our Class A common shares and any of our non-U.S. subsidiaries is also classified as a PFIC, such U.S. holder will be treated as owning a proportionate amount (by value) of the shares of the lower-tier PFIC for purposes of the application of the PFIC rules. U.S. holders are urged to consult their tax advisors about the application of the PFIC rules to any of our subsidiaries.

Non-U.S. holders

For purposes of this discussion, a non-U.S. holder is a beneficial owner of our Class A common shares that is neither a U.S. holder nor a partnership (or any other entity taxed as a partnership for U.S. federal income tax purposes).

A non-U.S. holder will generally not be subject to U.S. federal income tax on dividends paid in respect of the Class A common shares or on gains recognized in connection with the sale or other disposition of the Class A common shares, provided, in each case, that such dividends or gains are not effectively connected with the non-U.S. holder's conduct of a U.S. trade or business. . However, even if not engaged in a U.S. trader or business, individual non-U.S. holders may be subject to tax on gain resulting from the disposition of our Class A common shares if they are present in the U.S. for 183 days or more during the taxable year in which those Class A common shares are disposed and meet certain other requirements.

Dividends or gains that are effectively connected with a non-U.S. holder's conduct of a U.S. trade or business (and, if required by an applicable income tax treaty, are attributable to a U.S. permanent establishment) are subject to U.S. federal income tax on a net income basis in the same manner as if the non-U.S. holder were a U.S. holder, and may be subject to an additional "branch profits tax" at a 30% rate or such lower rate as may be specified by an applicable income tax treaty.

If we are treated as a U.S. corporation pursuant to Section 7874 of the Code, non-U.S. holders generally will be subject to withholding tax at a rate of 30% on all dividends paid by us, unless a reduced rate of tax is available under a tax treaty or the dividends are exempt from withholding because they are effectively connected with a non-U.S. holder's conduct of a U.S. trade or business (and, in each case, the relevant certification requirements are satisfied).

Information Reporting and Back-up Withholding

U.S. holders generally are subject to information reporting requirements with respect to dividends paid on Class A common shares, and on the proceeds from the sale, exchange or disposition of Class A common shares. In addition, a holder may be subject to back-up withholding (currently at 24%) on dividends paid on Class A common shares, and on the proceeds from the sale, exchange or other disposition of Class A common shares, unless the holder provides certain identifying information, such as a duly executed IRS Form W-9, W-8BEN or

W-8BEN-E, or otherwise establishes an exemption. Back-up withholding is not an additional tax and the amount of any back-up withholding will be allowable as a credit against a holder's U.S. federal income tax liability and may entitle such holder to a refund, provided that certain required information is timely furnished to the IRS.

Tax Consequences of Holding 8.75% Series B Cumulative Redeemable Perpetual Preferred Shares

Our Series B preferred shares are treated as equity rather than debt for U.S. federal income tax purposes. Similar considerations apply as those described above in "Tax Consequences of Holding Class A Common Shares". Prospective investors should consult their tax advisors regarding the specific tax consequences to them of the acquisition, holding or disposition of our Series B preferred shares, in light of their particular circumstances.

Marshall Islands Taxation

Because we do not (and do not expect in the future that we will) conduct business or operations in the Republic of The Marshall Islands, we are not subject to income, capital gains, profits or other taxation under current Marshall Islands law.

Other Taxation

We are subject to taxation in certain non-U.S. jurisdictions because we are either organized, or conduct business or operations, in such jurisdictions. We intend that our business and the business of our subsidiaries will be conducted and operated in a manner that minimizes taxes imposed upon us and our subsidiaries. However, we cannot assure this result as tax laws in these or other jurisdictions may change or we may enter into new business transactions relating to such jurisdictions, which could affect our tax liability.

F. Dividends and Paying Agents

Not applicable.

G. Statements by Experts

Not applicable.

H. Documents on Display

Documents concerning us that are referred to herein may be inspected at the offices of our subsidiary, Global Ship Lease Services Limited, Portland House, Stag Place, London SW1E 5RS, United Kingdom. Those documents electronically filed via the Electronic Data Gathering, Analysis, and Retrieval (or EDGAR) system may also be obtained from the SEC's website at www.sec.gov or from the SEC public reference room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Further information on the operation of the public reference rooms may be obtained by calling the SEC at 1-800-SEC-0330. Copies of documents can be requested from the SEC public reference rooms for a copying fee.

I. Subsidiaries

See Exhibit 8.1 to this annual report.

Item 11. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

We are exposed to the impact of interest rate changes primarily through our floating-rate borrowings under our secured term loan. Significant increases in interest rates could adversely affect our results of operations and our ability to service our own debt. Details of the expected maturity of our borrowings are presented in Item 5.F. “Operating and Financial Review and Prospects—Contractual Obligations.”

Sensitivity Analysis

Our analysis of the potential effects of variations in market interest rates is based on a sensitivity analysis, which models the effects of potential market interest rate changes on our financial condition and results of operations. The following sensitivity analysis may have limited use as a benchmark and should not be viewed as a forecast as it does not include a variety of other potential factors that could affect our business as a result of changes in interest rates.

Based on maximum borrowings of $54.8 million under the secured term loan and ignoring amortization thereon and cash on deposit, a hypothetical 1% increase in LIBOR would have the impact of reducing our annual net income, before income taxes, by approximately $0.6 million.

Foreign Currency Exchange Risk

The shipping industry's functional currency is the U.S. dollar. All of our revenues and the majority of our operating costs are in U.S. dollars. In the future, we do not expect to be exposed to any significant extent to the impact of changes in foreign currency exchange rates. Consequently, we do not presently intend to enter into derivative instruments to hedge the foreign currency translation of assets or liabilities or foreign currency transactions or to use financial instruments for trading or other speculative purposes.

Inflation

With the exception of rising costs associated with the employment of international crews for our vessels and the impact of global oil prices on the cost of lubricating oil, we do not believe that inflation has had, or is likely in the foreseeable future to have, a significant impact on vessel operating expenses, drydocking expenses and general and administrative expenses. For the duration of the global expense agreement, under certain predefined circumstances, we will be able to recover a portion of our vessel operating costs above a pre-determined threshold.

Item 12. Description of Securities Other than Equity Securities

A. Debt Securities

Not applicable.

B. Warrants and Rights

Not applicable.

C. Other Securities

Not applicable.

D. American Depositary Shares

None.

PART II

Item 13. Defaults, Dividend Arrearages and Delinquencies
None.

Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds
None.

Item 15. Controls and Procedures
Disclosure Controls and Procedures

As required by Rules 13a-15 and 15d-15 under the Exchange Act, management has evaluated, with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Disclosure controls and procedures refer to controls and other procedures designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the rules and forms of the SEC. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in our reports that we file or submit under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding our required disclosure. In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management was required to apply its judgment in evaluating and implementing possible controls and procedures.

Based on the foregoing, our Chief Executive Officer and Chief Financial Officer have concluded that, as of December 31, 2017, the end of the period covered by this report, our disclosure controls and procedures were effective at the reasonable assurance level.

Management’s Annual Report on Internal Control Over Financial Reporting

Management acknowledges its responsibility for establishing and maintaining adequate internal controls over financial reporting. Internal control over financial reporting refers to a process designed by, or under the supervision of, our Chief Executive Officer and Chief Financial Officer and effected by our board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- relate to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and members of our board of directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on our financial statements.

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting also can be circumvented by collusion or improper override. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over

financial reporting. However, these inherent limitations are known features of the financial reporting process, and it is possible to design into the process safeguards to reduce, though not eliminate, this risk. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management evaluated the effectiveness of our internal control over financial reporting as of December 31, 2017 using the framework established in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on the foregoing, management has concluded that internal control over financial reporting was effective as of December 31, 2017.

Changes in Internal Control over Financial Reporting

In accordance with Rule 13a-15(d), management has evaluated, with the participation of our Chief Executive Officer and Chief Financial Officer, whether any changes in our internal control over financial reporting that occurred during our last fiscal year have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

During the year ended December 31, 2017, there were no changes with regard to internal control over financial reporting that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

Attestation Report of the Registered Public Accounting Firm

Not applicable

Item 16A. Audit Committee Financial Expert
The Board has determined that our director and chairman of the audit committee, Mr. Frew, qualifies as an audit committee financial expert and is independent under applicable NYSE and SEC standards.

Item 16B. Code of Ethics
We have adopted a Code of Business Conduct and Ethics that applies to our directors, officers and employees. This document is available in the Corporate Governance section of our website (www.globalshiplease.com). The information included on our website is not incorporate herein by reference. We also intend to disclose on our website any waivers to or amendments of our Code of Business Conduct and Ethics for the benefit of our executive officers that we may be required to disclose under applicable rules.

Item 16C. Principal Accountant Fees and Services
Our principal accountant for 2017 and 2016 was PricewaterhouseCoopers Audit, France, an independent registered public accounting firm.

Fees Incurred by Global Ship Lease for PricewaterhouseCoopers Audit's Services

The fees for services rendered by the auditors in 2017 and 2016 were as follows:

	2017	2016
Audit Fees	$328,700	$318,050
Audit-Related Fees	100,000	—
Tax Fees	47,500	52,700
All Other Fees	—	—

$476,200 $370,750

Audit Fees

Audit fees represent professional services rendered for the audit of our consolidated annual financial statements, the quarterly reviews and services provided by our principal accountant in connection with statutory and regulatory filings or engagements.

Audit-Related Fees

Audit-related fees consist of assurance and related services rendered by the principal accountant related to the performance of the audit or review of our consolidated financial statements or other filings which have not been reported under Audit Fees above.

Tax Fees

Tax fees for 2017 and 2016 are primarily for tax compliance and consultation services.

The audit committee has the authority to pre-approve audit-related and non-audit services not prohibited by law to be performed by our independent auditors and associated fees. Engagements for proposed services either may be separately pre-approved by the audit committee or entered into pursuant to detailed pre-approval policies and procedures established by the audit committee, as long as the audit committee is informed on a timely basis of any engagement entered into on that basis. The audit committee has pre-approved services, subject to a detailed pre-approval policy and procedure established by them and also subject to a limit for all non-audit fees of $100,000 per year.

Item 16D. Exemptions from the Listing Standards for Audit Committees
None.

Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers
None.

Item 16F. Change in Registrant's Certifying Accountant
None.

Item 16G. Corporate Governance
As a foreign private issuer, we are exempt from certain corporate governance rules that apply to domestic companies under NYSE listing standards. Even though we are not required to do so, we follow certain corporate governance practices applicable to domestic companies under NYSE listing standards, such as:

- we have a compensation committee that consists of four directors, all of whom satisfy NYSE standards for independence;
- we have a nominating and corporate governance committee that consists of three directors, all of whom satisfy NYSE standards for independence;
- we hold annual meetings of shareholders under the Business Corporations Act of the Republic of the Marshall Islands, similar to NYSE requirements; and
- we obtained shareholder approval prior to the adoption of our equity compensation plans, instead of obtaining approval of only the full board of directors.

Item 16H. Mine Safety Disclosure
Not applicable.

PART III

Item 17. Financial Statements
Not applicable.

Item 18. Financial Statements
The following financial statements, together with the report of PricewaterhouseCoopers Audit thereon, beginning on page F-1, are filed as part of this Annual Report:

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Item 19. Exhibits
The agreements and other documents filed as exhibits to this Annual Report are not intended to provide factual information or other disclosure other than with respect to the terms of the agreements or other documents themselves, and you should not rely on them for that purpose. In particular, any representations and warranties made by the registrant in these agreements or other documents were made solely within the specific context of the relevant agreement or document and may not describe the actual state of affairs as of the date they were made or at any other time.

The following exhibits are filed as part of this Annual Report:

Exhibit Number	Description
1.1	Amended and Restated Articles of Incorporation of GSL Holdings, Inc. (incorporated by reference to Exhibit C to Exhibit 2.1 Marathon Acquisition Corp.'s Current Report on Form 8-K (File No. 001-32983) filed on July 8, 2008).
1.2	Amended and Restated By-laws of GSL Holdings, Inc. (incorporated by reference to Exhibit 3.2 of Global Ship Lease, Inc.'s Registration Statement on Form F-4 (File No. 333-150309) filed on April 18, 2008).
1.3	Certificate of Designations of Global Ship Lease, Inc., filed with the Registrar or Deputy Registrar of Corporations of the Republic of the Marshall Islands and effective August 19, 2014 (incorporated by reference to Exhibit 3.1 of Global Ship Lease, Inc.'s Current Report on Form 6-K (File No. 001-34153) filed on August 20, 2014).
2.1	Specimen Class A common share certificate (incorporated by reference to Exhibit 4.2 of Global Ship Lease, Inc.'s Registration Statement on Form F-1 (File No. 333-153448) filed on September 12, 2008).

2.2	Deposit Agreement, dated as of August 20, 2014, by and among Global Ship Lease, Inc., Computershare Inc. and Computershare Trust Company, N.A., as applicable, as depositary, registrar and transfer agent, and the holders from time to time of the depositary receipts described therein (incorporated by reference to Exhibit 4.1 of Global Ship Lease, Inc.'s Current Report on Form 6-K (File No. 001-34153) filed on August 20, 2014).
4.1	Form of Registration Rights Agreement between GSL Holdings, Inc., Marathon Founders, LLC, Marathon Investors, LLC, the insiders listed on the signature page thereto and CMA CGM S.A. (incorporated by reference to Exhibit A-1 to Exhibit 2.1 of Marathon Acquisition Corp.'s Current Report on Form 8-K (File No. 001-32983) filed on July 24, 2008).

Exhibit Number	Description
4.2	First Amendment to Registration Rights Agreement, dated as of February 11, 2013, among Global Ship Lease, Inc. (formerly GSL Holdings, Inc.) and CMA CGM S.A. (incorporated by reference to Exhibit I of Global Ship Lease, Inc.'s Current Report on Form 6-K (File No. 001-34153) filed on February 28, 2013).
4.3	Indenture, dated as of October 31, 2017, among Global Ship Lease, Inc., the guarantors party thereto and Citibank, N.A., London Branch, as trustee, security agent, paying agent, registrar and transfer agent (incorporated by reference to Exhibit 99.1 of Global Ship Lease, Inc.'s Current Report on Form 6-K (File No. 001-34153) filed on November 3, 2017).
4.4	Form of Notes (incorporated by reference to Exhibit 99.1 of Global Ship Lease, Inc.'s Current Report on Form 6-K (File No. 001-34153) filed on November 3, 2017).
4.5	Facility Agreement, dated October 25, 2017, among Global Ship Lease, Inc., as borrower, the guarantors party thereto, Citibank, N.A., London Branch, as arranger, bookrunner and security agent, and Citibank Europe plc, UK Branch, as facility agent. (incorporated by reference to Exhibit 99.3 of Global Ship Lease, Inc.'s Current Report on Form 6-K (File No. 001-34153) filed on November 3, 2017).
4.6	Intercreditor Agreement, dated as of October 31, 2017,, among Global Ship Lease, Inc., the guarantors party thereto, Citibank, N.A., London Branch, as Notes trustee, Citibank Europe plc, UK Branch, as term agent, and the other parties from time to time party thereto (incorporated by reference to Exhibit 99.4 of Global Ship Lease, Inc.'s Current Report on Form 6-K (File No. 001-34153) filed on November 3, 2017).
4.7	Form of Guarantee made by Global Ship Lease, Inc. in favor of the charterer listed on Schedule I thereto (incorporated by reference to Exhibit 10.10 of Global Ship Lease, Inc.'s Registration Statement on Form F-1 (File No. 333-147070) filed on November 1, 2007).
4.8	Form of Guarantee made by CMA CGM S.A. for Global Ship Lease, Inc. (incorporated by reference to Exhibit 10.11 of Global Ship Lease, Inc.'s Registration Statement on Form F-1 (File No. 333-147070) filed on November 1, 2007).
4.9	Form of Charter Agreement entered into by a subsidiary of Global Ship Lease, Inc. and CMA CGM S.A. or one of its subsidiaries (incorporated by reference to Exhibit A-3 to Exhibit 2.1 of Marathon Acquisition Corp.'s Current Report on Form 8-K (File No. 001-32983) filed on March 25, 2008).
4.10	Form of Ship Management Agreement entered into by CMA Ships and a Subsidiary of Global Ship Lease, Inc. (incorporated by reference to Exhibit A-4 to Exhibit 2.1 of Marathon Acquisition Corp.'s Current Report on Form 8-K (File No. 001-32983) filed on March 25, 2008).
4.11	Form of Guarantee made by Global Ship Lease, Inc. for CMA CGM S.A. and CMA Ships (incorporated by reference to Exhibit 10.14 of Global Ship Lease, Inc.'s Registration Statement on Form F-1 (File No. 333-147070) filed on November 1, 2007).
4.12	Form of Guarantee made by CMA CGM S.A. in favor of Global Ship Lease, Inc. and its Subsidiaries (incorporated by reference to Exhibit 10.15 of Global Ship Lease, Inc.'s Registration Statement on Form F-1 (File No. 333-147070) filed on November 1, 2007).

4.13 Form of Global Expense Agreement between CMA Ship Management and Global Ship Lease, Inc. (incorporated by reference to Exhibit 10.16 of Global Ship Lease, Inc.'s Registration Statement on Form F-1 (File No. 333-147070) filed on November 1, 2007).

4.14 Form of Indemnification Agreement entered into between Global Ship Lease, Inc. and each of its directors and officers (incorporated by reference to Exhibit 10.17 of Global Ship Lease, Inc.'s Registration Statement on Form F-1 (File No. 333-147070) filed on November 1, 2007).

4.15 2008 Equity Incentive Plan (incorporated by reference to Exhibit 10.22 of Global Ship Lease, Inc's Registration Statement on Form F-1 (File No. 333-153448) filed on September 12, 2008)

4.16 Global Ship Lease, Inc. 2015 Equity Incentive Plan (incorporated by reference to Appendix A to Global Ship Lease, Inc.'s Report on Form 6-K (File No. 001-34153) filed on July 31, 2015).

Exhibit Number	Description
4.17	Form of Employment Agreement of Ian J. Webber (incorporated by reference to Exhibit 10.23 of Amendment No. 3 to Global Ship Lease, Inc.'s Registration Statement on Form F-4 (File No. 333-150309) filed on July 3, 2008).
4.18	Form of Employment Agreement of Thomas A. Lister (incorporated by reference to Exhibit 10.25 of Amendment No. 3 to Global Ship Lease, Inc.'s Registration Statement on Form F-4 (File No. 333-150309) filed on July 3, 2008).
8.1*	List of Subsidiaries of Global Ship Lease, Inc.
12.1*	Rule 13a-14(a)/15d-14(a) Certification of Global Ship Lease, Inc.'s Chief Executive Officer.
12.2*	Rule 13a-14(a)/15d-14(a) Certification of Global Ship Lease, Inc.'s Chief Financial Officer.
13.1*	Global Ship Lease, Inc. Certification of the Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
13.2*	Global Ship Lease, Inc. Certification of the Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
15.1*	Consent of PricewaterhouseCoopers Audit.
101.1*	The following financial information from Global Ship Lease, Inc.'s Annual Report on Form 20-F for the year ended December 31, 2017, formatted in XBRL includes: (i) Consolidated Balance Sheets at December 31, 2017 and 2016, (ii) Consolidated Statements of Income for the years ended December 31, 2017, 2016 and 2015, (iii) Consolidated Statements of Cash Flows for the years ended December 31, 2017, 2016 and 2015, (iv) Consolidated Statements of Stockholders' Equity for the years ended December 31, 2017, 2016 and 2015, and (v) the Notes to the Consolidated Financial Statements.

*Filed herewith.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

GLOBAL SHIP LEASE, INC.

By: /s/ IAN J. WEBBER

Ian J. Webber
Chief Executive Officer

Date: March 29, 2018

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GLOSSARY OF SHIPPING TERMS

Unless otherwise stated, references to the following terms have the following meaning as used in this Annual Report:

Annual survey. The inspection of a ship pursuant to international conventions, by a classification society surveyor, on behalf of the flag state, that takes place every year.

Backhaul. The weaker leg of a round trip voyage with less volume than the stronger headhaul leg or the return movement of a container—often empty—from a destination of unloading to a point of reloading of cargo.

Ballast. Weight in solid or liquid form, such as seawater, taken on a ship to increase draught, to change trim, or to improve stability or a voyage in which a ship is not laden with cargo.

Bareboat charter. A charter of a ship under which the ship-owner is usually paid a fixed amount of charterhire for a certain period of time during which the charterer is responsible for all ship operating expenses, including expenses for crewing, lubricating oil, insurance, maintenance and drydockings, and for all voyage expenses such as bunker fuel. A bareboat charter is also known as a “demise charter” or a “time charter by demise.”

Bunkers. Heavy fuel and diesel oil used to power a ship’s engines and generators.

Capacity. The nominal carrying capacity of the ship, measured in TEU.

Charter. The hire of a ship for a specified period of time or a particular voyage to carry a cargo from a loading port to a discharging port.

Charterer. The party that hires a ship for a period of time or for a voyage.

Charterhire. A sum of money paid to the ship-owner by a charterer for the use of a ship.

Charter owner. A company that owns containerships and charters out its ships to container shipping companies rather than operating the ships for liner services; also known as ship-owner or lessor.

Charter rate. The rate charged by a Charter owner normally as a daily rate for the use of its containerships by a charterer. Charter rates can be on a time charter or bareboat charter basis.

Classification society. An independent organization that certifies that a ship has been built and maintained according to the organization’s rules for that type of ship and complies with the applicable rules and regulations of the country of the ship’s registry and the international conventions of which that country is a member. A ship that receives its certification is referred to as being “in-class.”

Container shipping company. A shipping company operating liner services using owned or chartered ships with fixed port of call schedules. Also known as a carrier, liner company or an operator.

Drydocking. Placing the ship in a drydock in order to check and repair areas and parts below the water line. During drydockings, which are required to be carried out periodically, certain mandatory classification society inspections are carried out and relevant certifications are issued. Under Classification Society rules, drydockings for containerships are generally required once every three to five years or after an accident resulting in under-water damage.

Freight rate. The amount charged by container shipping companies for transporting cargo, normally as a rate per 20-foot or 40-foot container.

Geared containerships. Self-sustained containerships, which are able to load and discharge containers with their own on-board cranes and derricks.

Gross tonnage. A unit of measurement of the entire internal cubic capacity of the ship expressed in tons at 100 cubic feet to the ton.

Headhaul. The stronger leg of a round trip voyage with greater volume than the weaker backhaul or the outgoing goods to be delivered from a point of origin.

Hull. The main body of the ship without engines, buildings and cranes.

Liner company or liner. A container shipping company (also referred to as lines or operators).

KG. Kommanditgesellschaft, a closed end fund construct broadly analogous to a limited partnership. It has been employed as an investment vehicle for high net worth individuals (primarily German) in various types of assets, including shipping assets.

IMO. International Maritime Organization, a United Nations agency that issues international standards for shipping.

Intermediate survey. The inspection of a ship by a classification society surveyor that takes place 24 to 36 months after each special survey.

Newbuilding. A ship on order, under construction or just delivered.

Off-hire. The period in which a ship is not available for service under a charter and, accordingly, the charterer generally is not required to pay the hire. Off-hire periods can include days spent on repairs, drydocking and surveys, whether or not scheduled.

Orderbook-to-fleet ratio. The ratio of the orderbook for new vessels yet to be delivered to the existing on-the-water fleet determined on the basis of TEU capacity and expressed as a percentage.

Scrapping. The sale of a ship for conversion into scrap metal.

Ship management. The provision of shore-based ship management services related to crewing, technical and safety management and the compliance with all government, flag state, class certification and international rules and regulations.

Shipper. Someone who prepares goods for shipment or arranges seaborne transportation; essentially a customer of a container shipping company.

Sister ships. Ships of the same class and specification typically built at the same shipyard.

Special survey. The inspection of a ship by a classification society surveyor that takes place every five years, as part of the recertification of the ship by a classification society.

Spot market. The market for immediate chartering of a ship, usually for single voyages or for short periods of time, up to 12 months.

TEU. A 20-foot equivalent unit, the international standard measure for containers and containership capacity.

Time charter. A charter under which the ship-owner hires out a ship for a specified period of time. The ship-owner is responsible for providing the crew and paying vessel operating expenses while the charterer is responsible for paying the voyage expenses such as fuel and additional voyage insurance. The ship-owner is paid charterhire, which accrues on a daily basis.

Vessel operating expenses. The costs of operating a ship, primarily consisting of crew wages and associated costs, insurance premiums, ship management fees, costs of lubricants and spare parts, and repair and maintenance costs. Vessel operating expenses exclude bunker costs, port expenses, stevedoring costs, agents' fees, canal dues, extra war

risk insurance and commissions, which are included in “voyage expenses.”

Voyage expenses. Expenses incurred due to a ship’s voyage from a loading port to a discharging port, such as bunkers costs, port expenses, stevedoring costs, agents’ fees, canal dues, extra war risk insurance and commissions.

Global Ship Lease, Inc.

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Global Ship Lease, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Global Ship Lease, Inc. and its subsidiaries (collectively referred to as the "Company") at December 31, 2017 and December 31, 2016, and the related consolidated statements of income, changes in stockholders' equity and cash flows for each of the three years in the period ended December 31, 2017, including the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2017 and 2016, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2017 in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits of these consolidated financial statements in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by

management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Significant Transactions with Related Parties

As discussed in Note 2 (b) to the consolidated financial statements, the Company has entered into significant contracts with CMA CGM, a related party and the main source of the Company's operating revenue and consequently the Company is highly dependent on the performance by CMA CGM of its obligations under those contracts which will in turn depend partly on CMA CGM's financial situation.

Marseille, France

March 29, 2018

PricewaterhouseCoopers Audit

/s/ PricewaterhouseCoopers

PricewaterhouseCoopers is represented by PricewaterhouseCoopers Audit, 63 rue de Villiers—92200 Neuilly-sur-Seine, France.

We have served as the Company's auditor since 2007.

Global Ship Lease, Inc.

Consolidated Balance Sheets

(Expressed in thousands of U.S. dollars except share data)

	December 31, 2017	December 31, 2016
Assets		
Cash and cash equivalents	$73,266	$54,243
Accounts receivable	72	29
Due from related party (note 9)	1,932	906
Prepaid expenses	918	1,146
Other receivables	458	52
Inventory	742	553
Total current assets	77,388	56,929
Vessels in operation (note 4)	597,779	719,110
Other fixed assets	10	7
Intangible assets (note 5)	7	16
Other long term assets (note 7)	—	195
Total non-current assets	597,796	719,328
Total Assets	$675,184	$776,257
Liabilities and Stockholders' Equity		
Liabilities		
Current portion of long-term debt (note 7)	$40,000	$31,026
Intangible liability – charter agreements (note 6)	1,771	1,807
Deferred revenue	2,178	1,940
Accounts payable	1,486	963
Due to related party (note 9)	2,813	1,315
Accrued expenses	8,788	11,664
Total current liabilities	57,036	48,715
Long-term debt (note 7)	358,515	388,847
Intangible liability – charter agreements (note 6)	8,011	9,782
Deferred tax liability	17	20
Total long-term liabilities	366,543	398,649
Total Liabilities	$423,579	$447,364
Commitments and contingencies (note 10)	—	—

Stockholders' Equity		
Class A Common stock – authorized		
214,000,000 shares with a $0.01 par value;		
47,609,734 shares issued and outstanding (2016 – 47,575,609) (note 11)	$476	$476
Class B Common stock – authorized		
20,000,000 shares with a $0.01 par value;		
7,405,956 shares issued and outstanding (2016 – 7,405,956) (note 11)	74	74
Series B Preferred shares – authorized		
16,100 shares with a $0.01 par value;		
14,000 shares issued and outstanding (2016 – 14,000) (note 11)	—	—
Additional paid in capital	386,748	386,708
Accumulated deficit	(135,693)	(58,365)
Total Stockholders' Equity	251,605	328,893
Total Liabilities and Stockholders' Equity	$675,184	$776,257

See accompanying notes to consolidated financial statements

Global Ship Lease, Inc.

Consolidated Statements of Income

(Expressed in thousands of U.S. dollars except share data)

	Year ended December 31, 2017	Year ended December 31, 2016	Year ended December 31, 2015
Operating Revenues			
Time charter revenue	$ 35,044	$ 37,567	$ 31,568
Time charter revenue – related party (note 9)	123,944	128,956	133,351
	$ 158,988	$ 166,523	$ 164,919
Operating Expenses			
Vessel operating expenses	41,858	44,096	48,238
Vessel operating expenses – related party (note 9)	1,599	1,599	1,866
Depreciation	37,981	42,805	44,859
Impairment of vessels (note 4)	87,624	92,422	44,700
General and administrative	5,301	6,297	6,478
Other operating income (note 8)	(51)	(216)	(475)
Total operating expenses	174,312	187,003	145,666
Operating (Loss) Income	(15,324)	(20,480)	19,253
Non Operating Income (Expense)			
Interest income	489	198	62
Interest expense	(59,391)	(44,767)	(48,152)
Loss before Income Taxes	(74,226)	(65,049)	(28,837)
Income taxes	(40)	(46)	(38)
Net Loss	$ (74,266)	$ (65,095)	$ (28,875)
Earnings allocated to Series B Preferred Shares (note 11)	(3,062)	(3,062)	(3,062)
Net Loss available to Common Shareholders	$ (77,328)	$ (68,157)	$ (31,937)
Earnings per Share			
Weighted average number of Class A common shares outstanding			
Basic (including RSU's without service conditions) (note 14)	47,975,889	47,854,351	47,785,388

Diluted (note 14)	47,975,889	47,854,351	47,785,388
Net loss per Class A common share			
Basic (including RSU's without service conditions) (note 14)	$ (1.61)	$ (1.42)	$ (0.67)
Diluted (note 14)	$ (1.61)	$ (1.42)	$ (0.67)
Weighted average number of Class B common shares outstanding			
Basic and diluted (note 14)	7,405,956	7,405,956	7,405,956
Net (loss) income per Class B common share			
Basic and diluted (note 14)	$ nil	$ nil	$ nil

See accompanying notes to consolidated financial statements

Global Ship Lease, Inc.

Consolidated Statements of Cash Flows

(Expressed in thousands of U.S. dollars)

	Year ended December 31, 2017	Year ended December 31, 2016	Year ended December 31, 2015
Cash Flows from Operating Activities			
Net loss	$(74,266)	$(65,095)	$(28,875)
Adjustments to Reconcile Net Loss to Net Cash Provided by Operating Activities			
Depreciation	37,981	42,805	44,859
Vessel impairment (note 4)	87,624	92,422	44,700
Gain on sale of vessels (note 4)	—	—	(93)
Gain on repurchase of secured notes (note 7)	—	(2,865)	—
Amortization of deferred financing costs (note 7)	7,772	3,622	3,374
Amortization of original issue discount (note 7)	2,523	1,651	1,178
Amortization of intangible liability	(1,807)	(2,104)	(2,119)
Share based compensation (note 12)	272	283	75
(Increase) decrease in accounts receivable and other assets	(441)	219	334
(Increase) decrease in inventory	(188)	57	(160)
(Decrease) increase in accounts payable and other liabilities	(3,030)	(1,751)	794
Increase (decrease) in related party balances	1,138	738	(2,050)
Increase in unearned revenue	238	1,144	334
Unrealized foreign exchange loss (gain)	2	26	(14)
Net Cash Provided by Operating Activities	57,818	71,152	62,337
Cash Flows from Investing Activities			
Cash paid for vessels (note 4)	—	—	(108,187)
Net proceeds from sale of vessels (note 4)	—	(254)	9,513
Cash paid for vessel improvements	(255)	—	—
Cash paid for other assets	(8)	(6)	(3)
Cash paid for drydockings	(4,632)	(6,681)	(2,548)
Net Cash Used in Investing Activities	(4,895)	(6,941)	(101,225)
Proceeds from issuance of secured notes (note 7)			

Cash Flows from Financing Activities			
Proceeds from issuance of secured notes (note 7)	356,400	—	—
Repurchase of secured notes (note 7)	(365,788)	(50,997)	(350)
Proceeds from drawdown of credit facilities (note 7)	54,800	—	75,000
Repayment of credit facilities (note 7)	(63,575)	(9,500)	(1,925)
Deferred financing costs incurred (note 7)	(12,675)	—	(971)
Class A common shares – dividends paid (note 11)	—	—	(9,508)
Series B Preferred Shares – dividends paid (note 11)	(3,062)	(3,062)	(3,062)
Net Cash (Used in) Provided by Financing Activities	(33,900)	(63,559)	59,184
Net Increase in Cash and Cash Equivalents	19,023	652	20,296
Cash and Cash Equivalents at Start of Year	54,243	53,591	33,295
Cash and Cash Equivalents at End of Year	$73,266	$54,243	$53,591
Supplemental Information			
Total interest paid	$43,152	$43,134	$43,103
Total income tax paid	$46	$50	$69

See accompanying notes to consolidated financial statements

Global Ship Lease, Inc.

Consolidated Statement of Changes in Stockholders' Equity

(Expressed in thousands of U.S. dollars except share data)

	Number of Common Stock at $0.01 Par value	Number of Series B Preferred Shares at $0.01 Par value	Common Stock	Series B Preferred Shares	Additional Paid in Capital	Retained Earnings / (Accumulated Deficit)	Stockholders' Equity
Balance at December 31, 2014	54,947,440	14,000	$ 549	$ —	$ 386,350	$ 51,237	$ 438,136
Restricted Stock Units (note 12)	—	—	—	—	75	—	75
Net loss for the year	—	—	—	—	—	(28,875)	(28,875)
Dividends on Class A common shares (note 11)	—	—	—	—	—	(9,508)	(9,508)
Series B Preferred Shares dividend (note 11)	—	—	—	—	—	(3,062)	(3,062)
Balance at December 31, 2015	54,947,440	14,000	$ 549	$ —	$ 386,425	$ 9,792	$ 396,766
Restricted Stock Units (note 12)	—	—	—	—	283	—	283
Class A common shares issued (notes 11, 12)	34,125	—	1	—	—	—	1
Net loss for the year	—	—	—	—	—	(65,095)	(65,095)
Series B Preferred Shares dividend	—	—	—	—	—	(3,062)	(3,062)

(note 11)							
Balance at December 31, 2016	54,981,565	14,000	$ 550	$ —	$ 386,708	$ (58,365)	$ 328,893
Restricted Stock Units (note 12)	—	—	—	—	40	—	40
Class A common shares issued (notes 11, 12)	34,125	—	—	—	—	—	—
Net loss for the year	—	—	—	—	—	(74,266)	(74,266)
Series B Preferred Shares dividend (note 11)	—	—	—	—	—	(3,062)	(3,062)
Balance at December 31, 2017	55,015,690	14,000	$ 550	$ —	$ 386,748	$ (135,693)	$ 251,605

See accompanying notes to consolidated financial statements

Global Ship Lease, Inc.

Notes to the Consolidated Financial Statements

(Expressed in thousands of U.S. dollars)

1. General

On August 14, 2008, Global Ship Lease, Inc. (the "Company") merged indirectly with Marathon Acquisition Corp. ("Marathon"), a company then listed on The American Stock Exchange. Under the merger agreement, Marathon, a U.S. corporation, first merged with its wholly owned Marshall Islands subsidiary, GSL Holdings, Inc. ("Holdings"), with Holdings continuing as the surviving company. Global Ship Lease, Inc., at that time a subsidiary of CMA CGM S.A. ("CMA CGM"), then merged with Holdings, with Holdings again being the surviving company. Holdings was renamed Global Ship Lease, Inc. and became listed on the New York Stock Exchange on August 15, 2008.

2. Nature of Operations and Basis of Preparation

(a) Nature of Operations

The Global Ship Lease group owns and charters out containerships. As of December 31, 2017, the group owned 18 vessels; 16 were time chartered to CMA CGM and two to Orient Overseas Container Lines ("OOCL"), with remaining charter periods ranging from 0.7 to 8 years.

The following table provides information about the 18 vessels owned as at December 31, 2017:

Vessel Name	Capacity in TEUs (1)	Year Built	Purchase Date by GSL	Charterer	Charter Remaining Duration (years) (2)	Daily Charter Rate
CMA CGM Matisse	2,262	1999	December 2007	CMA CGM	2.0	$15.300
CMA CGM Utrillo	2,262	1999	December 2007	CMA CGM	1.9	$15.300
Delmas Keta	2,207	2003	December 2007	CMA CGM	0.7	$7.800
Julie Delmas	2,207	2002	December 2007	CMA CGM	0.7	$7.800
Kumasi (3)	2,207	2002	December 2007	CMA CGM	3.0	$9.800
Marie Delmas (3)	2,207	2002	December 2007	CMA CGM	3.0	$9.800
CMA CGM La Tour	2,272	2001	December 2007	CMA CGM	2.0	$15.300

CMA CGM Manet	2,272	2001	December 2007	CMA CGM	1.9	$15.300
CMA CGM Alcazar	5,089	2007	January 2008	CMA CGM	3.0	$33.750
CMA CGM Château d'lf	5,089	2007	January 2008	CMA CGM	3.0	$33.750
CMA CGM Thalassa	11,040	2008	December 2008	CMA CGM	8.0	$47.200
CMA CGM Jamaica	4,298	2006	December 2008	CMA CGM	5.0	$25.350
CMA CGM Sambhar	4,045	2006	December 2008	CMA CGM	5.0	$25.350
CMA CGM America	4,045	2006	December 2008	CMA CGM	5.0	$25.350
CMA CGM Berlioz	6,621	2001	August 2009	CMA CGM	3.7	$34.000
GSL Tianjin (4)	8,063	2005	October 2014	CMA CGM	0.9	$13.000
OOCL Qingdao	8,063	2004	March 2015	OOCL	1.1	$34.500
OOCL Ningbo	8,063	2004	September 2015	OOCL	0.8	$34.500

(1) Twenty-foot Equivalent Units

(2) As at December 31, 2017 to mid-point of re-delivery period, updated for subsequent charter extensions. Plus or minus 90 days, other than (i) Julie Delmas and Delmas Keta which are plus or minus 45 days, (ii) Kumasi and Marie Delmas see footnote 3 below, (iii) GSL Tianjin which is now between September 26, 2018 and January 26, 2019 see footnote 4 below, (iv) OOCL Qingdao which is now between January 1, 2019 and March 15, 2019 see footnote 5 below and (v) OOCL Ningbo which is between September 17, 2018 and December 17, 2018, all at charterer's option.

(3) The charters for Kumasi and Marie Delmas were amended in July 2016 to, inter alia, provide us with three consecutive options to extend the charters at $9,800 per day. The first of these options was exercised in July 2017, extending the charters to end 2018. The two remaining options allow us to extend the charters to December 31, 2020 plus or minus 90 days at charterer's option. The earliest possible re-delivery date, not taking into account our remaining options, is shown in the table.

(4) A new time charter for GSL Tianjin, formerly named OOCL Tianjin, with CMA CGM commenced October 25, 2017, immediately upon re-delivery from its previous charter to OOCL, at a fixed rate of $13,000 per day for a period of three to eight months at the charterer's option. The charter was extended with effect from January 26, 2018 at a fixed rate of $11,900 per day for a period of eight to 12 months, at charterer's option. The new period is reflected in the table.

(5) In February 2018, the charter for OOCL Qingdao was extended with effect from March 11, 2018 at a fixed rate of $14,000 per day. Redelivery is now between January 1, 2019 and March 15, 2019, at the charterer's option

Global Ship Lease, Inc.

Notes to the Consolidated Financial Statements (continued)

(Expressed in thousands of U.S. dollars)

2. Nature of Operations and Basis of Preparation (continued)
(a) Nature of Operations (continued)
Segment Information

The activity of the Company currently consists solely of the ownership and chartering out of containerships.

(b) Basis of Preparation
Counterparty risk

The majority of the Company's revenues are derived from charters to CMA CGM. The Company is consequently highly dependent on the performance by CMA CGM of its obligations under these charters. The container shipping industry is volatile and is currently experiencing a sustained cyclical downturn. Many container shipping companies have reported financial losses.

If CMA CGM ceases doing business or fails to perform its obligations under the charters, the Company's business, financial position and results of operations would be materially adversely affected as it is probable that, even if the Company was able to find replacement charters, such replacement charters would be at significantly lower daily rates and shorter durations. If such events occur, there would be significant uncertainty about the Company's ability to continue as a going concern.

These consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, nor to the amounts and classification of liabilities that may be necessary should the Company be unable to continue as a going concern.

3. Significant Accounting Policies
(a) Basis of consolidation
The accompanying consolidated financial statements have been prepared in accordance with United States Generally Accepted Accounting Principles ("U.S. GAAP") and include the financial statements of the Company and its wholly owned subsidiaries. All inter-company transactions and accounts have been eliminated on consolidation.

(b) Use of estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(c) Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

(d) Accounts receivable

The Company carries its accounts receivable at cost less, if appropriate, an allowance for doubtful accounts, based on a periodic review of accounts receivable, taking into account past write-offs, collections and current credit conditions. The Company does not generally charge interest on past-due accounts. Allowances for doubtful accounts amount to $ nil as of December 31, 2017 (2016: $ nil).

3. Significant Accounting Policies (continued)

(e) Vessels

Vessels acquired up to the date of the merger described in note 1, were initially recorded at their acquisition cost, less an amount allocated to drydock component, less accumulated depreciation. From the date of the merger, these vessels have been recorded at their fair value at the date of the merger, less a proportion of the negative goodwillarising at the time of the merger allocated to these vessels, less subsequent accumulated depreciation and impairment loss, if any.

In connection with the merger, the Company recognised an intangible asset, in respect of the five vessels yet to be purchased as at the date of the merger, arising from the comparison of the acquisition prices in the asset purchase agreement between the Company as buyer and CMA CGM as seller and the estimated fair values at the merger date of the vessels yet to be purchased. This intangible asset was transferred to the cost of the appropriate vessel on delivery and as all such vessels have now been delivered, no intangible asset remains in respect of these vessels.

Vessels acquired after the merger are stated at acquisition cost, consisting of the contract price and expenses incurred in connection with the acquisition, less accumulated depreciation.

Subsequent expenditures for major improvements and upgrading are capitalized, provided they appreciably extend the life, increase the earning capacity or improve the efficiency or safety of the vessel.

Borrowing costs incurred during the construction of vessels or as part of the prefinancing of the acquisition of vessels are capitalized. There was no capitalized interest for the years ended December 31, 2017, 2016 or 2015. Other borrowing costs are expensed as incurred.

Vessels are depreciated to their estimated residual value using the straight-line method over their estimated useful lives which are reviewed on an ongoing basis to ensure they reflect current technology, service potential and vessel structure. The useful lives are estimated to be 30 years from original delivery by the shipyard.

Prepayments and costs directly related to the future acquisition of specific vessels are presented in the Consolidated Balance Sheets as vessel deposits.

(f) Drydocking costs

An element of the purchase price of a vessel is allocated to a drydock component which is amortized on a straight line basis to the next anticipated drydocking date. Vessels are drydocked approximately every five years for major repairs and maintenance that cannot be performed while the vessels are operating. Costs directly associated with a drydocking, including the required regulatory inspection of the vessel, its hull and its machinery and for the defouling and repainting of the hull are capitalized as they are incurred and depreciated on a straight line basis over the period between drydocks. Capitalized drydocking costs are classified within investing activities in the Consolidated Statements of Cash Flows.

(g) Intangible liabilities – charter agreements

In connection with the merger (see note 1), the Company recognised an intangible liability using the market approach whereby the Company's actual charter rates were compared to market rates at the merger date. These intangible liabilities, recognizing the below market rates as at the date of merger, are amortized, giving rise to an increase of time charter revenue, over the remaining term of the relevant charters.

(h) Long-lived assets

Fixed assets such as vessels are reviewed individually for impairment when events or changes in circumstances indicate that their carrying amounts may not be recoverable. An impairment charge is recognized when the sum of the expected undiscounted future cash flows from the asset over its estimated remaining useful life is less than its carrying amount and is recorded equal to the amount by which the asset's carrying amount exceeds its fair value. Fair value is the net present value of estimated future cash flows, discounted by an appropriate discount rate.

3. Significant Accounting Policies (continued)

The assumptions used involve a considerable degree of estimation. Actual conditions may differ significantly from the assumptions and thus actual cash flows may be significantly different to those estimated with a material effect on the recoverability of each vessel's carrying amount. The most significant assumptions made for the determination of expected cash flows are (i) charter rates on expiry of existing charters, which are based on forecast charter rates, where relevant, for the four years from the date of the impairment test and a reversion to the historical mean for each vessel thereafter (ii) off-hire days, which are based on actual off-hire statistics for the Company's fleet (iii) operating costs, based on current levels escalated over time based on long term trends (iv) dry docking frequency, duration and cost and (v) estimated useful life which is assessed as a total of 30 years from original delivery by the shipyard. In the case of an indication of impairment, the results of a recoverability test would also be sensitive to the discount rate applied.

(i) Deferred financing costs
Costs incurred in connection with obtaining long term debt and in obtaining amendments to existing facilities are recorded as deferred financing costs and are amortized to interest expense using the effective interest method over the estimated duration of the related debt. Such costs include fees paid to the lenders or on the lenders' behalf and associated legal and other professional fees. Debt issuance costs, other than any up-front arrangement fee for revolving credit facilities, related to a recognized debt liability are presented as a direct deduction from the carrying amount of that debt. Arrangement fees for revolving credit facilities are shown within Other Long Term Assets.

(j) Preferred shares
Series A Preferred Shares were included within Liabilities in the Consolidated Balance Sheets, up to their redemption in August 2014, and the dividends were included within interest expense in the Consolidated Statements of Income as their nature was similar to that of a liability rather than equity. Holders of these mandatorily redeemable preferred shares were entitled to receive a dividend equal to 3-month USD LIBOR plus 2% on the original issue price and ranked senior to the Class A and Class B common shares with respect to dividend rights and rights upon liquidation, dissolution or winding up of the Company.

Series B Preferred Shares have been included within Equity in the Consolidated Balance Sheets, from their issue in August 2014, and the dividends are presented as a reduction of Retained Earnings in the Consolidated Statement of Stockholders' Equity as their nature is similar to that of an equity instrument rather than a liability. Holders of these redeemable perpetual preferred shares, which may only be redeemed at the discretion of the Company, are entitled to receive a dividend equal to 8.75% on the original issue price and rank senior to the Class A and Class B common shares with respect to dividend rights and rights upon liquidation, dissolution or winding up of the Company.

(k) Classification of long term debt
Long term debt is classified within current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

3. Significant Accounting Policies (continued)
(l) Other comprehensive income (loss)
Other comprehensive income (loss), which is reported in the Consolidated Statement of Stockholders' Equity, consists of net income (loss) and other gains and losses affecting equity that, under U.S. GAAP, are excluded from net income (loss). Under ASU 2011-05, an entity reporting comprehensive income in a single continuous financial statement shall present its components in two sections, net income and other comprehensive income. As the Company does not, to date, have other comprehensive income, the accompanying consolidated financial statements only include Consolidated Statements of Income.

(m) Revenue recognition and related operating expense

The Company charters out its vessels on time charters which involves placing a vessel at a charterer's disposal for a period of time during which the charterer uses the vessel in return for the payment of a specified daily hire rate. Such charters are accounted for as operating leases and therefore revenue is recognized on a straight line basis as the average revenues over the rental periods of such charter agreements, as service is performed. Cash received in excess of earned revenue is recorded as deferred revenue. If a time charter contains one or more consecutive option periods, then subject to the options being exercisable solely by the Company, the time charter revenue will be recognized on a straight-line basis over the total remaining life of the time charter, including any options which are more likely than not to be exercised. Any difference between the charter rate invoiced and the time charter revenue recognized is classified as, or released from, deferred revenue within the Consolidated Balance Sheets.

Under time charter arrangements the Company, as owner, is responsible for all the operating expenses of the vessels, such as crew costs, insurance, repairs and maintenance, and such costs are expensed as incurred.

(n) Foreign currency transactions

The Company's functional currency is the U.S. dollar as substantially all revenues and a majority of expenditures are denominated in U.S. dollars. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of

exchange at the balance sheet dates. Expenses paid in foreign currencies are recorded at the rate of exchange at the transaction date. Exchange gains and losses are included in the determination of net income (loss).

(o) Repairs and maintenance
All expenditures relating to routine maintenance and repairs are expensed when incurred.

(p) Insurance
The Company maintains hull and machinery insurance, war risks insurance, protection and indemnity insurance coverage, increased value insurance, and freight, demurrage and defence insurance coverage in amounts considered prudent to cover normal risks in the ordinary course of its operations. Premiums paid in advance to insurance providers are recognized as prepaid expenses and are expensed over the period covered by the insurance contract.

(q) Share based compensation
The Company may award restricted stock units to its management and Directors as part of their compensation.

The fair value of restricted stock unit grants is determined by reference to the quoted stock price on the date of grant, adjusted for estimated dividends forgone until the restricted stock units vest. Compensation expense is recognized based on a graded expense model over the expected vesting period.

(r) Income taxes
The Company and its Marshall Island subsidiaries are exempt from taxation in the Marshall Islands. The Company's vessels are flagged in Bahamas, Cyprus, Hong Kong and Panama and are liable for tax based on the tonnage of the vessel. The cost, which is included within operating expenses, amounted to $72, $93 and $124 for the years ended December 31, 2017, 2016 and 2015, respectively. The Cyprus and Hong Kong subsidiaries are liable for income tax on any interest income earned from non-shipping activity.

3. Significant Accounting Policies (continued)
The Company has one subsidiary in the United Kingdom, where the principal rate of corporate income tax is 19% (2016: 20%, 2015: 20%). This subsidiary earns management and other fees from fellow group companies.

The Company accounts for deferred income taxes using the liability method which requires the determination of deferred tax assets and liabilities, based upon temporary timing differences that arise between the financial statement and tax bases of recorded assets and liabilities, using enacted tax rates in effect for the year in which differences are expected to reverse. The net deferred tax asset is adjusted by a valuation allowance where appropriate, if, based on the weight of available evidence, it is more likely than not that some portion or all of the net deferred tax asset will not be

realized. At December 31, 2017 a deferred tax liability of $17 (2016: $20) was recognized relating to stock based compensation costs charged to the Consolidated Statements of Income in respect of unvested shares and timing differences between the carrying amounts of assets for financial reporting purposes and their tax bases.

The Company recognizes uncertain tax positions only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based solely on the technical merits of the position.

(s) Inventories

Inventories consist of bunkers and lubricants on board certain of the vessels. Inventories are stated at the lower of cost or market value as determined using the first-in, first-out method.

(t) Dividends

Dividends are recorded in the period in which they are declared by the Company's Board of Directors. Dividends to be paid are presented in the Consolidated Balance Sheets in the line item "Dividends payable".

Global Ship Lease, Inc.

Notes to the Consolidated Financial Statements (continued)

(Expressed in thousands of U.S. dollars)

(u) Earnings per share

Basic earnings per common share are based on income available to common shareholders divided by the weighted-average number of common shares outstanding during the period, excluding unvested restricted stock units. Diluted earnings per common share are calculated by applying the treasury stock method. All unvested restricted stock units that have a dilutive effect are included in the calculation. The basic and diluted earnings per share for the period are presented for each category of participating common shares under the two-class method.

(v) Recently issued accounting standards

In May 2014, the Financial Accounting Standards Board ("FASB") issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606)", which supercedes nearly all existing revenue recognition guidance under U.S. GAAP. The effective date is for annual periods beginning after December 15, 2017. The ASU requires the Company to (i) identify the contracts(s) with the customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the entity satisfies a performance obligation. The Company expects that its time charter arrangements contain a service component, for example the provision of crew, that may fall within the scope of this standard. However, the Company does not expect the application of this standard to have a material impact on the financial statements, as it understands the proposed amendments to ASC 842 (see below) allowing entities not to separate the non-lease component can also be applied under the lease accounting standard applicable during 2018 (ASC 840).

In February 2016, FASB issued an accounting standards update (ASC 2016-02) in respect of leases (Topic 842). The update makes significant changes to the accounting requirements for lessees, who will be required to recognize right-of-use assets with a corresponding lease liability for all but short-term leases. The standard is to be adopted using a modified retrospective transition. The accounting requirements for lessors remain largely unchanged. The update is effective for annual periods beginning after December 15, 2018 although early application is permitted. The standard requires the Company to identify lease and non-lease components of a lease agreement. Lease components relate to the right to use the leased asset and non-lease components (or service components) relate to payments for goods or services that are transferred separately from the right to use the underlying asset. Total lease consideration is allocated to lease and non-lease components.

On November 29, 2017, the FASB proposed amendments to ASC 842 to add two practical expedients which would allow entities to elect for a simplified transition approach, and provide lessors with an option to simplify how lease and other related revenues are presented and disclosed. The Company will adopt ASC 842 with effect from January 1, 2019, and does not anticipate, beyond additional disclosures, any material impact on the financial statements.

3. Significant Accounting Policies (continued)

The Company does not believe that any other recently issued, but not yet effective, accounting pronouncements, would have a material impact on its consolidated financial statements.

4. Vessels in Operation, less Accumulated Depreciation

	December 31, 2017	December 31, 2016
Cost	$ 1,003,440	$ 1,095,275
Accumulated Depreciation	(318,037)	(283,743)
Vessel impairment during period	(87,624)	(92,422)
Net book value	$ 597,779	$ 719,110

Whilst charter rates in the spot market and asset values saw improvements through 2017, taking into account the seasonal as well as cyclical nature of the container shipping industry, the recovery is not considered to have been sufficiently sustained not to undertake a fleet-wide review for impairment as at December 31, 2017; which resulted in an impairment charge on five vessels, totalling $87,624, being recognised in the three months ended December 31, 2017.

In October 2017, a new charter of GSL Tianjin was agreed with CMA CGM for a period of three to eight months (at the charterer’s option) at a fixed rate of $13,000 per day, commencing October 25, 2017, immediately upon re-delivery from its previous charter to OOCL. The new charter triggered the performance of an impairment test on the vessel. No impairment was identified.

An impairment test was performed on all vessels as at December 31, 2016 (see note 3), which resulted in an impairment charge on four vessels, totalling $63,065, being recognised in the three months ended December 31, 2016.

Global Ship Lease, Inc.

Notes to the Consolidated Financial Statements (continued)

(Expressed in thousands of U.S. dollars)

Impairment tests were performed on two of the group's vessels as at July 31, 2016, following amendments to the terms of their charters (see note 3), which resulted in an impairment charge of $29,357 being recognised in the three months ended September 30, 2016.

Ville d'Aquarius and Ville d'Orion were redelivered at the end of their charters during the fourth quarter of 2015 and the sales of the vessels were agreed and completed in November 2016 and December 2015, respectively. These vessels were impaired as at September 30, 2015 by $22,203 and $22,497 respectively to their fair value less estimated costs to sell. Following completion of the sales, a gain on sale was recognised in the amount of $93, measured against the revised carrying value, and this is presented in Other Operating Income in the Consolidated Statements of Income.

Variations in net book value of vessels, including drydocking, are presented below:

	December 31, 2017	December 31, 2016
Opening balance	$ 719,110	$ 846,939
Additions in the period	4,260	7,370
Depreciation expense	(37,967)	(42,777)
Vessel impairment	(87,624)	(92,422)
Closing balance	$ 597,779	$ 719,110

As of December 31, 2017, all of the 18 vessels were pledged as collateral under the 2022 Notes and the Secured Term Loan (see note 7).

5. Intangible Assets

	December 31, 2017	December 31, 2016

Software development:		
Opening balance	$ 16	$ 39
Depreciation	(9)	(23)
Closing balance	$ 7	$ 16

6. Intangible Liability – Charter Agreements

	December 31, 2017	December 31, 2016
Opening balance	$ 11,589	$ 13,693
Amortization in period	(1,807)	(2,104)
Closing balance	$ 9,782	$ 11,589

Intangible liabilities relate to management's estimate of the fair value of below-market charters on August 14, 2008, the date of the merger (see note 1). The intangible liabilities are being amortized for each vessel over the remaining life of the associated charter. The fair value was estimated by management based on its experience with regard to availability of similar vessels, costs to build new vessels and current market demand. The contracted lease rates were compared to the estimated market lease rates for similar vessels. The intangible liabilities were determined by discounting the difference in the projected lease cash flows using a discount rate of 8.0% and the remaining length of the charter as the relevant time period.

Amortization of the intangible liabilities for the 12 vessels in the company's fleet as of the date of the merger began on the date following the merger and for the remaining five vessels purchased by the Company after the merger, amortization commenced upon delivery. These intangible liabilities are amortized over the remaining term of the relevant charter, giving rise to an increase in time charter revenue.

Global Ship Lease, Inc.

Notes to the Consolidated Financial Statements (continued)

(Expressed in thousands of U.S. dollars)

7. Long Term Debt

	December 31, 2017	December 31, 2016
2019 Notes	$ —	$ 420,000
2022 Notes	360,000	—
Less repurchase of Notes (note 7(a))	—	(54,212)
Less original issue discount	(3,600)	(6,300)
Amortization of original issue discount	133	3,910
2022 Notes / 2019 Notes (note 7(d) and (a))	356,533	363,398
Revolving Credit Facility (note 7(b))	—	39,200
Secured Term Loan (note 7(c))	—	24,375
Super Senior Term Loan (note 7(e))	54,800	—
Less: Deferred financing costs (note 7(e))	(12,818)	(7,100)
Balance	398,515	419,873
Less: Current portion of 2019 Notes (note 7(a))	—	(19,501)
Less: Current portion of Secured Term Loan (note 7(c))	—	(11,525)
Less: Current portion of Super Senior Term Loan (note 7(e))	(40,000)	—
Non-current portion of Long-Term Debt	$ 358,515	$ 388,847

a) 10.0% First Priority Secured Notes Due 2019

In March 2014 the Company issued $ 420,000 of 10.0% First Priority Secured Notes with a final maturity on April 1, 2019. The outstanding 2019 Notes were fully repaid and terminated on November 22, 2017 using proceeds of the issue of the 2022 Notes (see note 7(d)).

Interest on the 2019 Notes was payable semi-annually on April 1 and October 1 of each year. The 2019 Notes were secured by first priority ship mortgages on 16 of the Company’s 18 vessels and by assignments of earnings and insurances, a pledge over certain bank accounts, as well as share pledges over each subsidiary owning the 16 mortgaged vessels. In addition, the 2019 Notes were fully and unconditionally guaranteed, jointly and severally, by the Company’s 18 vessel owning subsidiaries and Global Ship Lease Services Limited.

The original issue discount was amortised on an effective interest rate basis over the life of the 2019 Notes.

Under the terms of the 2019 Notes, the Company was required within 120 days following the end of each financial year in which the Company has at least $1,000 of Excess Cash Flow, as defined, to offer to purchase up to a maximum offer amount of $20,000, such amount being the aggregate of 102% of the principal amount plus any accrued and unpaid interest thereon, up to, but not including, the purchase date. The first such offer, for 2014, in the maximum amount of $20,000, was made on April 21, 2015. At the close of this offer, $350 nominal amount of 2019 Notes was tendered and accepted.

Following the sale of two vessels in November and December 2015 which were secured to the 2019 Notes, the Company was required to offer the net sale proceeds, less a proportion used to repay part of the Revolving Credit Facility (see note 7(b)), to Noteholders ("Collateral Sale Offer"). The terms of the Collateral Sale Offer were the same as those of the annual Excess Cash Flow Offer. Consequently, on February 2, 2016, the Company launched a combined Excess Cash Flow Offer for 2015 and the Collateral Sale Offer in an aggregate amount of $28,417 ("Maximum Offer Amount"), at a purchase price of 102% of the aggregate principal amount plus any accrued and unpaid interest thereon, up to, but not including, the purchase date. At the close of this offer, the nominal amount of 2019 Notes tendered exceeded the Maximum Offer Amount and $26,662 principal amount of 2019 Notes were accepted on a pro rata basis.

The third Excess Cash Flow offer, for 2016, in the maximum amount of $20,000, was launched on March 22, 2017. At the close of this offer on April 19, 2017, the 2019 Notes tendered exceeded the Maximum Offer Amount and $19,501 nominal amount of the 2019 Notes was accepted on a pro rata basis.

In May, August and November, 2016, the Company purchased $4,200, $5,000 and $18,000 principal amount of 2019 Notes respectively, in the open market. This gave rise to gains of $452, $475 and $1,938, which are included within Interest Expense in the Consolidated Statements of Income. These Notes were subsequently cancelled.

7. Long Term Debt (continued)

b) Revolving Credit Facility

On March 19, 2014, and in connection with the 2019 Notes, the Company entered into a $40,000 senior secured revolving credit facility with Citibank N.A. (the "Revolving Credit Facility") with a final maturity on October 1, 2018. The interest rate

under the facility was USD LIBOR plus a margin of 3.25% and was payable at least quarterly. The outstanding balance of the Revolving Credit Facility was fully repaid on October 31, 2017 using proceeds of the Super Senior Term Loan (see note 7(e)).

c) Secured Term Loan

On July 29, 2015, the Company entered into a $35,000 secured term loan with DVB Bank SE (the "Secured Term Loan") with a maturity five years after drawdown, with early repayment, inter alia, if the 2019 Notes were not refinanced by November 30, 2018, or if the secured vessel ceased to be employed on a charter for a period in excess of 90 days. This Secured Term Loan was fully repaid on October 26, 2017 using proceeds of the new Super Senior Term Loan (see note 7(e)) and cash on hand.

The Secured Term Loan bore interest at USD LIBOR plus a margin of 2.75% and was payable at least quarterly.

The Secured Term Loan was secured by a first priority ship mortgage on OOCL Tianjin and by assignment of earnings and insurances for the same vessel.

d) 9.875% First Priority Secured Notes due 2022

On October 31, 2017 the Company completed the sale of $360,000 of 9.875% First Priority Secured Notes ("the 2022 Notes") which mature on November 15, 2022. Proceeds after the deduction of the original issue discount, but before expenses, amounted to $356,400.

Interest on the 2022 Notes is payable semi-annually on May 15 and November 15 of each year, commencing on May 15, 2018. As at December 31, 2017 the 2022 Notes were secured by first priority ship mortgages on all of the Company's 18 vessels (the "Mortgaged Vessels") and by assignments of earnings and insurances, pledges over certain bank accounts, as well as share pledges over each subsidiary owning a Mortgaged Vessel. In addition, the 2022 Notes are fully and unconditionally guaranteed, jointly and severally, by the Company's 18 vessel owning subsidiaries and Global Ship Lease Services Limited.

The Company is required to have a minimum cash balance of $20,000 on each test date, being March 31, June 30, September 30 and December 31 in each year.

The original issue discount is being amortised on an effective interest rate basis over the life of the 2022 Notes.

The Company is required to repay $40,000 each year for the first three years and $35,000 thereafter, across both the 2022 Notes and the new Super Senior Term Loan. The new Super Senior Term Loan has minimum fixed amortization whereas as long as amounts are outstanding under that Term Loan amortization of the 2022 notes is at the option of the noteholders. Around the first and second anniversary of the issue of the 2022 Notes, the Company will offer to redeem $20,000 of the 2022 Notes at a purchase price of 102%. Any such offer not accepted will be applied to repay the Super Senior Term Loan at par. Should the amount outstanding under the Super Senior Term Loan be insufficient to absorb the total amount to be repaid, the excess will be mandatorily redeemed against the 2022 Notes at 102%. Around the third anniversary of the issue of the 2022 Notes, the Company will mandatorily redeem $40,000 of the 2022 Notes at a purchase price of 102%, less any amount remaining under the Super Senior Term Loan. Around the fourth anniversary of the issue of the 2022 Notes, the Company will mandatorily redeem $35,000 of the 2022 Notes at a purchase price of 102%.

e) Super Senior Term Loan

On October 26, 2017, and in connection with the 2022 Notes, the Company entered into a new $54,800 Super Senior Term Loan with Citibank N.A. (the “Super Senior Term Loan”). The term loan was drawn down in full on October 31, 2017 and matures no later than October 31, 2020. The interest rate is USD LIBOR plus a margin of 3.25% and is payable at least quarterly.

Amortization, which may be increased as described in note 7(d) above, is payable semi-annually and is a minimum of $20,000 in each of the first and second years with the balance to be repaid in the third year.

The collateral provided to the 2022 Notes also secures on a first priority basis the Super Senior Term Loan. The Company is required to have a minimum cash balance of $20,000 on each test date, being March 31, June 30, September 30 and December 31 in each year.

Global Ship Lease, Inc.

Notes to the Consolidated Financial Statements (continued)

(Expressed in thousands of U.S. dollars)

7. Long Term Debt (continued)

f) Repayment Schedule

Based on scheduled repayments from January 1, 2018 the long term debt, comprising the 2022 Notes and the Super Senior Term Loan, will be reduced in each of the relevant periods as follows:

Year ending December 31,	
2018	$40,000
2019	40,000
2020	40,000
2021	35,000
2022	259,800
	414,800
Less: original issue discount	(3,467)
Less: deferred financing costs	(12,818)
	$398,515

g) Deferred Financing Costs

	December 31, 2017	December 31, 2016
Opening balance	$ 7,100	$ 10,611
Expenditure in the period	13,177	—
Amortization included within interest expense	(7,459)	(3,511)
Closing balance	$ 12,818	$ 7,100

Costs amounting to $13,117 were incurred in connection with the Company's issue of the 2022 Notes and agreeing the Super Senior Term Loan. These are being amortized on an effective interest rate basis over the life of the financings for which they were incurred.

The remaining unamortized balance of deferred financing costs relating to the 2019 Notes, Revolving Credit Facility and the Secured Term Loan which were fully repaid and terminated in October 2017 amounting to $4,191 was written off and recorded within interest expense within the Consolidated Statements of Income. As the replacement of the Revolving Credit Facility with the Super Senior Term Loan is deemed to be a debt modification, the remaining

unamortized balance of deferred financing costs related to the Revolving Credit Facility are being carried forward and being amortized with the costs of the Super Senior Term Loan.

8. Other Operating Income

Other operating income is summarized as follows:

	Year ended December 31,		
	2017	2016	2015
Sundry shipping income	$51	$216	$382
Gain on sale of vessels	—	—	93
	$51	$216	$475

9. Related Party Transactions

CMA CGM is presented as a related party as it was, until the merger referred to in note 1, the parent company of Global Ship Lease, Inc. and at December 31, 2017 is a significant shareholder of the Company, owning Class A and Class B common shares representing a 44.4% voting interest in the Company.

Amounts due to and from CMA CGM companies are shown in the Consolidated Balance Sheets. The current account balances at December 31, 2017 and December 31, 2016 relate to amounts payable to or recoverable from CMA CGM group companies. The majority of the Company’s charter arrangements are with CMA CGM and one of its subsidiaries provides the Company with ship management services on the majority of its vessels.

Time Charter Agreements

The majority of the Company's time charter arrangements are with CMA CGM. Under these time charters, hire is payable in advance and the daily rate is fixed for the duration of the charter. The charters are for remaining periods as at December 31, 2017 of between 0.7 and 8.0 years (see note 2(a)). Of the $481,701 maximum contracted future charter hire receivable for the fleet set out in note 10, $468,764 relates to the 16 vessels that were chartered to CMA CGM as at December 31, 2017. Revenues generated from charters to CMA CGM are shown separately in the Consolidated Statements of Income.

Ship Management Agreements

At December 31, 2017, the Company outsourced day to day technical management of 13 of its vessels to CMA Ships Limited ("CMA Ships"), a wholly owned subsidiary of CMA CGM. The Company pays CMA Ships an annual management fee of $123 per vessel (2016: $123, 2015: $123) and reimburses costs incurred by CMA Ships on its behalf, mainly being for the provision of crew, lubricating oils and routine maintenance. Such reimbursement is subject to a cap per day per vessel, depending on the vessel. The impact of the cap is determined annually on a vessel by vessel basis for so long as the initial charters remain in place; no claims have been made under the cap agreement. Ship management fees related to CMA Ships are shown separately in the Consolidated Statements of Income.

Except for transactions with CMA CGM companies, the Company did not enter into any other related party transactions.

10. Commitments and Contingencies

Charter Hire Receivable

The Company has entered into time charters for its vessels. The charter hire is fixed for the duration of the charter. The maximum contracted annual future charter hire receivable (not allowing for any offhire and assuming expiry at the mid-point between the earliest and latest possible end dates) for the 18 vessels as at December 31, 2017, and assuming the options included in the charters for Kumasi and Marie Delmas are exercised, is as follows:

Year ending December 31,

2018	132,423
2019	110,439
2020	89,432
2021	53,917
2022	43,837
Thereafter	51,653
	$481,701

11. Share Capital

At December 31, 2017 the Company had two classes of common shares. The rights of holders of Class B common shares are identical to those of holders of Class A common shares, except that the dividend rights of holders of Class B common shares are subordinated to those of holders of Class A common shares. Dividends, when declared, must be paid as follows:

- firstly, to all Class A common shares at the applicable rate for the quarter;
- secondly, to all Class A common shares until they have received payment for all preceding quarters at the rate of $0.23 per share per quarter;
- thirdly, to all Class B common shares at the applicable rate for the quarter;
- then, to all Class A and B common shares as if they were a single class.

The Class B common shares remain subordinated until the Company has paid a dividend at least equal to $0.23 per quarter per share on both the Class A and Class B common shares for the immediately preceding four-quarter period. Due to the requirements described above, Class B common shares cannot receive any dividend until all Class A common shares have received dividends representing $0.23 per share per quarter for all preceding quarters. Should the notional arrearages of dividend on the Class A common shares be made up and a dividend at the rate of $0.23 per share be paid for four consecutive quarters, the Class B common shares convert to Class A common shares on a one-for-one basis. Also, each Class B common share will convert into a Class A common share on a change of control of the Company.

A dividend of $0.10 per Class A common share was paid on August 24, 2015 and on November 24, 2015. Prior to these, the last quarter for which a dividend was paid was the fourth quarter 2008 at $0.23 per Class A common share.

Global Ship Lease, Inc.

Notes to the Consolidated Financial Statements (continued)

(Expressed in thousands of U.S. dollars except share data)

Restricted stock units have been granted periodically to the Directors and management, under the Company's 2008 Equity Incentive Plan, as part of their compensation arrangements (see note 13). On August 28, 2015, the Company adopted the 2015 Equity Incentive Plan. The 2008 Equity Incentive Plan was closed. The 2015 Plan which permits a maximum issuance of 1,500,000 shares. On December 29, 2017, 34,125 shares were issued under the 2015 Plan, representing 20% of the directors' base fee for 2017. On March 31, June 30, September 30 and December 30, 2016, 8,529, 8,534, 8,534 and 8,528 shares respectively, were issued under the 2015 Plan, representing 20% of directors' base fee for quarters ended March 31, June 30, September 30, and December 31, 2016. In both years, the number of shares issued was determined on the basis of a notional value per share of $4.00 rather than market values.

11. Share Capital (continued)

On August 20, 2014, the Company issued 1,400,000 depositary shares, each of which represents 1/100th of one share of the Company's 8.75% Series B Cumulative Redeemable Perpetual Preferred Shares (the "Series B Preferred Shares"). Dividends are payable at 8.75% per annum in arrears on a quarterly basis. At any time after August 20, 2019 (or within 180 days after the occurrence of a fundamental change), the Series B Preferred Shares may be redeemed, at the discretion of the Company, in whole or in part, at a redemption price of $2,500.00 per share (equivalent to $25.00 per depositary share). The net proceeds from the offering were $33,497. These shares are classified as Equity in the Consolidated Balance Sheets. The dividends payable on the Series B Preferred Shares are presented as a reduction of Retained Earnings in the Consolidated Statements of Equity, when and if declared by the Board of Directors. An initial dividend was declared on September 22, 2014 for the third quarter 2014. Subsequent quarterly dividends have been declared, the latest of which was on December 8, 2017 for the fourth quarter 2017.

12. Share-Based Compensation

In August 2008, the Company's Board adopted the 2008 Equity Incentive Plan (the "2008 Plan"), which enables management, consultants and Directors of the Company and its subsidiaries to receive options, stock appreciation rights, stock grants, stock units and dividend equivalents.

The 2008 Plan is administered by the Board or a committee of the Board. The maximum aggregate number of Class A common shares that may be delivered pursuant to awards granted under the 2008 Plan during the 10-year term of the Plan was 1,500,000. The maximum number of Class A common shares with respect to which awards may be granted

to any participant in the 2008 Plan in any fiscal year was 500,000. Awards totaling 1,498,123 Class A common shares were made under the 2008 Plan until it was closed for new awards in August 2015, when the 2015 Plan was adopted (see below).

The holder of a stock grant awarded under the 2008 Plan has the same voting, dividend and other rights as the Company's other Class A common shareholders when the grant vests and the shares are issued.

On August 28, 2015, the Company adopted the 2015 Equity Incentive Plan (the "2015 Plan"), which allows the Board of Directors to grant employees, consultants and directors of the Company and its subsidiaries options, stock appreciation rights, stock grants, stock units and dividend equivalents on substantially the same terms as the 2008 Plan, which was closed for further awards. The 2015 Plan permits a maximum issuance of 1,500,000 shares.

Under both the 2008 Plan and 2015 Plan, the Company issued the following share based awards since January 1, 2014:

	Restricted Stock Units Number of Units			
	Management	Directors	Weighted Average Fair Value on Grant Date	Actual Fair Value on Vesting Date
Unvested as at January 1, 2015	300,000	—	$ 3.25	n/a
Vested in 2015	—	—	—	n/a
Unvested as at December 31, 2015	300,000	—	$ 3.25	n/a
Granted in March 2016	200,000	—	1.18	n/a
Unvested as at December 31, 2016	500,000	—	$ 2.42	n/a
Granted in 2017	—	—	—	n/a
Unvested as at December 31, 2017	500,000	—	$ 2.42	n/a

Under the 2008 Plan, restricted stock units granted to four members of management on September 2, 2011 were to vest over two years; half during September and October 2012 and the remaining half during September and October 2013. In March 2012, these grants were amended and restated to provide that vesting would occur only when the individual leaves employment, for whatever reason, provided that this was after September 30, 2012 in respect of half of the grant and after

September 30, 2013 for the other half of the grant. Restricted stock units granted to management on March 13, 2012 are expected to vest when the individual leaves employment, provided that this is after September 30, 2014 and is not as a result of resignation or termination for cause. Restricted stock units granted to management on March 7, 2013 are expected to vest when the individual leaves employment, provided that this is after September 30, 2015 and is not as a result of resignation or termination for cause.

12. Share-Based Compensation (continued)

For the grants issued on March 13, 2012 and March 7, 2013, the fair value at the grant date was the closing price for the common stock on that date. The share value has not been discounted as no dividends were expected to be paid on the common stock at that time.

Under the 2015 Plan, restricted stock units granted to four members of management on March 3, 2016 were divided into two tranches. The first tranche (100,000 restricted stock units)) will vest when the individual leaves employment, provided that this is after December 31, 2016 and is not for cause. The second tranche (100,000 restricted stock units) also vests after December 31, 2016 on the same terms, but, in addition, only if and when the stock price has been at or above $5.00 for 20 consecutive trading days and provided that this has occurred before December 31, 2019.

Under the 2015 Plan, restricted stock units were granted on January 8, 2018 to five members of management as part of their 2017 remuneration, in two tranches. The first tranche (100,000 restricted stock units)) will vest when the individual leaves employment, provided that this is after March 31, 2018 and is not for cause. The second tranche (100,000 restricted stock units) also vests after March 31, 2018 on the same terms, but, in addition, only if and when the stock price has been at or above $3.00 for 20 consecutive trading days and provided that this has occurred before December 31, 2020.

During the year ended December 31, 2017 and 2016, 34,125 shares were issued under the 2015 Plan, representing 20% of directors' base fee for 2017 and 2016 respectively. The number of shares to be issued was determined on the basis of a notional value per share of $4.00 rather than market values.

Using the graded vesting method of expensing the restricted stock unit grants, the weighted average fair value of the stock units is recognized as compensation costs in the consolidated statement of income over the vesting period. The fair value of the restricted stock units for this purpose is calculated by multiplying the number of stock units by the fair value of the shares at the grant date, which is discounted for dividends forfeited over the vesting period. The Company has not factored any anticipated forfeiture into these calculations based on the limited number of participants.

During the year ended December 31, 2017, the Company recognized a total of $272 (2016: $283, 2015: $75) in respect of share based compensation costs. As at December 31, 2017 there were no unrecognized compensation costs relating to the above share based awards (2016: $ nil).

13. Risks Associated with Concentration

The Company is exposed to certain concentration risks that may adversely affect the Company's financial position in the near term:

(i) The Company derives the majority of its revenue from CMA CGM which is exposed to the cyclicality of the container shipping industry.
(ii) There is a concentration of credit risk with respect to cash and cash equivalents at December 31, 2017 to the extent that substantially all of the amounts are deposited with three banks (2016; three banks). However, the Company believes this risk is remote as the banks are high credit quality financial institutions.

14. Earnings per Share

Basic earnings per common share is presented under the two-class method and is computed by dividing the earnings applicable to common stockholders by the weighted average number of common shares outstanding for the period.

Under the two class method, net income, if any, is first reduced by the amount of dividends declared in respect of common shares for the current period, if any, and the remaining earnings are allocated to common shares and participating securities to the extent that each security can share the earnings assuming all earnings for the period are distributed. The Class B common shareholders' dividend rights are subordinated to those of holders of Class A common shares (see note 11). Net income for the relevant period is allocated based on the contractual rights of each class of security and as there was insufficient net income to allow any dividend on the Class B common shares no earnings were allocated to Class B common shares.

Global Ship Lease, Inc.

Notes to the Consolidated Financial Statements (continued)

(Expressed in thousands of U.S. dollars except share data)

Losses are only allocated to participating securities in a period of net loss if, based on the contractual terms, the relevant common shareholders have an obligation to participate in such losses. No such obligation exists for Class B common shareholders and, accordingly, losses would only be allocated to the Class A common shareholders.

At December 31, 2017, there were 500,000 restricted stock units granted and unvested as part of management's equity incentive plan. As of December 31, 2017 only Class A and B common shares are participating securities.

14. Earnings per Share (continued)
For the years ended December 31, 2017, December 31, 2016 and December 31, 2015, the diluted weighted average number of Class A common shares outstanding is the same as the basic weighted average number of shares outstanding, including the RSU's without service conditions. The diluted weighted average number of shares excludes the outstanding share-based incentive awards as these would have had an antidilutive effect.

(In thousands, except share data)	Year ended December 31, 2017	Year ended December 31, 2016	Year ended December 31, 2015
Class A common shares			
Basic weighted average number of common shares outstanding (B)	47,575,889	47,554,351	47,541,484
Weighted average number of RSU's without service conditions (note 12) (B)	400,000	300,000	243,904
Dilutive effect of share-based incentive awards	—	—	—
Common shares and common share equivalents (F)	47,975,889	47,854,351	47,785,388
Class B common shares			
Basic weighted average number of common shares outstanding (D)	7,405,956	7,405,956	7,405,956
Dilutive effect of share-based incentive awards	—	—	—
Common shares (H)	7,405,956	7,405,956	7,405,956
Basic Earnings per Share			

Net loss available to common shareholders	$ (77,328)	$ (68,157)	$ (31,937)
Available to:			
- Class A shareholders for period	$ (77,328)	$ (68,157)	$ (31,937)
- Class A shareholders for arrears	—	—	—
- Class B shareholders for period	—	—	—
- allocate pro-rata between Class A and B	—	—	—
Net loss available for Class A (A)	$ (77,328)	$ (68,157)	$ (31,937)
Net income (loss) available for Class B (C)	—	—	—
Basic Earnings per share:			
Class A (A/B)	$ (1.61)	$ (1.42)	$ (0.67)
Class B (C/D)	—	—	—
Diluted Earnings per Share			
Net loss available to common shareholders	$ (77,328)	$ (68,157)	$ (31,937)
Available to:			
- Class A shareholders for period	$ (77,328)	$ (68,157)	$ (31,937)
- Class A shareholders for arrears	—	—	—
- Class B shareholders for period	—	—	—
- allocate pro rata between Class A and B	—	—	—
Net loss available for Class A (E)	$ (77,328)	$ (68,157)	$ (31,937)
Net income (loss) available for Class B (G)	—	—	—
Diluted Earnings per share:			
Class A (E/F)	$ (1.61)	$ (1.42)	$ (0.67)
Class B (G/H)	—	—	—

Global Ship Lease, Inc.

Notes to the Consolidated Financial Statements (continued)

(Expressed in thousands of U.S. dollars except share data)

15. Subsequent events

In January 2018, the charter for GSL Tianjin to CMA CGM was extended with effect from January 26, 2018 at a fixed rate of $11,900 per day for a period of eight to 12 months, at charterer's option.

In February 2018, the charter for OOCL Qingdao to OOCL was extended with effect from March 11, 2018 at a fixed rate of $14,000 per day. Redelivery is now between January 1, 2019 and March 15, 2019, at the charterer's option.

On March 1, 2018, the Company announced that it had agreed to acquire a 2005-built, 2,800 TEU containership for a purchase price of $11.3 million. Following delivery, which is expected to be during the second quarter of 2018 once the existing charter terminates, the vessel will commence charter employment with CMA CGM for a period of 12 months at a fixed rate of $9,000 per day.

A dividend of $54.6875 per Series B Preferred Share was declared on March 1, 2018 for the first quarter 2018.