

# **SEASPAN REPORTS THIRD QUARTER 2018 RESULTS**

#### Achieves record quarterly Revenue, Operating Earnings and Cash Flow from Operations Repays \$225 million of secured debt, part of which will unencumber 6 additional vessels, and Closes \$150 million corporate revolving credit facility bringing total liquidity to \$541 million

HONG KONG, Oct. 30, 2018 /CNW/ - Seaspan Corporation ("Seaspan") (NYSE: SSW) announced today its financial results for the three and nine months ended September 30, 2018.

#### Highlights for the Quarter:

- Earnings per diluted share of \$0.36 for the third quarter and \$1.07 for the nine months
- Cash Flow from Operations reached a quarterly record \$142.2 million for the third quarter and \$325.0 million for the nine months
- Fairfax exercised its first tranche of 38.5 million warrants for proceeds to Seaspan of \$250.0 million
- Closed \$150.0 million, two-year, corporate revolving credit facility
- Redeemed 10.5% Series F Preferred Shares for an aggregate total of \$143.4 million, including accrued dividends
- Issued 8.0% Fixed-to-Floating Rate Series I Preferred Shares for gross proceeds of \$150.0 million
- Achieved vessel utilization of 98.4% for the third quarter and 98.0% for the nine months ended September 30, 2018
- Entered into a binding term sheet for a potential investment of up to \$200.0 million in the restructuring of Swiber Holdings Limited

Bing Chen, President and Chief Executive Officer of Seaspan, commented, "I am pleased with our record operating results in the third quarter, and the strategic milestones we have achieved so far this year. We are realizing benefits from the full integration of GCI, which is the main driver of our year-over-year growth, while we continue to invest in and improve operations of our integrated containership platform to provide best-in-class services. These improvements are evidenced by our 98.4% utilization rate for the quarter, as well as marking the lowest ever number of lost time injuries since we began tracking in 2013."

Ryan Courson, Chief Financial Officer, added, "Over the course of the third quarter, we have improved our liquidity position with several strategic financings including closing the first of Fairfax's two \$250 million equity investments, a \$150 million two-year corporate revolving credit facility, and \$150 million of Preferred Series I Shares. Through prudent capital allocation we have lowered our cost of capital while increasing our capital structure flexibility."

#### **Significant Developments**

#### Fairfax Investments

On July 16, 2018, in accordance with the May 2018 definitive agreement, Seaspan issued warrants to Fairfax Financial Holdings Ltd. and its affiliates ("Fairfax") to purchase 25.0 million Class A common shares at an exercise price of \$8.05 per share. In exchange for this, Fairfax exercised its first tranche of 38.5 million warrants at an exercise price of \$6.50 per share in July 2018, for total proceeds of \$250.0 million. Additionally, Fairfax agreed to exercise its second tranche of 38.5 million warrants at an exercise price of \$6.50 per share, upon issuance of the warrants in January 2019 on closing of the March 2018 definitive agreement, for proceeds to the Company of \$250.0 million. The two tranches of debentures, the first \$250.0 million issued in February 2018, and the second \$250.0 million to be issued in January 2019, were amended to allow Fairfax to call for early redemption of some or all of the debentures on each anniversary date of issuance. As the right to put the debentures is solely within the control of Fairfax, the February 2018 debentures were reclassified from long-term liabilities to current liabilities to long-term liabilities. The February 2018 debentures will be reclassified from long-term liabilities to current liabilities when such debentures become puttable within one year from period end. Upon funding of the January 2019 debentures will be classified as a current liability, as the debentures will be puttable within one year.

Following the exercise by Fairfax of its first tranche of warrants on July 16, 2018 to purchase 38.5 million Class A common shares, and as of September 30, 2018, the Company had 176.7 million Class A common shares outstanding.

#### **Subsequent Events**

#### Swiber Investment

As previously announced, on October 3, 2018, Seaspan entered into a binding term sheet for a potential investment of up to \$200.0 million in the restructured Swiber Holdings Limited. Seaspan expects the investment to be funded in two tranches: i) \$20.0 million upon closing in exchange for an 80% economic interest in the restructured Swiber Group, and ii) an incremental \$180.0 million to be invested in a \$1.0



billion LNG-to-power project in Vietnam that is currently under development. Closing of the first tranche is expected to occur in 2019.

#### Distribution

The Board of Directors has declared a quarterly distribution in the amount of \$0.125 per share for its Class A common shares, payable on October 30, 2018 to shareholders of record as at the close of business on October 22, 2018. The regular quarterly dividends on the Preferred Shares Series D, Series E, Series G, Series H and Series I have also been declared.

#### Results for the Three and Nine Months Ended September 30, 2018

#### Financial Results

The following table summarizes Seaspan's consolidated financial results for the three and nine months ended September 30, 2018 and 2017:

Financial Summary (in millions of US dollars)		hree Moi Septem			Nine Months Ende September 30,			
	2018		2018 2017			2018		2017
Revenue	\$	295.0	\$	211.0	\$	801.4	\$	616.9
Ship operating expense		55.4		45.4		163.7		135.8
Depreciation and amortization expense		65.1		49.8		181.1		149.6
General and administrative expense		8.1		14.0		24.5		29.0
Operating lease expense		33.0		30.3		96.6		85.0
Interest expense and amortization of deferred financing fees		58.2		28.3		154.5		85.1
Net earnings		80.0		48.4		215.7		116.7
Earnings per share, diluted		0.36		0.26		1.07		0.60
Cash from operating activities		142.2		95.1		325.0		234.3

#### Ownership Days, Operating Days and Vessel Utilization

Ownership days are the number of days a vessel is owned and available for charter. Operating days are the number of days a vessel is available to the charterer for use.

The primary driver of ownership days are the increases or decreases in the number of vessels owned, while the drivers of operating days are ownership days and the number of days the vessels are off-hire.

Ownership days increased by 1,696 days and 3,318 days for the three and nine months ended September 30, 2018, respectively, compared to the same periods in 2017, primarily due to the addition of 16 vessels acquired through the Greater China Intermodal Investments LLC ("GCI") acquisition, which contributed 1,472 days and 3,216 days, respectively. The remainder of the increase was due to 2018 vessel deliveries and acquisitions and partially offset by vessel disposals.

Vessel utilization represents the number of operating days as a percentage of ownership days.

The following table summarizes Seaspan's vessel utilization by quarter and for the nine months ended September 30, 2018 and 2017:

	Three N M	Ionth arch 3				Ionth une 3	s Ended 0,			/lonth embe	s Ended er 30,		Nine Mo Septo	,	
	2018	2018 20			2018 2017		2018		2017	_	2018		20		
Vessel Utilization:		-		_		_		_				-			
Ownership Days <sup>(1)</sup> Less Off-hire Days:	8,030		7,917		9,546		8,037		9,844		8,148		27,420		24,1
Scheduled Off-hire	(104)								(8)				(112)		
Unscheduled Off-hire <sup>(2)</sup>	(149)		(662)		(137)		(142)	_	(146)	-	(254)		(432)		(1,0
Operating Days <sup>(1)</sup>	7,777		7,255		9,409		7,895		9,690		7,894		26,876		23,0
Vessel Utilization	96.8	%	91.6	%	98.6	%	98.2	%	98.4	%	96.9	%	98.0	%	9

<sup>(1)</sup> Operating and ownership days include leased vessels and exclude vessels under bareboat charter.

<sup>(2)</sup> Unscheduled off-hire includes days related to vessels being off-charter.

Vessel utilization increased for the three and nine months ended September 30, 2018, compared to the same periods in 2017, primarily due to higher utilization of vessels acquired from GCI, 2018 deliveries and acquisitions and a decrease in off-hire days. During the nine months ended September 30, 2018, Seaspan completed dry-dockings for five 2500 TEU vessels, one 3500 TEU vessel and one 4250 TEU vessel, one of which occurred while the vessel was off-charter.

#### Revenue

Revenue increased by 39.8% to \$295.0 million and by 29.9% to \$801.4 million for the three and nine months ended September 30, 2018, respectively, compared to the same periods in 2017. The increases in revenue were primarily due to the additional operating days from the vessel deliveries, acquisition of new vessels from the GCI transaction and higher average charter rates for vessels that were on short-term charters.

The increase in operating days and the related financial impact thereof for the three and nine months ended September 30, 2018, relative to the same periods in 2017, is attributable to the following:

	Th	ree Months E September 3(	 d	N	ine Months Er September 3	
	Ownership Day Impact	Operating Days Impact	\$ Impact (in millions of US dollars)	Ownership Day Impact	Operating Days Impact	
Addition of 16 vessels from acquisition of GCI	1,472	1,472	\$ 54.1	3,216	3,216	\$
Changes in daily charter hire rates and re-charters	—	—	12.6			
2018 vessel deliveries and acquisitions Full period contribution for 2017 vessel	552	552	12.2	999	998	
deliveries	—	—	—	152	152	
Unscheduled off-hire		108	0.5	_	626	
Scheduled off-hire	_	(8)	(0.1)		(112)	
Vessel disposals	(328)	(328)	(1.3)	(1,049)	(1,048)	
Interest income from leasing			8.0			
Other	_		(2.0)		—	
Total	1,696	1,796	\$ 84.0	3,318	3,832	\$

## Ship Operating Expense

Ship operating expense increased by 22.0% to \$55.4 million and by 20.5% to \$163.7 million for the three and nine months ended September 30, 2018, respectively, compared to the same periods in 2017. The increases were primarily due to an increase in ownership days from the increase in the number of vessels in Seaspan's fleet. The increase in ship operating expense for the nine months ended September 30, 2018 was also due to a higher bulk purchasing of vessel stores and spare parts, and an increase in planned maintenance required for certain vessels less than 8500 TEU in size.

## Depreciation and Amortization Expense

Depreciation and amortization expense increased by 30.5% to \$65.1 million and by 21.1% to \$181.1 million for the three and nine months ended September 30, 2018, respectively, compared to the same periods in 2017. The increases were primarily due to an increase in ownership days from the increase in the number of vessels in Seaspan's fleet.

## General and Administrative Expense

General and administrative expense decreased by 41.9%, to \$8.1 million and by 15.6% to \$24.5 million for the three and nine months ended September 30, 2018, respectively, compared to the same periods in 2017. The decreases were primarily due to share-based compensation expense to the chairman of the board and the former chief executive officer, partially offset by a transition payment to the former chief financial officer in the second quarter of 2018.

## **Operating Lease Expense**

Operating lease expense increased by 9.0% to \$33.0 million and by 13.6% to \$96.6 million for the three and nine months ended September 30, 2018, respectively, compared to the same periods in 2017. The increases were primarily due to an increase in LIBOR. The increase to the nine months ended September 30, 2018 was also due to the delivery of one vessel in 2017 that was financed through a sale-leaseback transaction.

## Interest Expense and Amortization of Deferred Financing Fees

#### The following table summarizes Seaspan's borrowings:

(in millions of US dollars) September					
		2018		2017	
Long-term debt, excluding deferred financing fees:					
Revolving credit facilities	\$	812.3	\$	876.9	
Term loan credit facilities		2,243.8		1,358.8	
Senior unsecured notes		417.9		341.9	
Senior notes due 2025		250.0			
Discount and fair value adjustment		(88.1)			
Long-term obligations under capital lease, excluding deferred financing fees		660.1		615.6	
Total borrowings		4,296.0		3,193.2	
Less: Vessels under construction				(136.6)	
Operating borrowings	\$	4,296.0	\$	3,056.6	

Interest expense and amortization of deferred financing fees increased by \$29.9 million to \$58.2 million and by \$69.4 million to \$154.5 million for the three and nine months ended September 30, 2018, respectively, compared to the same periods in 2017. The increases were primarily due to the debt assumed as part of the acquisition of GCI, an increase in operating debt for delivered vessels, the issuance of the February 2018 debentures to Fairfax and an increase in LIBOR.

## Change in Fair Value of Financial Instruments

The change in fair value of financial instruments resulted in a gain of \$4.5 million and \$29.8 million for the three and nine months ended September 30, 2018, respectively. The gains for these periods were primarily due to an increase in the forward LIBOR curve as it relates to interest swaps. Included in the gain is unrealized change in fair value of \$13.9 million and \$62.8 million for the three and nine months ended September 30, 2018, respectively, compared to \$11.5 million and \$24.7 million for the comparative periods in the prior year.

#### Working Capital

At September 30, 2018 Seaspan had a working capital deficiency of \$465.5 million which includes \$337.9 million of senior unsecured notes maturing in April 2019. In order to alleviate this deficiency Seaspan will rely, in part, upon the funding of the \$250.0 million January 2019 Fairfax debentures and concurrent exercise of the second tranche of 38.5 million warrants in January 2019 for proceeds of \$250.0 million, both of which are subject to limited closing conditions, including that there has not been a material adverse change with respect to Seaspan. In the event that these closing conditions are not satisfied, which Seaspan does not expect to occur, Seaspan's plans to alleviate this deficiency would include entering into secured financing for its 18 unencumbered vessels (six of which are in the process of being unencumbered), selling vessels, or drawing on its \$150.0 million corporate revolver. Seaspan also expects to further address this deficiency through cash generated from operations, existing sources of funds and additional sources of funds in the capital markets to the extent available.

## About Seaspan

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Seaspan is the leading independent charter owner of containerships with industry leading ship management services. Seaspan charters its vessels primarily pursuant to long-term, fixed-rate, time charters from the world's largest container shipping liners. Seaspan's operating fleet consists of 112 containerships with a total capacity of more than 900,000 TEU, an average age of approximately six years and an average remaining lease period of approximately five years, on a TEU weighted basis.

Seaspan has the following securities listed on The New York Stock Exchange:

<u>Symbol</u>	Description
SSW	Class A common shares
SSW PR D	Series D preferred shares
SSW PR E	Series E preferred shares
SSW PR G	Series G preferred shares
SSW PR H	Series H preferred shares
SSW PR I	Series I preferred shares
SSWN	6.375% senior unsecured notes due 2019
SSWA	7.125% senior unsecured notes due 2027
SSW25	5.500% senior notes due 2025

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#### **Conference Call and Webcast**

Seaspan will host a conference call and webcast presentation for investors, analysts, and interested parties to discuss its third quarter results on October 31, 2018 at 5:30 a.m. PT / 8:30 a.m. ET. Participants should call 1-877-246-9875 (US/Canada) or 1-707-287-9353 (International) and request the Seaspan call. The live webcast and slide presentation are available under "Events & Presentations" at <u>www.seaspancorp.com</u>.

A recording will be available at 1-855-859-2056 or 1-404-537-3406 (Conference passcode: 8095029).

### SEASPAN CORPORATION UNAUDITED CONSOLIDATED BALANCE SHEETS AS OF SEPTEMBER 30, 2018 (IN THOUSANDS OF US DOLLARS)

	Septem	ber 30, 2018	Decen	nber 31, 2017
Assets				
Current assets:	¢	201.020	¢	252 176
Cash and cash equivalents	\$	391,030	\$	253,176
Short-term investments		2,505		104
Accounts receivable		7,714		11,678
Loans to affiliate		42 208		36,100
Prepaid expenses and other		42,208		44,869
Fair value of financial instruments Gross investment in lease		187 44,348		35,478
Gross investment in lease		44,348		381,405
		487,992		381,403
Vessels		5,982,857		4,390,854
Vessels under construction		—		146,362
Deferred charges		56,120		62,020
Gross investment in lease		828,809		687,896
Goodwill		75,321		75,321
Other assets		161,155	_	134,284
	\$	7,592,254	\$	5,878,142
Liabilities, puttable preferred shares and shareholders' equity Current liabilities:				
Accounts payable and accrued liabilities	\$	70,568	\$	63,220
Current portion of deferred revenue		52,094		55,367
Current portion of long-term debt		745,540		257,800
Current portion of long-term obligations under capital lease		47,996		43,912
Current portion of other long-term liabilities		37,292		23,635
		953,490		443,934
Deferred revenue		385,315		328,681
Long-term debt		2,864,158		2,192,833
Long-term obligations under capital lease		603,734		595,016
Other long-term liabilities		182,391		199,386
Fair value of financial instruments		121,858		168,860
		5,110,946		3,928,710
Puttable preferred shares		47,695		_
Shareholders' equity:				
Share capital		2,100		1,646
Treasury shares		(371)		(377)
Additional paid in capital		3,124,759		2,752,988
Deficit		(670,034)		(781,137)
Accumulated other comprehensive loss		(22,841)		(23,688)
		2,433,613		1,949,432
	\$	7,592,254	\$	5,878,142
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## SEASPAN CORPORATION UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS AND DEFICIT FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2018 AND 2017

# (IN THOUSANDS OF US DOLLARS, EXCEPT SHARE AND PER SHARE AMOUNTS)

2018 $2017$ $2018$ $2017$ Revenue         \$ 294,981         \$ 211,013         \$ 801,419         \$ 616,943           Operating expenses: Ship operating Cost of services, supervision fees $55,360$ $45,378$ $163,676$ $135,808$ Depreciation and amortization $65,033$ $49,835$ $181,085$ $149,579$ General and administrative $8,148$ $14,034$ $24,494$ $20,009$ Operating leases $33,048$ $30,332$ $96,571$ $84,990$ Expenses related to customer bankruptcy $  1.013$ $66,606$ interest sequense and amortization of deferred financing fees $133,372$ $77,390$ $335,593$ $222,500$ Other expenses (income): Interest sequense and amortization of deferred financing fees $1(1,128)$ $(1,128)$ $(1,283)$ $(1,474)$ $(29,775)$ $19,471$ Equivince on investment $  (2430)$ $ (2430)$ $-$ Change in fair value of financial instruments $(4,526)$ $2,444$ $(29,775)$ $19,471$ Equivin income on inves		Three Mor Septem		Nine Months September			er 30,			
		 2018	 2017		2018		2017			
Ship operating       55,360       45,378       163,676       135,808         Cost of services, supervision fees       —       650       —       650         Depreciation and amortization       66,053       49,835       181,085       149,579         General and administrative       8,148       14,034       24,494       29,009         Operating leases       33,048       30,332       96,571       84,990         Expenses related to customer bankruptcy       —       —       —       1,013         Gain on disposals       —       (6,606)       —       (6,606)         —       (6,606)       —       (6,606)	Revenue	\$ 294,981	\$ 211,013	\$	801,419	\$	616,943			
Ship operating       55,360       45,378       163,676       135,808         Cost of services, supervision fees       —       650       —       650         Depreciation and amortization       66,053       49,835       181,085       149,579         General and administrative       8,148       14,034       24,494       29,009         Operating leases       33,048       30,332       96,571       84,990         Expenses related to customer bankruptcy       —       —       —       1,013         Gain on disposals       —       (6,606)       —       (6,606)         —       (6,606)       —       (6,606)	Operating expenses:									
$\begin{array}{c ccccc} Cost of services, supervision fees &$		55,360	45,378		163,676		135,808			
$\begin{array}{c c c c c c c c c c c c c c c c c c c $					·		-			
General and administrative8,14814,03424,49429,009Operating leases33,04830,33296,57184,990Expenses related to customer bankruptcy———1.013Gain on disposals—(6,606)—(6,606)161,609133,623465,826394,443Operating earnings133,37277,390335,593222,500Other expenses (income):Interest expense and amortization of deferred financing fees58,23128,332154,47885,061Interest income(1,128)(1,080)(2,893)(3,445)Undrawn credit facility fees645843591,849Acquisition related gain on contract settlement——(1,510)(1,216)Change in fair value of financial instruments(4,526)2,444(29,775)19,471Equity income on investment——(1,510)(1,216)(4,039)Other expenses53,39929,013119,892105,816Net earningsS79,973S48,377S215,701S116,684Deficit, beginning of period(749,752)(825,359)(781,137)(807,496)Dividends - preferred shares245(16,104)(52,627)(48,133)Other(500)(140)(1,313)(708)Deficit, end of period\$(670,034)\$(807,970)S(670,034)\$(670,034)\$(807,970)OtherSpeined average		65,053	49,835		181,085		149,579			
Expenses related to customer bankruptcy1,013Gain on disposals(6,606)(6,606)161,609133,623465,826394,443Operating earnings133,37277,390335,593222,500Other expenses (income):Interest expense and amortization of deferred financing fees58,23128,332154,47885,061Interest income(1,128)(1,080)(2,893)(3,445)Undrawn credit facility fees645843591,849Acquisition related gain on contract settlement(2,430)Charge in fair value of financial instruments(4,526)2,444(29,775)19,471Equity income on investment(1,510)(1,216)(4,039)Other expenses7582431,3696,919105,816(14,744)(50,658)(68,137)Net earningsS79,973S48,377S215,701SDeficit, beginning of period(749,752)(825,359)(781,137)(807,496)Dividends - preferred shares245(16,104)(52,627)(48,313)OtherS(670,034)S(670,034)S(807,970)Deficit, end of periodS(670,034)S(670,034)S(807,970)Weighted average number of shares, basic170,232121,752147,292114,201Weighted average number of shares, diluted174,030121,831151,533	General and administrative	8,148	14,034		24,494					
Gain on disposals $ (6,606)$ $ (6,606)$ $ (6,606)$ 161,609133,623465,826394,443Operating carnings133,37277,390335,593222,500Other expenses (income): Interest expense and amortization of deferred financing fees Interest income Undrawn credit facility fees58,23128,332154,47885,061Acquisition related gain on contract settlement Charge in fair value of financial instruments Equity income on investment $ (2,230)$ $ (2,430)$ $-$ Other expenses7582431,369(6,919) $(3,445)$ $(4,039)$ $(1,216)$ $(4,039)$ Other expenses7582431,3696,919 $(5,919)$ $(5,816)$ $(6,81,37)$ Net earningsS79,973S48,377S215,701S116,684Deficit, beginning of period Dividends - common shares $(749,752)$ $(825,359)$ $(781,137)$ $(807,496)$ Dividends - preferred shares $(500)$ $(140)$ $(52,627)$ $(48,313)$ $(708)$ Deficit, end of period $$(670,034)$ $$(670,034)$ $$(807,970)$ Weighted average number of shares, basic $170,232$ $121,752$ $147,292$ $114,201$ Weighted average number of shares, daiuted $174,030$ $121,831$ $151,533$ $114,260$ Earnings per share, basic $$0,37$ $$0,27$ $$1,10$ $$0,60$	Operating leases	33,048	30,332		96,571		84,990			
Image: constraint of the second se	Expenses related to customer bankruptcy						1,013			
Operating earnings133,37277,390335,593222,500Other expenses (income): Interest expense and amortization of deferred financing fees Interest income Undrawn credit facility fees58,23128,332154,47885,061Interest income Undrawn credit facility fees645843591,849Acquisition related gain on contract settlement Change in fair value of financial instruments $$ $-$ (2,430) $$ Change in fair value of financial instruments(4,526)2,444(29,775)19,471Equity income on investment $$ (1,510)(1,216)(4,039)Other expenses7582431,3696,91953,39929,013119,892105,816Net earnings\$ 79,973\$ 48,377\$ 215,701\$ 116,684Deficit, beginning of period Dividends - common shares $(749,752)$ (825,359)(781,137)(807,496)Dividends - preferred shares245(16,104)(52,627)(48,313)(708)Deficit, end of period\$ (670,034)\$ (807,970)\$ (670,034)\$ (807,970)Weighted average number of shares, basic170,232121,752147,292114,201Weighted average number of shares, diluted174,030121,831151,533114,260Earnings per share, basic\$ 0.37\$ 0.27\$ 1.10\$ 0.60	Gain on disposals		(6,606)				(6,606)			
Other expenses (income):         Interest expense and amorization of deferred financing fees $58,231$ $28,332$ $154,478$ $85,061$ Interest income $(1,128)$ $(1,080)$ $(2,893)$ $(3,445)$ Undrawn credit facility fees $64$ $584$ $359$ $1,849$ Acquisition related gain on contract settlement $ (2,430)$ $-$ Change in fair value of financial instruments $(4,526)$ $2,444$ $(29,775)$ $19,471$ Equity income on investment $ (1,510)$ $(1,216)$ $(4,039)$ Other expenses $\overline{758}$ $243$ $1,369$ $6,919$ Tots and a set in the expenses $\overline{758}$ $243$ $1,369$ $6,919$ Net earnings <b>S</b> $79,973$ <b>S</b> $48,377$ <b>S</b> $215,701$ <b>S</b> $116,684$ Deficit, beginning of period $(749,752)$ $(825,359)$ $(781,137)$ $(807,496)$ Dividends - preferred shares $245$ $(16,104)$ $(52,627)$ $(48,313)$ Other $(500)$ $(140)$ $(1,313)$ $(708)$ $(807,970)$	-	 161,609	 133,623		465,826		394,443			
Interest expense and amortization of deferred financing fees $58,231$ $28,332$ $154,478$ $85,061$ Interest income $(1,128)$ $(1,080)$ $(2,893)$ $(3,445)$ Undrawn credit facility fees $64$ $584$ $359$ $1,849$ Acquisition related gain on contract settlement $  (2,430)$ $-$ Change in fair value of financial instruments $(4,526)$ $2,444$ $(29,775)$ $19,471$ Equity income on investment $ (1,510)$ $(1,216)$ $(4,039)$ Other expenses $758$ $243$ $1,369$ $6,919$ Total expenses $758$ $243$ $1,369$ $6,919$ Net earnings $\$$ $79,973$ $\$$ $48,377$ $\$$ $215,701$ $\$$ $116,684$ Deficit, beginning of period $(749,752)$ $(825,359)$ $(781,137)$ $(807,496)$ Dividends - common shares $245$ $(16,104)$ $(52,627)$ $(48,313)$ Other $(500)$ $(140)$ $(1,313)$ $(708)$ Deficit, end of period $\$$ $$670,034$ $\$$ $$670,034$ $\$$ Deficit, end of period $\$$ $$170,232$ $121,752$ $147,292$ $114,201$ Weighted average number of shares, basic $$170,232$ $121,831$ $151,533$ $114,260$ Earnings per share, basic $\$$ $0.37$ $\$$ $0.27$ $\$$ $1.10$ $\$$ Other $$0,37$ $$0,27$ $$$1.10$0,60$	Operating earnings	133,372	77,390		335,593		222,500			
Interest income $(1,128)$ $(1,080)$ $(2,893)$ $(3,445)$ Undrawn credit facility fees645843591,849Acquisition related gain on contract settlement $  (2,430)$ $-$ Change in fair value of financial instruments $(4,526)$ $2,444$ $(29,775)$ 19,471Equity income on investment $ (1,1510)$ $(1,216)$ $(4,039)$ Other expenses $758$ $243$ $1,369$ $6,919$ TS8 $243$ $1,369$ $6,919$ Total expenses $79,973$ $\$$ $48,377$ $\$$ $215,701$ $\$$ $116,684$ Deficit, beginning of period $(749,752)$ $(825,359)$ $(781,137)$ $(807,496)$ Dividends - common shares $ (14,744)$ $(50,658)$ $(68,137)$ Dividends - preferred shares $245$ $(16,104)$ $(52,627)$ $(48,313)$ Other $(500)$ $(140)$ $(1,313)$ $(708)$ Deficit, end of period $\$$ $670,034)$ $\$$ $$(670,034)$ $\$$ Weighted average number of shares, basic $170,232$ $121,752$ $147,292$ $114,201$ Weighted average number of shares, diluted $174,030$ $121,831$ $151,533$ $114,260$ Earnings per share, basic $\$$ $0.37$ $\$$ $0.27$ $\$$ $1.10$ $\$$	Other expenses (income):									
Undrawn credit facility fees $64$ $584$ $359$ $1,849$ Acquisition related gain on contract settlement $  (2,430)$ $-$ Change in fair value of financial instruments $(4,526)$ $2,444$ $(29,775)$ $19,471$ Equity income on investment $ (1,510)$ $(1,216)$ $(4,039)$ Other expenses $758$ $243$ $1,369$ $6,919$ $758$ $243$ $1,369$ $6,919$ $53,399$ $29,013$ $119,892$ $105,816$ Net earnings $\$$ $79,973$ $\$$ $48,377$ $\$$ $215,701$ $\$$ $116,684$ Deficit, beginning of period $(749,752)$ $(825,359)$ $(781,137)$ $(807,496)$ Dividends - common shares $ (14,744)$ $(50,658)$ $(68,137)$ Dividends - preferred shares $245$ $(16,104)$ $(52,627)$ $(48,313)$ Other $(500)$ $(140)$ $(1,313)$ $(708)$ Deficit, end of period $\$$ $670,034)$ $\$$ $(807,970)$ Weighted average number of shares, basic $170,232$ $121,752$ $147,292$ $114,201$ Weighted average number of shares, diluted $174,030$ $121,831$ $151,533$ $114,260$ Earnings per share, basic $\$$ $0.37$ $\$$ $0.27$ $\$$ $1.10$ $\$$ $0.60$	Interest expense and amortization of deferred financing fees	58,231	28,332		154,478		85,061			
Acquisition related gain on contract settlement Change in fair value of financial instruments Equity income on investment $  (2,430)$ $-$ Change in fair value of financial instruments Equity income on investment $(4,526)$ $2,444$ $(29,775)$ $19,471$ Deficit, expenses $ (1,510)$ $(1,216)$ $(4,039)$ Other expenses $758$ $243$ $1,369$ $6,919$ $758$ $243$ $1,369$ $6,919$ $53,399$ $29,013$ $119,892$ $105,816$ Net earnings $\$$ $79,973$ $\$$ $48,377$ $\$$ $215,701$ $\$$ $116,684$ Deficit, beginning of period Dividends - common shares $(749,752)$ $(825,359)$ $(781,137)$ $(807,496)$ Dividends - preferred shares $ (14,744)$ $(50,658)$ $(68,137)$ Dividends - preferred shares $245$ $(16,104)$ $(52,627)$ $(48,313)$ Other Deficit, end of period $\$$ $(670,034)$ $\$$ $(807,970)$ Weighted average number of shares, basic $170,232$ $121,752$ $147,292$ $114,201$ Weighted average number of shares, diluted $174,030$ $121,831$ $151,533$ $114,260$ Earnings per share, basic $\$$ $0.37$ $\$$ $0.27$ $\$$ $1.10$ $\$$ $0.60$	Interest income	(1,128)	(1,080)		(2,893)		(3,445)			
Change in fair value of financial instruments $(4,526)$ $2,444$ $(29,775)$ $19,471$ Equity income on investment $ (1,510)$ $(1,216)$ $(4,039)$ Other expenses $758$ $243$ $1,369$ $6,919$ $53,399$ $29,013$ $119,892$ $105,816$ Net earnings\$ 79,973\$ 48,377\$ 215,701\$ 116,684Deficit, beginning of period $(749,752)$ $(825,359)$ $(781,137)$ $(807,496)$ Dividends - common shares $ (14,744)$ $(50,658)$ $(68,137)$ Dividends - preferred shares $245$ $(16,104)$ $(52,627)$ $(48,313)$ Other $5000$ $(140)$ $(1,313)$ $(708)$ Deficit, end of period $$ (670,034)$ $$ (807,970)$ $$ (670,034)$ $$ (807,970)$ Weighted average number of shares, basic $170,232$ $121,752$ $147,292$ $114,201$ Weighted average number of shares, diluted $174,030$ $121,831$ $151,533$ $114,260$ Earnings per share, basic $$ 0.37$ $$ 0.27$ $$ 1.10$ $$ 0.60$	Undrawn credit facility fees	64	584		359		1,849			
Equity income on investment $ (1,510)$ $(1,216)$ $(4,039)$ Other expenses $758$ $243$ $1,369$ $6,919$ $\overline{53,399}$ $29,013$ $\overline{119,892}$ $\overline{105,816}$ Net earnings\$ 79,973\$ 48,377\$ 215,701\$ 116,684Deficit, beginning of period $(749,752)$ $(825,359)$ $(781,137)$ $(807,496)$ Dividends - common shares $ (14,744)$ $(50,658)$ $(68,137)$ Dividends - preferred shares $245$ $(16,104)$ $(52,627)$ $(48,313)$ Other $(500)$ $(140)$ $(1,313)$ $(708)$ Deficit, end of period $\$$ $670,034)$ \$ $(807,970)$ \$ $(670,034)$ \$ $(807,970)$ Weighted average number of shares, basic $170,232$ $121,752$ $147,292$ $114,201$ Weighted average number of shares, diluted $174,030$ $121,831$ $151,533$ $114,260$ Earnings per share, basic $\$$ $0.37$ $\$$ $0.27$ $\$$ $1.10$ $\$$ $0.60$			—		(2,430)		—			
Other expenses $758$ $243$ $1,369$ $6,919$ Solution $53,399$ $29,013$ $119,892$ $105,816$ Net earnings\$ 79,973\$ 48,377\$ 215,701\$ 116,684Deficit, beginning of period $(749,752)$ $(825,359)$ $(781,137)$ $(807,496)$ Dividends - common shares $ (14,744)$ $(50,658)$ $(68,137)$ Dividends - preferred shares $245$ $(16,104)$ $(52,627)$ $(48,313)$ Other $5$ $(670,034)$ \$ $(670,034)$ \$ $(670,034)$ \$ $(807,970)$ Deficit, end of period $\frac{170,232}{121,752}$ $121,752$ $147,292$ $114,201$ Weighted average number of shares, basic $170,232$ $121,752$ $147,292$ $114,201$ Weighted average number of shares, diluted $\frac{174,030}{174,030}$ $\frac{121,752}{121,831}$ $151,533$ $114,260$ Earnings per share, basic $\frac{9}{30,37}$ $\frac{9}{30,37}$ $\frac{9}{30,27}$ $\frac{9}{30,10}$ $\frac{9}{30,000}$	Change in fair value of financial instruments	(4,526)	2,444		(29,775)		19,471			
Solution $\overline{53,399}$ $\overline{29,013}$ $\overline{119,892}$ $\overline{105,816}$ Net earnings\$ 79,973\$ 48,377\$ 215,701\$ 116,684Deficit, beginning of period Dividends - common shares Dividends - preferred shares $(749,752)$ $(825,359)$ $(781,137)$ $(807,496)$ Dividends - preferred shares $ (14,744)$ $(50,658)$ $(68,137)$ Dividends - preferred shares $245$ $(16,104)$ $(52,627)$ $(48,313)$ Other $(500)$ $(140)$ $(1,313)$ $(708)$ Deficit, end of period\$ (670,034)\$ (807,970)\$ (670,034)\$ (807,970)Weighted average number of shares, basic $170,232$ $121,752$ $147,292$ $114,201$ Weighted average number of shares, diluted $174,030$ $121,831$ $151,533$ $114,260$ Earnings per share, basic\$ 0.37\$ 0.27\$ 1.10\$ 0.60	Equity income on investment		(1,510)		(1,216)		(4,039)			
Net earnings\$ 79,973\$ 48,377\$ 215,701\$ 116,684Deficit, beginning of period Dividends - common shares Dividends - preferred shares $(749,752)$ $245$ $(825,359)$ $(14,744)$ $(781,137)$ $(50,658)$ $(68,137)$ Dividends - preferred shares Other Deficit, end of period $(749,752)$ $(500)$ $(825,359)$ $(140)$ $(140)$ $(1,313)$ $(140)$ $(781,137)$ $(50,658)$ $(68,137)$ Deficit, end of period $(749,752)$ $(500)$ $(825,359)$ $(16,104)$ $(13,13)$ $(52,627)$ $(48,313)$ $(708)$ Deficit, end of period $$ (670,034)$ $$ (807,970)$ $$ (670,034)$ $$ (670,034)$ $$ (670,034)$ $$ (807,970)$ Weighted average number of shares, basic Weighted average number of shares, diluted $170,232$ $174,030$ $121,752$ $121,752$ $121,831$ $147,292$ $151,533$ Earnings per share, basic $$ 0.37$ $$ 0.27$ $$ 1.10$ $$ 0.60$	Other expenses	 758	 243		1,369		6,919			
Deficit, beginning of period $(749,752)$ $(825,359)$ $(781,137)$ $(807,496)$ Dividends - common shares $ (14,744)$ $(50,658)$ $(68,137)$ Dividends - preferred shares $245$ $(16,104)$ $(52,627)$ $(48,313)$ Other $(500)$ $(140)$ $(1,313)$ $(708)$ Deficit, end of period $$ (670,034)$ $$ (807,970)$ $$ (670,034)$ $$ (807,970)$ Weighted average number of shares, basic $170,232$ $121,752$ $147,292$ $114,201$ Weighted average number of shares, diluted $174,030$ $121,831$ $151,533$ $114,260$ Earnings per share, basic $$ 0.37$ $$ 0.27$ $$ 1.10$ $$ 0.60$		 53,399	 29,013		119,892		105,816			
Dividends - common shares $ (14,744)$ $(50,658)$ $(68,137)$ Dividends - preferred shares $245$ $(16,104)$ $(52,627)$ $(48,313)$ Other $(500)$ $(140)$ $(1,313)$ $(708)$ Deficit, end of period $\$$ $(670,034)$ $\$$ $(670,034)$ $\$$ Weighted average number of shares, basic $170,232$ $121,752$ $147,292$ $114,201$ Weighted average number of shares, diluted $174,030$ $121,831$ $151,533$ $114,260$ Earnings per share, basic $\$$ $0.37$ $\$$ $0.27$ $\$$ $1.10$ $\$$ $0.60$	Net earnings	\$ 79,973	\$ 48,377	\$	215,701	\$	116,684			
Dividends - preferred shares $245$ $(16,104)$ $(52,627)$ $(48,313)$ Other $(500)$ $(140)$ $(1,313)$ $(708)$ Deficit, end of period $\$$ $(670,034)$ $\$$ $(807,970)$ $\$$ Weighted average number of shares, basic $170,232$ $121,752$ $147,292$ $114,201$ Weighted average number of shares, diluted $174,030$ $121,831$ $151,533$ $114,260$ Earnings per share, basic $\$$ $0.37$ $\$$ $0.27$ $\$$ $1.10$ $\$$ $0.60$	Deficit, beginning of period	(749,752)	(825,359)		(781,137)		(807,496)			
Other $(500)$ $(140)$ $(1,313)$ $(708)$ Deficit, end of period\$ (670,034)\$ (807,970)\$ (670,034)\$ (807,970)Weighted average number of shares, basic $170,232$ $121,752$ $147,292$ $114,201$ Weighted average number of shares, diluted $174,030$ $121,831$ $151,533$ $114,201$ Earnings per share, basic\$ 0.37\$ 0.27\$ 1.10\$ 0.60	Dividends - common shares		(14,744)		(50,658)		(68,137)			
Deficit, end of period $$ (670,034)$ $$ (807,970)$ $$ (670,034)$ $$ (807,970)$ Weighted average number of shares, basic $170,232$ $121,752$ $147,292$ $114,201$ Weighted average number of shares, diluted $174,030$ $121,831$ $151,533$ $114,260$ Earnings per share, basic $$ 0.37$ $$ 0.27$ $$ 1.10$ $$ 0.60$	Dividends - preferred shares	245	(16,104)		(52,627)		(48,313)			
Weighted average number of shares, basic       170,232       121,752       147,292       114,201         Weighted average number of shares, diluted       174,030       121,831       151,533       114,260         Earnings per share, basic       \$ 0.37       \$ 0.27       \$ 1.10       \$ 0.60	Other	(500)	(140)		(1,313)		(708)			
Weighted average number of shares, diluted       174,030       121,831       151,533       114,260         Earnings per share, basic       \$       0.37       \$       0.27       \$       1.10       \$       0.60	Deficit, end of period	\$ (670,034)	\$ (807,970)	\$	(670,034)	\$	(807,970)			
Weighted average number of shares, diluted       174,030       121,831       151,533       114,260         Earnings per share, basic       \$       0.37       \$       0.27       \$       1.10       \$       0.60	Weighted average number of shares, basic	170,232	121,752		147,292		114,201			
	Weighted average number of shares, diluted	174,030	121,831		151,533		114,260			
	Earnings per share, basic	\$ 0.37	\$ 0.27	\$	1.10	\$	0.60			
		\$ 0.36	\$ 0.26		1.07		0.60			

## SEASPAN CORPORATION UNAUDITED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2018 AND 2017 (IN THOUSANDS OF US DOLLARS)

	Three Months Ended September 30,			Nine Months E September 3				
	2018		2017		2018		2017	
Net earnings	\$	79,973	\$	48,377	\$	215,701	\$	116,684
Other comprehensive income: Amounts reclassified to net earnings during the period relating to cash flow hedging instruments		271		342		847		2,479
Comprehensive income	\$	80,244	\$	48,719	\$	216,548	\$	119,163

### SEASPAN CORPORATION UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2018 AND 2017 (IN THOUSANDS OF US DOLLARS)

		onths Ended mber 30,
	2018	2017
Cash from (used in):		
Operating activities:		
Net earnings	\$ 79,973	\$ 48,377
Items not involving cash:		
Depreciation and amortization	65,053	49,835
Share-based compensation	355	8,507
Amortization of deferred financing fees, debt discount and fair value of long term debt	5,726	2,605
Amounts reclassified from other comprehensive loss to interest expense	80	144
Unrealized change in fair value of financial instruments	(13,925)	(11,483)
Acquisition related gain on contract settlement	—	—
Equity income on investment	—	(1,510)
Operating leases	(5,883)	(5,911)
Amortization of revenue contracts	1,902	1,133
Gain on disposals	—	(6,606)
Other	1	107
Changes in assets and liabilities	8,917	9,853
Cash from operating activities	142,199	95,051
Financing activities:		
Common shares issued, net of issuance costs	—	22,102
Preferred shares issued, net of issuance costs	144,416	—
Repayment of credit facilities	(225,916)	(98,295)
Draws on credit facilities	—	—
Fairfax notes and warrants issued	—	—
Draws on long-term obligations under capital lease	—	136,331
Repayment of long-term obligations under capital lease	(12,365)	(6,619)
Senior unsecured notes repurchased, including related expenses		—
Proceeds from exercise of Fairfax warrants	250,000	—
Redemption of Series F preferred shares	(143,430)	
Financing fees	(2,753)	(858)
Dividends on common shares	(9,549)	(7,701)
Dividends on preferred shares	(14,720)	(16,104)
Net proceeds from sale-leaseback of vessels		
Cash from (used in) financing activities	(14,317)	28,856
Investing activities:		
Expenditures for vessels	(5,613)	(139,364)
Short-term investments	(105)	(1)
Net proceeds from vessel disposal	—	18,338
Other assets	(201)	60
Loans to affiliate	—	(546)
Repayment of loans to affiliate	_	546
Acquisition of GCI	_	_
Cash acquired from GCI acquisition	—	_
Cash used in investing activities	(5,919)	(120,967)
Increase (decrease) in cash, cash equivalents and restricted cash	121,963	2,940
Cash, cash equivalents and restricted cash, beginning of period	283,132	325,450
Cash, cash equivalents and restricted cash, organing of period	\$ 405,095	\$ 328,390
Cash, cash equivalents and restricted cash, end of period	φ τ05,075	φ 520,570

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the consolidated balance sheets that the consolidated statements of cash flows:

	Septer	nber 3(	),
	 2018		2017
Cash and cash equivalents	\$ 391,030	\$	308,927
Restricted cash included in other assets	14,065		19,463
Total cash, cash equivalents and restricted cash shown in the consolidated statements of cash flows	\$ 405,095	\$	328,390

## STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This release contains forward-looking statements (as such term is defined in Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act) concerning Seaspan's operations, cash flows, and financial position, including, in particular, the likelihood of its success in developing and expanding its business. Statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as "continue," "expects," "anticipates," "intends," "plans," "believes," "estimates," "projects," "forecasts," "will," "may," "potential," "should" and similar expressions are forward-looking statements. These forward-looking statements represent Seaspan's estimates and assumptions only as of the date of this release and are not intended to give any assurance as to future results. As a result, you are cautioned not to rely on any forward-looking statements. Forward-looking statements appear in a number of places in this release. Although these statements are based upon assumptions Seaspan believes to be reasonable based upon available information, they are subject to risks and uncertainties. These risks and uncertainties include, but are not limited to:

- future growth prospects and ability to expand Seaspan's business;
- Seaspan's expectations as to impairments of its vessels, including the timing and amount of currently anticipated impairments;
- the future valuation of Seaspan's vessels and goodwill;
- potential acquisitions, vessel financing arrangements and other investments, and Seaspan's expected risks and benefits from such transactions;
- future time charters and vessel deliveries, including future long-term charters for certain existing vessels;
- estimated future capital expenditures needed to preserve the operating capacity of Seaspan's fleet including, its capital base, and comply with regulatory standards, its expectations regarding future dry-docking and operating expenses, including ship operating expense and general and administrative expenses;
- Seaspan's expectations about the availability of vessels to purchase, the time it may take to construct new vessels, the delivery dates of new vessels, the commencement of service of new vessels under long-term time charter contracts and the useful lives of its vessels;
- availability of crew, number of off-hire days and dry-docking requirements;
- general market conditions and shipping market trends, including charter rates, increased technological innovation in competing vessels and other factors affecting supply and demand;
- Seaspan's financial condition and liquidity, including its ability to borrow and repay funds under its credit facilities, to refinance its existing facilities and to obtain additional financing in the future to fund capital expenditures, acquisitions and other general corporate activities;
- Seaspan's continued ability to meet its current liabilities as they become due;
- Seaspan's continued ability to maintain, enter into or renew primarily long-term, fixed-rate time charters with its existing customers or new customers;
- the potential for early termination of long-term contracts and Seaspan's potential inability to enter into, renew or replace long-term contracts;
- the introduction of new accounting rules for leasing and exposure to currency exchange rates and interest rate fluctuations;
- conditions inherent in the operation of ocean-going vessels, including acts of piracy;
- acts of terrorism or government requisition of Seaspan's containerships during periods of war or emergency;
- adequacy of Seaspan's insurance to cover losses that result from the inherent operational risks of the shipping industry;
- lack of diversity in Seaspan's operations and in the type of vessels in its fleet;
- conditions in the public equity market and the price of Seaspan's shares;
- Seaspan's ability to leverage to its advantage its relationships and reputation in the containership industry;
- compliance with and changes in governmental rules and regulations or actions taken by regulatory authorities, and the effect of governmental regulations on Seaspan's business;
- the financial condition of Seaspan's customers, lenders, and other counterparties and their ability to perform their obligations under their agreements with us;
- Seaspan's continued ability to meet specified restrictive covenants and other conditions in its financing and lease arrangements, its notes and its preferred shares;
- any economic downturn in the global financial markets and export trade and increase in trade protectionism and potential negative effects of any recurrence of such disruptions on Seaspan's customers' ability to charter Seaspan's vessels and pay for Seaspan's services;
- some of Seaspan's directors and investors may have separate interests which may conflict with those of its shareholders and they may be difficult to replace given the anti-takeover provisions in Seaspan's organizational documents;
- taxation of Seaspan's earnings and of distributions to its shareholders;
- Seaspan's exemption from tax on U.S. source international transportation income;
- the ability to bring claims in China and Marshall Island, where the legal systems are not well-developed;
- potential liability from future litigation; and
- other factors detailed from time to time in Seaspan's periodic reports.

Forward-looking statements in this release are estimates and assumptions reflecting the judgment of senior management and involve known and unknown risks and uncertainties. These forward-looking statements are based upon a number of assumptions and estimates that are inherently subject to significant uncertainties and contingencies, many of which are beyond Seaspan's control. Actual results may differ materially from those expressed or implied by such forward-looking statements. Accordingly, these forward-looking statements should be considered in light of various important factors listed above and including, but not limited to, those set forth in "Item 3. Key Information—D. Risk Factors" in Seaspan's Annual Report for the year ended December 31, 2017 on Form 20-F filed on March 6, 2018 and in the "Risk Factors" in Reports on Form 6-K that are filed with the Securities and Exchange Commission from time to time relating to its quarterly financial results.

Seaspan does not intend to revise any forward-looking statements in order to reflect any change in Seaspan's expectations or events or circumstances that may subsequently arise. Seaspan expressly disclaims any obligation to update or revise any of these forward-looking statements, whether because of future events, new information, a change in Seaspan's views or expectations, or otherwise. You should carefully review and consider the various disclosures included in this Annual Report and in Seaspan's other filings made with the Securities and Exchange Commission that attempt to advise interested parties of the risks and factors that may affect Seaspan's business, prospects and results of operations.

Investor Inquiries: Mr. Matt Borys Investor Relations Seaspan Corporation Tel. 604-347-9184 Email: mborys@seaspanltd.ca

SOURCE Seaspan Corporation