



JULY 9, 2019

CIRCULAR NO. 24/19

TO MEMBERS OF THE ASSOCIATION

Dear Member:

REVISED AND UPDATED CORPORATE GOVERNANCE GUIDELINES

Your Board recently undertook a review of the guidelines pertaining to the governance of the American Club. This review, delegated in the first instance to the Board's Corporate Governance Committee, resulted in a new set of Guidelines superseding the more limited protocols originally composed in 2006 and intermittently amended, as circumstances required, over the intervening years.

The underlying constitution of the American Club is, of course, established by its By-Laws and the overarching regime of New York law which is itself reflected in many provisions of those By-Laws. The new Corporate Governance Guidelines are necessarily subordinate to the provisions of the By-Laws (and by extension New York law) and are not intended to have mandatory effect. Rather, they are designed to provide guidance to your Board and its Committees in discharging their duties in the governance of the Club in the best interests of the membership as a whole.

Following the approval by your Board of the final draft of the Guidelines submitted by the Corporate Governance Committee, they were circulated for informational purposes as an attachment to Item 12 of the agenda for the Annual Meeting of the Members which took place on June 20, 2019.

In order to ensure that Members be fully aware of the provisions of the Club's new Corporate Governance Guidelines, notwithstanding their earlier attachment to the agenda for the Annual Meeting of the Members as mentioned above, your Board thought it would be prudent to publicize them by way of Circular. Accordingly, they are attached hereto, and can also be accessed at the Club's website at:

https://www.american-club.com/files/files/corporate_governance_guidelines.pdf

Should Members have any questions in regard to the above, or generally, your Managers will be pleased to respond.

Yours faithfully,

Joseph E.M. Hughes, Chairman & CEO
Shipowners Claims Bureau, Inc., Managers for
THE AMERICAN CLUB