



CONFLICTS COMMITTEE REGULATION

October 2026

Version Control

Version	Date	Author	Subject
v.1	01.10.2026	Conflicts Committee	Recommendation to the Board of Directors
v.1	01.10.2026	Board of Directors	Initial approval

TABLE OF CONTENTS

1. INTRODUCTION	4
2. MISSION.....	4
3. COMPOSITION	4
4. ROLE AND RESPONSIBILITIES	4
5. REPORTS & PERFORMANCE EVALUATION	5
6. RESOURCES AND REMUNERATION	6
7. TERM.....	6
8. MEETINGS	6
9. QUORUM – DECISION MAKING.....	7
10. RELATIONSHIP WITH OTHER BODIES/PERSONS	7
11. RECORDS	7
12. PERSONAL DATA	7
13. APPROVAL – PUBLICATION – REVISION	7

1. INTRODUCTION

- 1.1 CAPITAL MARITIME FINANCE CORP. (the “**Company**”) has established a Conflicts Committee as a committee of the Board of Directors pursuant to section 7.4 of its Rules of Operation, as amended and supplemented from time to time.
- 1.2 The Conflicts Committee Regulation (the “**Regulation**”) has been approved by the Board of Directors on 01.01.2026.

2. MISSION

- 2.1 The primary purpose of the Conflicts Committee (the “Conflicts Committee”) of the Board of Directors of the Company (the “Board of Directors”) is to consider and evaluate and, if the Conflicts Committee deems it appropriate, negotiate the terms of, and recommend to the Board of Directors the approval of Transactions with Related Parties, each as defined in the Compliance Procedure for Related Party Transactions, and carry out such other duties delegated to the Conflicts Committee from time to time by the Board of Directors of the Company.

3. COMPOSITION

- 3.1 The Conflicts Committee shall consist exclusively of Independent Non-Executive Members of the Board of Directors. The Conflicts Committee shall be composed of at least three (3) members who, including the chair of the Conflicts Committee (the “**Chairperson**”), must fulfil the independence criteria set out in section 4.6 of the Company’s suitability policy concerning the members of the Board of Directors, which is drafted and adopted by the Board of Directors (the “**Suitability Policy**”).
- 3.2 The chairperson of the Board of Directors may be a member of the Conflicts Committee and is appointed by the Board of Directors.
- 3.3 The appointment of an independent non-executive member of the Board of Directors as member of the Conflicts Committee does not prohibit their appointment in any other committee of the Board of Directors, to the extent that sufficient time commitment to perform their responsibilities is ensured.
- 3.4 The members of the Conflicts Committee are appointed by resolution of the Board of Directors which shall adequately justify the suitability of the appointees. In case any member of the Conflicts Committee ceases to hold office for any reason, the Board of Directors shall replace the member as soon as possible.

4. ROLE AND RESPONSIBILITIES

- 4.1 The Conflicts Committee is responsible for reviewing Related Party Transactions and making recommendation to the Board of Directors as to whether the Board of Directors should approve any Related Party Transaction and grant authorization of such Related Party Transactions.
- 4.2 In particular, the Conflicts Committee, has the following responsibilities:
 - (a) in relation to Related Party Transactions whose value equals or exceeds 5% of the Company’s total assets, as reflected in its most recently published financial statements or

as may be required under applicable law, make ad hoc recommendation to the Board of Directors as to whether a specific envisaged Related Party Transaction should be approved by the Board of Directors; and/or

- (b) review and make recommendation to the Board of Directors for approval in respect of (i) any Related Party Transaction involving an actual or potential conflict of interest of any director or officer of the Company or (ii) any other Related Party Transaction that the Board of Directors determines to be material or otherwise appropriate for review by the Conflicts Committee and refers to the Conflicts Committee from time to time.

- 4.3 In case the Conflict Committee submits a recommendation for the approval of categories of Related Party Transactions under section 4.2(b) and the Board of Directors approves such recommendation, individual Related Party Transactions falling within such pre-approved category shall not require separate recommendation by the Conflicts Committee, provided that they are reported to the Conflicts Committee on an annual basis, unless otherwise required by applicable law.
- 4.4 Actions implementing a Related Party Transaction in accordance with its terms, as approved by the Board of Directors following recommendation by the Conflicts Committee, shall not require separate recommendation by the Conflicts Committee and a separate approval by the Board of Directors, provided that they are reported to the Conflicts Committee on an annual basis.
- 4.5 The Conflicts Committee shall act on an informed basis, in good faith, and in the honest belief that any recommendation made by the Conflicts Committee is in the best interests of the Company and its shareholders as a whole.
- 4.6 In the Conflicts Committee's assessment of what is fair to the Company and its shareholders as a whole, and in connection with the Conflicts Committee's review of any conflict of interest, the Conflicts Committee is authorized to consider (a) the relative interests of any party to such conflict, contract, agreement, arrangement, transaction or situation and the benefits and burdens relating to such interest; (b) any customary or accepted industry practices and any customary or historical dealings with a particular person; (c) any applicable generally accepted accounting practices or principles; and (d) such additional factors as the Conflicts Committee determines in its sole discretion to be relevant, reasonable or appropriate under the circumstances.

5. REPORTS & PERFORMANCE EVALUATION

- 5.1 The Conflicts Committee shall make regular reports to the Board of Directors, directly or through the Chairperson of the Conflicts Committee.
- 5.2 The Conflicts Committee shall evaluate its performance annually comparing the Conflicts Committee's performance against the responsibilities and requirements set forth in this charter. The performance evaluation shall also recommend to the Board of Directors any improvements to the Conflicts Committee's charter deemed necessary or desirable by the Conflicts Committee. The performance evaluation by the Conflicts Committee shall be conducted in such manner as the Conflicts Committee deems appropriate. The report to the Board of Directors may take the form of an oral report by the Chairperson of the Conflicts Committee or any other member of the Conflicts Committee designated by the Conflicts Committee to make this report.

6. RESOURCES AND REMUNERATION

- 6.1 The Company makes available to the Conflicts Committee the resources, funding and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve reasonable fees and other retention terms of any consultants, outside legal counsel or other advisors to the Conflicts Committee (each, an “**Advisor**”), as it deems appropriate, without seeking approval of the Board of Directors or management. The Conflicts Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisor it retains.
- 6.2 The remuneration of the members of the Conflicts Committee is determined by the Remuneration Policy of the Company. Remuneration shall reflect the scope of the members’ duties, the complexity, and the scope of their work, the time commitment required and the degree of their responsibility.

7. TERM

The term of office of the members of the Conflicts Committee coincides with their term of office as members of the Board of Directors.

8. MEETINGS

- 8.1 The Conflicts Committee meets where required in accordance with the Compliance Procedure for Related Party Transactions.
- 8.2 The Chairperson sets the agenda items, the frequency, and the duration of the meetings and has the overall responsibility to ensure that the Conflicts Committee exercises its duties effectively. In case of absence or inability to attend the meeting, the Chairperson’s duties are assumed by the longest serving member of the Conflicts Committee.
- 8.3 Each member shall be timely informed as to the time, date and place of each meeting. The agenda items for each meeting, together with all relevant accompanying documents, shall be made available to each member at least two (2) business days prior to the meeting. If the agenda items, together with all relevant accompanying documents, are sent in less than two (2) business days prior to the date of the meeting, the relevant items will be discussed in the meeting only if all members of the Conflicts Committee agree. The accompanying documents may be sent via email.
- 8.4 The Conflicts Committee may also meet via phone or video conference, whereas the participation of the members via phone or video conference is considered acceptable for the purpose of calculating quorum.
- 8.5 The Conflicts Committee will be provided with secretarial functions by the Secretary of the Company or any other person appointed by the Chairperson to keep the minutes of the meetings.
- 8.6 The Conflicts Committee may ask any member of the Board of Directors or other member of senior management or any other person to assist with discussions on any particular matter. The Conflicts Committee may ask any of those present to withdraw to facilitate open discussion on any matter.

- 8.7 The Conflicts Committee may determine additional rules and procedures, including designation of an alternate chairperson *Pro Tempore* in the absence of the Chairperson, at any meeting thereof.

9. QUORUM – DECISION MAKING

- 9.1 The meetings of the Conflicts Committee shall be considered quorate if at least half plus one of its members are present. If the Conflicts Committee consists of three (3) members, quorum is achieved if two (2) members are present.
- 9.2 Resolutions of the Conflicts Committee are passed by the majority of the present members.
- 9.3 The Conflicts Committee may also act by unanimous written consent in lieu of a meeting.
- 9.4 Resolutions of the Conflicts Committee are recorded in minutes.

10. RELATIONSHIP WITH OTHER BODIES/PERSONS

The Conflicts Committee may cooperate with other committees, or internal units and members of senior management of the Company.

11. RECORDS

The Conflicts Committee keeps records of the minutes for a period of at least five (5) years.

12. PERSONAL DATA

- 12.1 The Conflicts Committee does not process special categories of personal data within the meaning of article 9(1) of Regulation (EU) 2016/679 or personal data relating to family status of the members of the Board of Directors.
- 12.2 The Conflicts Committee processes personal data, to the extent necessary for the exercise of its duties or the fulfillment of its legal obligations. Such processing is carried out for the purposes of ensuring the proper composition, operation and effectiveness of the Conflicts Committee.

13. APPROVAL – PUBLICATION – REVISION

- 13.1 The Regulation is approved by the Board of Directors upon the recommendation of the Conflicts Committee.
- 13.2 The Regulation is reviewed periodically by the Conflicts Committee, which may propose relevant amendments to the Board of Directors. The Regulation is amended by resolution of the Board of Directors following relevant recommendation by the Conflicts Committee.
- 13.3 The Regulation enters into force upon its approval by the Board of Directors and is published at the Company's website at <https://www.capitalmaritimefinance.com/>. The above applies also in relation to any amendments to the Regulation.