



NOMINATION AND REMUNERATION COMMITTEE REGULATION

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1. INTRODUCTION

- 1.1 CAPITAL MARITIME FINANCE CORP. (the “**Company**”) has established a Nomination and Remuneration Committee as a committee of the Board of Directors.
- 1.2 The Nomination and Remuneration Committee Regulation (the “**Regulation**”) was approved by the Board of Directors on 01.10.2026, following recommendation by the Nomination and Remuneration Committee.

2. MISSION

The Nomination and Remuneration Committee assists the Board of Directors in fulfilling its corporate governance responsibilities regarding all matters related to the appointment and termination as well as the remuneration of its members.

3. COMPOSITION

- 3.1 The Nomination and Remuneration Committee shall consist of at least three (3) Non-Executive Members of the Board of Directors. At least two (2) of the members of the Nomination and Remuneration Committee, including its chair (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 has been adopted by the Board of Directors (the “**Suitability Policy**”).
- 3.2 The Chairperson of the Nomination and Remuneration Committee shall be an Independent Non-Executive Member of the Board of Directors who fulfills the independence criteria set out in the Company’s Suitability Policy and be appointed by the Board of Directors.
- 3.3 The chairperson of the Board of Directors may be member of the Nomination and Remuneration Committee but may not be Chairperson unless they fulfil the independence criteria set out in the Company’s Suitability Policy.
- 3.4 The appointment of a member of the Board of Directors as member of the Nomination and Remuneration Committee does not prohibit their appointment on any other committee of the Board of Directors, to the extent that sufficient time commitment to perform their responsibilities is ensured.
- 3.5 The members of the Nomination and Remuneration 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 Nomination and Remuneration Committee ceases to hold office for any reason, the Board of Directors shall replace the member as soon as possible.

4. ROLE AND RESPONSIBILITIES

The following responsibilities are assigned to the Nomination and Remuneration Committee:

- 4.1 Nomination of the members of the Board of Directors. The Nomination and Remuneration Committee has the following responsibilities:
 - (i) drafts and submits for approval by the Board of Directors the Company’s Suitability Policy;

- (ii) periodically reviews the adequacy of the Suitability Policy and proposes amendments to the Board of Directors, where required;
- (iii) identifies and proposes to the Board of Directors any persons that are suitable to be members of the Board of Directors, where a position becomes vacant, pursuant to the Company's Suitability Policy;
- (iv) periodically evaluates the Board of Directors and its members in accordance with section 9 of the Suitability Policy; and
- (v) identifies any issues relating to succession planning for the members of the Board of Directors.

4.2 Remuneration. The Nomination and Remuneration Committee has the following responsibilities:

- (i) drafts and submits to the Board of Directors the Company's Remuneration Policy for the members of the Board of Directors;
- (ii) reviewing and submitting recommendations to the Board of Directors regarding (a) the total aggregate fixed annual remuneration; and (b) any variable remuneration (including participation in share option plans or share-based incentive schemes) payable to the members of the Board of Directors; and
- (iii) reviews the information concerning the annual aggregate remuneration received by the persons covered by the Company's Remuneration Policy, which is to be included in the annual financial report of the Company.

5. RESOURCES AND REMUNERATION

- 5.1 The Company makes available to the Nomination and Remuneration Committee all resources the latter deems necessary for fulfilling its mission, including the engagement of external consultants to provide advisory or support services. In this case, the Company's annual financial report must include information concerning such external consultant, along with a statement of whether such external consultant has any connection with the Company and/or any members of the Board of Directors.
- 5.2 The remuneration of the members of the Nomination and Remuneration 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.

6. TERM

The term of office of the members of the Nomination and Remuneration Committee coincides with their term of office as members of the Board of Directors.

7. ANNUAL WORK PLAN

At the beginning of each financial year, the Nomination and Remuneration Committee shall approve an annual work plan including issues falling under its mission that should be dealt with on a recurring or one-time basis during the financial year.

8. MEETINGS

- 8.1 The Nomination and Remuneration Committee meets regularly, at least one (1) time a year. The Chairperson may convene additional meetings as are deemed necessary.
- 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 Nomination and Remuneration Committee exercises its duties effectively. In case of absence or inability to attend the meeting, the Chairperson's duties are assumed by any member appointed by the members of the Nomination and Remuneration Committee.
- 8.3 Each member shall be informed as to the time, date and place of each meeting in a timely manner. 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 Nomination and Remuneration Committee agree. The accompanying documents may be sent via email.
- 8.4 The Nomination and Remuneration Committee may also meet via phone or video conference and the participation of the members via phone or video conference is considered acceptable for the purpose of calculating quorum.
- 8.5 The Nomination and Remuneration 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 Nomination and Remuneration 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 Nomination and Remuneration Committee may ask any of those present to withdraw to facilitate open discussion on any matter.

9. QUORUM – DECISION MAKING

- 9.1 The meetings of the Nomination and Remuneration Committee shall be considered quorate if at least half plus one of its members are present. If the Nomination and Remuneration Committee consists of three (3) members, quorum is achieved if two (2) members are present.
- 9.2 Resolutions of the Nomination and Remuneration Committee are passed by the majority of the present members.
- 9.3 Resolutions of the Nomination and Remuneration Committee are recorded in the minutes.

10. RELATIONSHIP WITH OTHER BODIES/PERSONS

- 10.1 The Nomination and Remuneration Committee may cooperate with other Committees, internal units and members of senior management of the Company in order to ensure that the assessment of any individual and collective suitability of the members of the Board of Directors is adequate.

- 10.2 The Board of Directors requests the opinion of the Nomination and Remuneration Committee prior to any resolution concerning the remuneration of the members of the Board of Directors and the Remuneration Policy. It may also request the opinion of the Nomination and Remuneration Committee prior to any resolution regarding any share option plans or share-based incentive schemes.

11. RECORDS AND ACTIVITY REPORTS

- 11.1 The Nomination and Remuneration Committee keeps records of the minutes and its annual reports for a period of at least five (5) years.
- 11.2 The Nomination and Remuneration Committee prepares and submits a brief annual activity report. In this context, the Nomination and Remuneration Committee proceeds with the evaluation of the adequacy of the Regulation and submits recommendations regarding any changes to the Regulation that it considers necessary to the Board of Directors.

12. PERSONAL DATA

- 12.1 The Nomination and Remuneration 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 To the extent necessary for the exercise of its duties or the fulfillment of its legal obligations, the Nomination and Remuneration Committee processes, personal data relating to candidates for appointment as well as current and former members of the Nomination and Remuneration Committee and the Board of Directors. Such processing is carried out for the purposes of ensuring the proper composition, operation and effectiveness of the Committee and strengthening accountability and transparency in the nomination and selection process.

13. APPROVAL – PUBLICATION – REVISION

- 13.1 The Regulation is approved by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee.
- 13.2 The Regulation is reviewed annually by the Nomination and Remuneration 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 Nomination and Remuneration Committee.
- 13.3 The Regulation enters into force upon its approval by the Board of Directors and is published at the Company's website. The above applies also in relation to any amendments to the Regulation.