

# **COSTAMARE BULKERS HOLDINGS LIMITED MARSHALL ISLANDS**

## **CORPORATE GOVERNANCE, NOMINATING AND COMPENSATION COMMITTEE CHARTER (May 1, 2025)**

The purpose of this Charter is to set forth the composition, duties and responsibilities of the Corporate Governance, Nominating and Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Costamare Bulkera Holdings Limited (the “Company”). The Committee is appointed by the Board to assist the Board in fulfilling its responsibilities.

### **I. Membership.**

1.1. The Committee shall comprise of three or more of the members of the Board from time to time.

1.2. The Chair shall be selected by members of the Committee.

### **II. Meetings.**

2.1. The Committee shall meet as often as it may deem necessary and appropriate in its judgment.

2.2. A meeting of the Committee may be called by any member of the Committee.

2.3. Notice of each meeting, confirming the venue, time and date together with an agenda of items to be discussed, will be forwarded to each member of the Committee not fewer than 24 hours before the date and time of the meeting.

2.4. A majority of the members of the Committee shall constitute a quorum.

2.5. In the absence of the Chair, the remaining members present will elect another member to chair the relevant meeting.

### III. Duties.

#### 3.1. Corporate Governance:

- (a) develop and recommend to the Board corporate governance guidelines applicable to the Company and review such guidelines annually;
- (b) oversee the evaluation of the Board and management;
- (c) advise the Board periodically with regard to significant developments in the law and practice of corporate governance, as well as the Company's compliance with applicable laws and regulations related to Corporate Governance and make recommendations to the Board on all matters of corporate governance and on any remedial action to be taken; and
- (d) review and recommend to the Board proposed changes to the Company's organizational documents or any corporate policies, the review of which is not otherwise in the purview of another Board committee's responsibility, as the committee deems necessary and appropriate.

#### 3.2. Nominating:

- (a) review regularly the Board structure, size and composition and make recommendations to the Board with regard to any adjustments deemed necessary or appropriate based on factors the Committee deems appropriate;
- (b) be responsible for identifying and nominating candidates, consistent with criteria approved by the Board, such as experience, skills, expertise (including financial expertise), personal and professional integrity, character, business judgment, time availability and dedication, for the approval of the Board to fill Board vacancies as and when they arise as well as put in place plans for succession, in particular, of the Chairman of the Board and executive officers;
- (c) review candidates proposed by shareholders and conduct appropriate inquiries into the background and qualifications of any such candidates;
- (d) assist the Board in determining whether individual directors have material relationships with the Company that may interfere with their independence (including audit committee independence, where applicable), as provided under the Company's Corporate Governance Guidelines, the listing requirements of the NYSE, the rules of the SEC or any other applicable regulatory requirements;
- (e) refer to the Company's Audit Committee for its assessment in accordance with the Company's Code of Business Conduct and Ethics any actual or potential conflict of interest involving a director or other circumstances that may adversely reflect upon a director;

(f) make recommendations to the Board for the continuation (or not) in service of an executive director as an executive or non-executive director;

(g) review the performance of incumbent directors and recommend to the Board whether to nominate such directors for re-election; and

(h) make recommendations to the Board with respect to which director nominees should be selected to stand for election at the next annual meeting of shareholders.

### 3.3. Compensation:

(a) monitor the employment of the Company's executives and employees and make recommendations to the Board with respect to the relationship between the Company and said executives and employees;

(b) make recommendations to the Board with respect to fees for independent members of the Board; and

(c) make recommendations to the Board with respect to incentive-compensation and equity-based plans and determine and administer any such plans, including any grants under them.

### 3.4. General:

(a) perform a self-assessment and provide the same to the Board on an annual basis;

(b) maintain minutes of meetings and regularly report to the Board regarding the execution of its duties and responsibilities. The minutes of all meetings should be available to the Board;

(c) annually review and revise this Charter as necessary with approval of the Board to ensure that the composition of the Committee and the responsibilities and powers of the Committee comply with applicable laws and stock exchange rules; and

(d) perform any other activities consistent with this Charter, the Company's articles of incorporation and bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

## IV. Authority.

### 4.1. The Committee will:

(a) have the power, without having to seek Board approval, to employ the services of such advisers as it deems necessary to fulfill its responsibilities;

(b) have the sole power to retain and terminate any search/recruitment firm to identify director candidates; as well as sole authority to approve the fees and other terms of engagement of any such firm;

(c) have the sole power to retain and terminate any compensation consultant assisting in the evaluation of a director or the CEO or non-CEO executive compensation;

(d) review the membership and succession position of the Board;

(e) take practical steps to meet and form personal judgments on those identified to have potential for the Board; and

(f) make recommendations that the Committee deems appropriate to the Board.