

CAPITAL PRODUCT PARTNERS L.P.

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

I. Purpose:

The primary purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Capital Product Partners L.P. (the “Partnership”) is to discharge the responsibilities of the Board relating to compensation by the Partnership. For the avoidance of doubt, the purpose and responsibilities of the Committee include compensation of the members of the Board, but exclude compensation of the executive officers of the general partner of the Partnership and related executive service agreements. The Committee shall have overall responsibility for approving and evaluating compensation plans, policies and programs of the Partnership.

II. Committee Membership:

The Committee shall consist solely of “independent directors,” *i.e.*, those directors who neither are officers or employees of the Partnership or its subsidiaries nor have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and who are otherwise “independent” under the rules of the Nasdaq Stock Market, Inc. (“Nasdaq”) as they apply to compensation committee members.

Members shall be appointed by the Board based on nominations by a majority of the independent directors in a vote in which only independent directors participate. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

III. Responsibilities:

The Committee shall have the direct responsibility to:

1. To the fullest extent permitted by law, discharge any responsibility of the Board with respect to compensation paid the Partnership, including the responsibilities of the Board with respect to the Partnership’s current and any future incentive compensation plans and equity-based plans, including the Partnership’s Amended and Restated Omnibus Incentive Compensation Plan, oversee the activities of the individuals responsible for administering these plans and discharge any responsibilities imposed on the Committee by any of these plans.
2. Approve issuances under, or any material amendment of, any tax qualified, non-discriminatory employee benefit plan or parallel nonqualified plan pursuant to which a director, officer, employee of the

Partnership or consultant to the Partnership will acquire common units or options.

3. Approve issuances under, or any material amendment of, any option or other similar plan pursuant to which a person not previously an employee of the Partnership or director of the Partnership, as an inducement material to the individual's entering into employment with the Partnership, will acquire common units or options.
4. In consultation with management, oversee regulatory compliance with respect to compensation matters, including overseeing the Partnership's policies on structuring compensation programs to preserve tax deductibility.
5. If the Partnership appoints any executive officers, determine, or recommend to the Board for determination, the compensation of such executive officers of the Partnership and review and approve any severance or similar termination payments proposed to be made to any current or former such executive officer of the Partnership.
6. Prepare an annual Compensation Committee Report for inclusion in the Partnership's annual proxy statement in accordance with applicable SEC rules and regulations.
7. Prepare and issue the evaluation required under "Performance Evaluation" below.
8. Report to the Board on a regular basis, and not less than once per year.
9. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Partnership's compensation programs, including determinations involving any *ad hoc* compensation to be paid at the direction of the Board.

IV. Committee Structure and Operations:

The Committee shall designate one member of the Committee as its chairperson. The Committee shall meet at least twice a year, or more frequently, in conjunction with regularly scheduled meetings of the Board at regularly scheduled times and places determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

V. Delegation to Subcommittee:

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee consisting of one or more members.

VI. Performance Evaluation:

The Committee shall prepare and review with the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

VII. Resources and Authority of the Committee:

The Committee shall have the resources, funding and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of any compensation consultants, outside legal counsel or other advisors to the Committee (each, an "Advisor"), as it deems appropriate, without seeking approval of the Board or management. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisor it retains. To the extent required by Nasdaq rules, the Committee may select or receive advice from an Advisor only after taking into consideration the factors set forth in Nasdaq rules.

Although the Committee is required to consider these factors, it is free to select or receive advice from an Advisor that is not independent.

Adopted January 2020