



EAGLE BULK SHIPPING INC.

NOMINATING AND ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE CHARTER

This Nominating and Environmental, Social and Governance Committee Charter (“Charter”) has been adopted by the Board of Directors (the “Board”) of Eagle Bulk Shipping Inc. (the “Company”). The Nominating and Environmental, Social and Governance Committee of the Board (the “Committee”) shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.

Purpose

The Committee shall (a) identify, evaluate and make recommendations to the Board concerning individuals for selections as director nominees for the next annual meeting of shareholders or to otherwise fill Board vacancies, (b) develop and recommend to the Board a set of corporate governance guidelines for the Company, (c) provide oversight in the evaluation of the Board and management of the Company and review significant policies and performance and providing guidance on matters relating to safety, sustainability and corporate responsibility, which includes the Company’s environmental, health, safety, social and climate change-related risks and opportunities, approach to corporate social responsibility and activities related to shareholder engagement and philanthropy (collective, “ESG Matters”). It may also have such other duties as may from time to time be assigned to it by the Board and are required by the rules and regulations of the Securities and Exchange Commission (“SEC”) and the New York Stock Exchange (“NYSE”).

Committee Membership

The Committee shall be comprised of at least two directors determined by the Board to be “independent directors,” in accordance with the rules and regulations of the SEC and NYSE, subject to any applicable exemptions and phase-in provisions. The Board shall select the members of the Committee and its chairman not less frequently than annually who serve at the pleasure of the Board. A Committee member (including the chairman) may be removed at any time, with or without cause, by the Board. The Board may designate one or more independent directors as alternate members of the Committee, who may replace any absent or disqualified member or members at any meetings of the Committee.

Meetings

The Committee shall meet as often as it deems necessary. The Committee shall meet at the call of its chairman. Members of the Committee may participate in meetings of the Committee by telephone conference call or by any other means permitted by law of the Company’s Bylaws. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Subject to the Company’s Bylaws, the Committee may act by unanimous written consent of all



members in lieu of a meeting. The Committee shall determine its own rules and procedures, including designation of a chairman pro tempore in the absence of the chair, and designation of a secretary. The secretary need not be a member of the Committee and shall attend Committee meetings and prepare minutes. The Committee shall keep written minutes of its meetings, which shall be recorded or filed with the books and records of the Company. Any member of the Board shall be provided with copies of such Committee minutes if requested.

The Committee may ask members of management, employees, outside counsel or others whose advice and counsel are relevant to the issues then being considered by the Committee to attend any meetings of the Committee or to meet with members of, or consultants to, the Committee. The Committee shall have authority to delegate any of its responsibilities to one or more subcommittees as the Committee may from time to time deem appropriate.

The chairman of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments, and reporting the Committee's actions to the Board from time to time (but at least once each year) as requested by the Board.

Responsibilities

The Committee shall report regularly to the Board summarizing any significant issues considered by the Committee and any action it has taken.

The principal duties and responsibilities of the Committee are as follows:

1. Identify and evaluate individuals qualified to become Board members, consistent with the criteria approved by the Board. To the extent the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the selection and nomination of such directors need not be subject to the Committee's nominating process.
2. Recommend to the Board the director nominees for election by the shareholders at each meeting of shareholders at which directors will be elected and recommend to the Board nominees to fill any vacancies and newly created directorships on the board.
3. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and review and reassess the adequacy of such guidelines at least annually and recommend any proposed changes to the Board for approval.
4. Consider nominees duly recommended by shareholders for election to the Board; provided that any such recommendations must be submitted in accordance with the procedures set forth in the Company's Bylaws, the recommending shareholder's status as a shareholder has been verified, and the submission otherwise complies with any other shareholder nomination procedures set forth from time to time by the Board.
5. Provide oversight in the annual evaluation of the Board and management of the Company.



6. Review periodically the director independence standards under NYSE rules and the rules and regulations of the SEC, evaluate annually each director's independence status under such standards and report the results of such evaluation to the Board.
7. Annually review committee assignments with a view toward balancing the benefits derived from continuity against the benefits derived from the diversity of experience and viewpoints of the various directors, subject in any case to the NYSE rules, the rules and regulations of the SEC and any other applicable legal or regulatory requirements.
8. Undertake any other duties and responsibilities relating to the nomination process that the Board may delegate to the Committee.
9. Periodically review and discuss with management the Company's strategy, policies and practices regarding ESG matters and make recommendations to the Board and management as it may deem advisable based upon such review and discussion.
10. Review and advise the Board on (i) the establishment of appropriate targets and goals with respect to ESG Matters for the Company and related public reporting, (ii) the evaluation of the Company's performance with respect to the achievement of such goals and (iii) whether the Company should seek external assurance of its data with respect to ESG Matters.
11. Conduct any necessary or appropriate investigations or studies affecting the Company as they pertain to ESG Matters.
12. Consider and bring to the Board's attention, and, as appropriate, make recommendations to the Board regarding, current and emerging political, social, environmental and climate change-related trends, major legislative and regulatory developments or other public policy issues that are reasonably likely to affect the business operations, performance or public image of the Company or be otherwise relevant to the Company.
13. Advise the Board regarding significant shareholder concerns and shareholder proposals related to ESG Matters.
14. Review and discuss with management the Company's (i) policies on corporate charitable and philanthropic activities, if any, (ii) public policy advocacy efforts, including any political contributions, and (iii) human capital programs related to recruiting, retention, training and development, including policies and practices promoting diversity, inclusion and human and workplace rights.
15. Review the Company's annual Corporate ESG Sustainability Report.
16. Review periodically the criteria for the selection of new directors to serve on the Board and recommend any proposed changes to the Board for approval.
17. Develop and periodically review the Company's succession plan for senior management and the chief executive officer.



18. Oversee director orientation and continuing education programs.
19. Review any director resignation letter tendered in accordance with the Company's director resignation policy, and evaluate and recommend to the Board whether such resignation should be accepted.
20. Oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board any changes to the documents, policies and procedures in the Company's corporate governance framework.
21. Review proposals submitted by Company shareholders for inclusion in the Company's proxy materials and recommend appropriate action to the Board.
22. Review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
23. Undertake such other responsibilities as the Committee deems appropriate for it to carry out its purpose under this charter.

Authority

The Committee has the authority, to the extent it deems appropriate, to retain one or more search firms to be used to identify director candidates. The Committee shall have the sole authority to retain and terminate any such consulting firm, and to approve the firm's fees and other retention terms. The Committee shall also have the authority, to the extent it deems necessary or appropriate, to retain other advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors employed by the Committee.

Adopted: December 16, 2022