

CAPITAL PRODUCT PARTNERS L.P.
WRITTEN CONSENT OF THE BOARD OF DIRECTORS
7 OCTOBER 2021

The undersigned, being all of the members of the Board of Directors (the "Board") of CAPITAL PRODUCT PARTNERS L.P., a Marshall Islands limited partnership (the "Partnership"), do hereby consent without a meeting of the Board of the Partnership, pursuant to Section 7.7(a) of the Second Amended and Restated Limited Partnership Agreement of the Partnership, as amended and in force (the "Partnership Agreement"), to the adoption of the resolutions attached hereto. Capitalized terms not otherwise defined herein shall have the meaning set forth in the Partnership Agreement.

WHEREAS, CPLP SHIPPING HOLDINGS PLC (the "Issuer"), a Cyprus limited liability company, proposes to issue a five year bond loan, to be governed by Greek law 4548/2018 and the relevant provisions of Greek Law 3156/2003, as in force, in the amount of up to €150,000,000 (the "Bond Loan"), divided into up to 150,000 dematerialized, bearer bonds with par value of €1,000 each (the "Bonds") which will be offered to the public in Greece (the "Offering") and will be listed on the Fixed Income Securities Segment of the Regulated Market of the Athens Exchange (the "Listing"), together with the issuance of the Bond Loan and the Offering, the "Transaction");

WHEREAS, the Issuer shall use the proceeds to purchase all of the issued and outstanding shares of the capital stock of Poseidon Gas Carrier Corp., Kronos Gas Carrier Corp. and Maximus Gas Carrier Corp., all of which are incorporated in Marshall Islands and any remaining balance to cover any working capital purposes;

WHEREAS the Partnership shall exercise the option right under the Vessel Purchase Option Agreement concerning the shares of the capital stock of the aforementioned vessels of Poseidon Gas Carrier Corp., Kronos Gas Carrier Corp. and Maximus Gas Carrier Corp., which was concluded on 31 August 2021 with CGC Operating Corp., on behalf of the Issuer, a wholly owned subsidiary of the Partnership;

WHEREAS, the Board has reviewed the Bond Loan program, which is drafted in accordance with the relevant provisions of Greek law 4548/2018 and the relevant provisions of Greek Law 3156/2003, as in force, will be issued pursuant to Greek Law 4548/2018 (the "Program") and will be entered into by the Partnership, the Issuer and Piraeus Bank S.A., in its capacity as the Bondholders' Representative;

WHEREAS, the Board deems it advisable and in the best interests of the Partnership for the Issuer to undertake the Transaction and for the Partnership to fully and unconditionally guarantee the compliance of the Issuer with its obligations under the Program, including due repayment of principal as well as payment of interest, fees and expenses under the Bond Loan, in the form of a Greek law guarantee, as specified in the Program's obligations (the "Guarantee");

WHEREAS, in connection with the Offering, the Partnership and the Issuer have entered into or intend to enter into, as the case may be, (a) an Agreement for the Appointment of Piraeus Bank S.A. as Bondholders' Representative (the "Bondholders' Representative Agreement") in accordance with Greek law 4548/2018, (b) an Agreement for the Provision of Lead Underwriting Services (the "Lead Underwriting Agreement") with Piraeus Bank S.A., Alpha Bank S.A. and Euroxx Securities S.A. (together, the "Lead Underwriters"), (c) an Agreement for the provision of placing services in relation to financial instruments without a firm commitment basis (the "Underwriting Agreement") with all participating underwriters, i.e. the Lead Underwriters along with Optima Bank S.A.; (d) an Agreement for the Provision of Advisory Services (the "Advisory Agreement") with Piraeus Bank S.A. and Euroxx Securities S.A. and (e) an arrangement for the provision of payment agency services by the Hellenic

Central Securities Depository S.A. following the filing of a relevant application (the "ATHEXCSD Application") as well as (f) any other agreement that may be considered necessary for the completion of the issuance of the Bond Loan, the Offering and the Listing of the Bonds pursuant to Greek law and relevant market practice (together, the "Agreements");

WHEREAS, the Board has reviewed the Bondholders' Representative Agreement, the Lead Underwriting Agreement, the Underwriting Agreement, the Advisory Agreement and the ATHEXCSD Application.

WHEREAS, the Board has reviewed the prospectus under Regulation (EU) 2017/1129, and the implementing Regulations (EU) 2019/979 and 2019/980, and Greek Law 4706/2020 (the "Prospectus"), which the Partnership and the Issuer are required to file with the Hellenic Capital Markets Commission ("HCMC") in connection with the Offering.

NOW, THEREFORE, BE IT RESOLVED, that it is in the best interest of the Partnership that the Partnership (a) enters into the Transaction, whereby the Issuer will enter into the Bond Loan, and proceed with the issuance of the Bonds, the Offering and the Listing, (b) provides the Guarantee; and (c) enters into the Program and the Agreements; and be it

RESOLVED FURTHER, that the issuance of the Bond Loan divided into Bonds, the Offering and the Listing of the Bonds is hereby approved; and be it

RESOLVED FURTHER, that the Partnership is fully and unconditionally authorized to provide the Guarantee; and be it

RESOLVED FURTHER, that the Partnership approves, confirms and ratifies the entering into of the Program, the Agreements and the Transaction contemplated thereunder; and be it

RESOLVED FURTHER, that the Partnership be, and hereby is, authorized to file together with the Issuer with the HCMC the Prospectus, including any draft prospectus, supplement and exhibits thereto, and any and all amendments and post-effective amendments thereto, as may be necessary or appropriate in connection with the Offering and the Listing, and that each of the officers of the Partnership and any person designated by any such officer (together, the "Authorized Officers") are, and each of them individually hereby is, authorized and empowered, in the name and on behalf of the Partnership, to execute, personally or by power of attorney, and cause to be filed with HCMC such Prospectus, including such draft prospectus, supplement and exhibits thereto, and each such amendment and post-effective amendment, in such form as any Authorized Officer executing the same shall by their execution thereof approve, together with all exhibits thereto and any and all other documents in connection therewith; and be it

RESOLVED FURTHER, that the Authorized Officers are, and each of them individually hereby is, authorized and empowered, in the name and on behalf of the Partnership to negotiate, the terms and conditions of the Program and the Agreements and to draft, execute and deliver the Program and the Agreements, where applicable, and any exhibits, amendments or addenda thereto, in the name and on behalf of the Partnership, with such changes, as such they may deem necessary or appropriate; (b) to represent and bind the Partnership in connection with the Transaction before the HCMC, the Athens Exchange, the ATHEXCSD and any other interested party; (c) to agree and file all necessary applications, forms, agreements, amendments to agreements, certificates, instruments, consents, acknowledgments and other documents and in general to take any and all actions necessary or desirable for the consummation of the Transaction and (d) to do or cause to be done all such further acts and things as they may deem necessary or appropriate in order to carry into effect the purposes

and intent of the foregoing resolutions, and those powers conferred upon such Authorized Officers are hereby authorized, ratified, approved and confirmed in all respects by the Board such approval to be conclusively established by the execution and delivery thereof; and be it, that Koutalidis Law Firm, 115 Kifissias Avenue, The Orbit, 11524 Athens, Greece, Email: info@koutalidis.gr, nkoritsas@koutalidis.gr and gkoutsoykou@koutalidis.gr, Tel: 30 210 3607 811, Fax: +30 210 3600 069, be appointed as the Partnership's registered agent for service of process in Greece in connection with any and all matters relating to the Prospectus and the Agreements; and be it

RESOLVED FURTHER, that the Authorized Officers are, and each of them individually hereby is, authorized and empowered, in the name and on behalf of the Partnership, to hire any other consultants or experts required or deemed appropriate in connection with the Prospectus on terms any Authorized Officer approves; and be it

RESOLVED FURTHER, that the Authorized Officers are, and each of them individually hereby is, authorized and empowered, in the name and on behalf of the Partnership, to take, or cause to be taken, all actions necessary or advisable to effect the listing and trading of the Bonds on the Athens Exchange, including the preparation, execution, delivery, performance and filing with the Athens Exchange, the Greek Central Securities Depository S.A. and the HCMC of all necessary applications, forms, agreements, amendments to agreements, certificates, instruments, consents, acknowledgments and other documents, and the appearance of any such Authorized Officer before exchange officials; and be it

RESOLVED FURTHER, that the Authorized Officers are, and each of them individually hereby is, authorized and empowered, in the name and on behalf of the Partnership, to do or cause to be done all such further acts and things as they may deem necessary or appropriate in order to carry into effect the purposes and intent of the foregoing resolutions, and to negotiate, execute and deliver from time to time, as appropriate, the documents referred to herein, including but not limited to the Agreements, with such further changes, revisions, amendments or modifications thereto as any of the Authorized Officers executing the same shall, as evidenced by his or her or their execution thereof, deem appropriate, and any other agreements, documents, certificates and instruments contemplated thereby or hereby, including all exhibits thereto, to which the Partnership is a necessary party, such necessity to be conclusively evidenced by the execution and delivery thereof by such officer; and be it

RESOLVED FURTHER, that the Authorized Officers are, and each of them individually hereby is, authorized and empowered, in the name and on behalf of the Partnership, to approve, execute and deliver any amendments to the aforementioned documents that may be necessary or desirable to effectuate the basic transactions contemplated thereby and any other agreements, documents, certificates and instruments contemplated thereby or hereby, including all exhibits thereto, such approval to be conclusively established by the execution and delivery thereof; and be it

RESOLVED FURTHER, that the Authorized Officers are and each of them individually hereby is, authorized and empowered, in the name and on behalf of the Partnership, to pay all charges, fees, taxes and other expenses in connection with any transaction contemplated by these resolutions as they, or any of them, shall determine to be appropriate, proper or advisable in order to fully carry out the intent and accomplish the purposes of the foregoing resolutions, including the payment of any fees, costs and expenses incurred in connection with the filing of the Prospectus with the HCMC, the engagement of any consultant or expert, the application for listing of the Bonds on the Athens Exchange, and each of them, such payment to be conclusive evidence of their determination; and be it

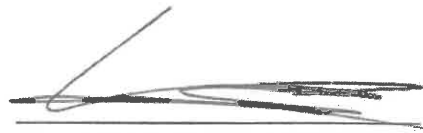
RESOLVED FURTHER, that the Authorized Officers of the Partnership are, and each of them individually hereby is, authorized and empowered, in the name and on behalf of the Partnership, to certify and furnish such copies of these resolutions and such statements as to the incumbency of the officers of the Partnership, under corporate seal if necessary, as may be requested, and any person receiving such certified copy is and shall be authorized to rely upon the contents thereof; and be it

RESOLVED FURTHER, that the original of this written consent be filed in the Minutes Book of the Partnership.

IN WITNESS WHEREOF, the undersigned have signed this Written Consent as of the date first written above.



KEITH FORMAN
Director



GERASIMOS KALOGIRATOS
Director

ELENI TSOUKALA
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ABEL RASTERHOFF
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DIMITRIS P. CHRISTACOPOULOS
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