

# OKEANIS ECO TANKERS CORP.

## Charter of the Audit Committee of the Board of Directors

Effective: December 6, 2023

This Audit Committee Charter (this “**Charter**”) has been adopted by the Board of Directors (the “**Board**”) of Okeanis Eco Tankers Corp. (the “**Company**”). All previous charters of the Audit Committee are hereby revoked and replaced with this Charter.

### 1. Mission Statement

The primary purpose of the Audit Committee (the “**Committee**”) of the Board is to assist the Board in fulfilling its responsibility to oversee:

- (i) management’s conduct of the Company’s financial reporting process (including the development and maintenance of systems of internal accounting and financial controls),
- (ii) the quality and integrity of the Company’s financial statements and related information,
- (iii) the Company’s compliance with applicable legal and regulatory requirements and ethical standards,
- (iv) the Company’s significant financial transactions and financial policy and strategy,
- (v) the qualifications and independence of the Company’s independent registered public accounting firm (the “independent auditors” or “outside auditors”),
- (vi) the performance of the Company’s internal audit function and independent auditors, and
- (vii) the outside auditors’ annual audit of the Company’s financial statements and their performance, and to have such other duties as may from time to time be assigned to it by the Board and as may be required by the rules and regulations of any securities exchange on which the Company’s securities are traded.

### 2. Membership

The Committee shall consist of at least two members of the Board. Each member of the Committee shall be “independent” under the listing standards of the New York Stock Exchange (the “**NYSE**”) and applicable rules under the Securities Exchange Act of 1934, as amended; and

- (1) all members of the Committee must be financially literate and have a working familiarity with basic finance and accounting practices (or acquire such familiarity within a reasonable period of time after his or her appointment);

(2) at least one member must have “accounting or related financial management expertise” in accordance with the rules of the NYSE; and

(3) at least one member of the Committee must be an “audit committee financial expert” as defined by the applicable rules of the Securities and Exchange Commission (the “SEC”) and may be the same person as that with “accounting or related financial management expertise.”

The members of the Committee shall be appointed by the Board from among its members upon recommendation of the Nominating/Corporate Governance Committee and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation, retirement, disqualification, death or removal by action of the Board.

No member of the Committee may serve on the audit committee of more than two other public companies, unless the Board (i) determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee and (ii) discloses such determination either on or through the Company’s website or in its annual report on Form 20-F.

### **3. Authority and Responsibilities**

The Committee’s function is not to replace the Company’s management, internal auditors and outside auditors, but rather one of oversight. The fundamental responsibility for the Company’s financial statements and disclosures rests with management while the outside auditors is responsible for conducting the annual audit in accordance with applicable standards. Consequently, in carrying out its oversight responsibilities, the Committee cannot provide any expert or special assurance as to the Company’s financial statements or internal controls or any professional certification as to the outside auditors’ work.

The Committee shall undertake the following activities and have the following authority (in addition to any others that the Board may from time to time delegate to the Committee), in each case subject to the requirements of Marshall Islands law and the Amended and Restated Articles of Incorporation and Amended and Restated Bylaws of the Company, as they may be amended from time to time:

(1) The Committee shall review and reassess the adequacy of this Charter on an annual basis and shall make recommendations to the Board, as conditions dictate, to update this Charter. The review and reassessment shall be conducted in such a manner as the Committee deems appropriate.

(2) The Committee shall be solely and directly responsible for the appointment, compensation, retention, oversight and, when necessary, termination of the outside auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (including the resolution of disagreements between management and such firm regarding financial reporting). The Company’s outside auditors shall report directly to the Committee, and the Committee shall maintain regular contact with the outside auditors.

(3) The Committee shall monitor and oversee the Company’s internal audit function and activities. The Committee shall discuss with management and, as appropriate, the outside

auditors and the internal auditors, the responsibilities, budgets, plans, qualifications and staffing of the Company's internal audit function and review and evaluate the performance and adequacy thereof. The Committee shall review summary reports to management prepared by the internal audit department and may request more detailed information, as it deems appropriate.

(4) The Committee shall review and pre-approve (a) all auditing services and (b) permitted non-auditing services rendered to the Company by its outside auditors (subject to the exception provided in paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X for certain *de minimis* non-audit services not recognized by the Company at the time of the engagement), in each case including fees.

(5) The Committee shall meet regularly (and, in any event, no less than quarterly) with (a) the management of the Company and (b) the Company's internal auditors (or other personnel responsible for the internal audit function).

(6) The Committee shall review and discuss with management and the outside auditors prior to public dissemination (a) the audited financial statements to be included in the Company's Annual Report on Form 20-F (or the Annual Report to Shareholders if distributed prior to the filing of Form 20-F), and the Company's disclosures in the related "Management's Discussion and Analysis of Financial Condition and Results of Operations", and (b) quarterly financial statements to be furnished under cover of a Current Report on Form 6-K.

(7) The Committee shall discuss with the outside auditors the matters required to be discussed by the applicable auditing standards adopted by the Public Company Accounting Oversight Board (the "PCAOB") and approved by the SEC from time to time.

(8) The Committee shall receive from the Company's outside auditors and review, timely reports concerning:

(a) major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies;

(b) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles;

(c) analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements;

(d) all significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including all alternative treatments of financial information related to material items that have been discussed with the Company's management, the ramifications of the use of the alternative disclosures and treatments on the Company's financial statements, and the treatment preferred by the outside auditors;

(e) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures (if any), on the financial statements of the Company;

(f) the type and presentation of information to be included in earnings press releases (paying particular attention to any use of "pro forma," or "adjusted" non-GAAP, information), as well as review any financial information and earnings guidance provided to analysts and rating agencies; and

(g) any other material written communications between the outside auditors and the Company's management, such as any management letter or schedule of unadjusted differences.

(9) Based on the review and discussions referred to in paragraphs 6 through 8, the Committee shall determine whether to recommend to the Board that the Company's audited financial statements be included in the Company's Annual Report on Form 20-F (or the Annual Report to Shareholders if distributed prior to the filing of Form 20-F).

(10) The Committee shall review and discuss with management and the outside auditors the Company's earnings press releases (paying particular attention to the use of any "pro forma" or non-GAAP information and measures), as well as financial information and earnings guidance otherwise provided to analysts and rating agencies and to the market. The Committee's discussion in this regard may be general in nature (i.e., discussion of the types of information to be disclosed and the type of presentation to be made) and need not take place in advance of each earnings release or each instance in which the Company may provide earnings guidance.

(11) The Committee shall:

(a) receive from the outside auditors, at least annually, a written report: (a) describing such firm's internal quality-control procedures; and (b) describing any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by such firm, and any steps taken to deal with any such issues; and (c) assessing the firm's independence and all relationships between such firm and the Company;

(b) review and discuss with the outside auditors, in accordance with the applicable standards of the PCAOB, any relationships or services that may impact the objectivity and independence of the outside auditors;

(c) prepare the disclosure required by Item 407(d)(3)(i) of Regulation S-K, if applicable; and

(d) take appropriate action in response to the outside auditors' report to satisfy itself of the auditors' independence.

After reviewing the foregoing report and the outside auditors' work throughout the year, the Committee shall evaluate the outside auditors' qualifications, performance and independence. This evaluation should include the review and evaluation of the lead and reviewing partners of the

outside auditors. In making its evaluation, the Committee should take into account the opinions of management and the Company's internal auditors (or other personnel responsible for the internal audit function) and take such additional actions as the Committee deems appropriate. The Committee should also confirm and evaluate the rotation of the audit partners on the audit engagement team as required by applicable law, and should consider whether there should be regular rotation of the outside auditors itself.

(12) The Committee shall review with the outside auditors and the internal auditors any audit problems or difficulties encountered and management's response (including any restrictions on scope or access, any accounting adjustments noted or proposed but passed as immaterial or for other reasons, any significant disagreements with management, any communications between the outside audit team and the outside auditor's national office, and any "management" or "internal control" letter issued, or proposed to be issued, by the auditor). The Committee shall be responsible for the resolution of disagreements among the Company's management, the outside auditors and the internal auditors regarding financial reporting.

(13) The Committee shall discuss with management, the internal auditors and the outside auditors the quality and adequacy of the Company's internal controls including reviewing any management internal control report, any significant internal control deficiencies or material weaknesses, any fraud involving management or others significantly involved in the Company's internal controls and any changes implemented in light of material control deficiencies or weaknesses.

(14) The Committee shall discuss with management the Company's policies with respect to risk assessment and risk management. This discussion should cover the Company's major financial risk exposures and the steps management has taken to monitor and control these exposures. The Committee shall further review strategy execution, portfolio management and reporting of non-financial operating data.

(15) The Committee shall ensure the proper implementation of the financial strategy, as approved by the Board. The Committee shall review periodically the financial results as achieved, oversee that the financial performance of the Company is properly measured, controlled and reported and recommend any share repurchase program for approval by the Board.

(16) The Committee shall receive reports on legal compliance and litigation matters and review the significant reports to management prepared by the internal auditors as well as management's responses thereto.

(17) The Committee shall establish procedures for: (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

(18) The Committee shall inform the Board if, in the course of fulfilling its responsibilities, important facts arise that reveal violations of material laws or other regulations that the Company must comply with, indicate serious wrongdoings in the financial area, or constitute a serious offense to the Company image likely to raise media interest. The purpose of

the Committee informing the Board of any such information is not to supplement the internal control systems but to allow the Board to verify the efficiency of these systems and, if necessary, to intervene and be convinced of the responsiveness of the line functions.

(19) The Committee shall give regular reports to the Board regarding issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the qualification, performance and independence of the Company's independent auditors and the performance of the internal audit function. The report to the Board may take the form of an oral report by the chairperson or any other member of the Committee designated by the Committee to make such report

(20) The Committee shall maintain minutes or other records of its meetings and shall give regular reports to the Board following meetings of the Committee and with respect to such other matters as are relevant to the Committee's discharge of its responsibilities, and on such other matters as the Board shall from time to time specify. The report to the Board may take the form of an oral report by the chairperson or any other member of the Committee designated by the Committee to make such report

(21) The Committee shall make recommendations to the Board regarding the adequacy of the Company's written conduct and ethics policies, and the Company's procedures for ensuring proper distribution, education and compliance with such policies, within the scope of the Committee's role and responsibilities, as set forth in this Charter, and with respect to how such policies and procedures impact the Committee's execution of its oversight responsibilities. The Committee shall consider questions of possible conflicts of interest of directors, executive officers, and other employees. The Committee shall also assist the Board in reviewing and, when appropriate, granting any requests by a director, executive officer, or other employee for a waiver from compliance with any such policies, within the scope mentioned above.

(22) The Committee shall provide such recommendations to the Board as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make such report.

(23) The Committee shall set clear policies for the Company's hiring of employees or former employees of the outside auditors. At a minimum, these policies must provide that any outside auditor may not provide audit services to the Company if the chief executive officer, chairman, chief financial officer, chief accounting officer, chief development officer or any person serving in an equivalent capacity for the Company was employed by the outside auditor and participated in any capacity in the audit of the Company during the one-year period preceding the date of the initiation of the audit.

(24) Discuss with the outside auditors its evaluation of the Company's identification of, accounting for, and disclosure of its relationships with related parties as set forth under the standards of the PCAOB.

(25) The Committee shall review its own performance at least annually.

#### **4. Structure, Meetings and Operations**

The Committee shall designate one member of the Committee to act as its chairperson (the “**Chair**”). The Chair of the Committee will chair all regular sessions of the Committee. In the absence of the Chair, the Committee shall select another member to preside. The Committee shall meet in person or by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other at least quarterly at such times and places determined by the Committee Chair, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its Chair. A majority of the members present in person or by means of telephone conference shall constitute a quorum. All actions of the Committee shall require the vote of a majority of its members present at a meeting of the Committee at which a quorum is present.

The Committee shall have the authority to establish subcommittees, consisting of not less than two members of the Committee at its sole discretion and delegate to such subcommittees the authority it deems appropriate, provided such authority is not mandated by applicable laws, regulations, or listing standards to be executed by the Committee in its entirety.

The Chair shall prepare and/or approve an agenda in advance of each meeting. The Committee will meet separately, periodically, with management, with internal auditors and the independent auditors, to discuss any matters that the Committee or each of these groups wishes to discuss. The Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may exclude from its meetings any persons it deems appropriate. Except as expressly provided in this Charter, the Company’s organizational regulations or the Company’s corporate governance guidelines, or as required by applicable law, regulation or NYSE listing standards, the Committee shall set its own rules of procedure.

#### **5. Compensation**

No member of the Committee may receive, directly or indirectly, any compensation from the Company other than (i) fees paid to directors for service on the Board (including customary perquisites and other benefits that all directors receive), (ii) if applicable additional fees paid to directors for service on a committee of the Board (including the Committee) and (iii) if applicable a pension or other deferred compensation for prior service that is not contingent on future service on the Board.

#### **6. Retention of Consultants and Advisors; Investigations**

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate. In this regard, the Committee shall have the sole authority to engage and terminate independent counsel and other advisors, as it determines necessary or appropriate to carry out its duties. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to the outside auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company and any advisors that the Committee chooses to engage, as well

as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall be given full access to the Company's internal auditors, Board, corporate executives and outside auditors as necessary to carry out these responsibilities.