



**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

**CAPITAL TANKERS CORP.
Reg. No. 136263**

REPUBLIC OF THE MARSHALL ISLANDS

REGISTRAR OF CORPORATIONS

DUPLICATE COPY

The original of this Document was filed in
accordance with Section 5 of the
Business Corporations Act on

NON RESIDENT

February 10, 2026



Mariam Drame
Deputy Registrar

**STATEMENT TO AMEND AND RESTATE
THE ARTICLES OF INCORPORATION
OF
CAPITAL TANKERS CORP.
UNDER SECTION 93 OF THE
THE MARSHALL ISLANDS BUSINESS CORPORATIONS ACT**

The undersigned, Prokopios Iliou, as President-Secretary-Treasurer/Sole Director of Capital Tankers Corp., a corporation incorporated under the laws of the Republic of the Marshall Islands on January 9, 2026 (the "Corporation"), for the purpose of amending and restating the Articles of Incorporation of the Corporation pursuant to Section 93 of the Marshall Islands Business Corporations Act, as amended, hereby certifies that:

1. The name of the Corporation is: Capital Tankers Corp. The Corporation was originally incorporated with the name Capital Crude Carriers Corp.
2. The Articles of Incorporation were filed with the Registrar of Corporations on the 9th day of January, 2026.
3. An Amendment to the Articles of Incorporation was filed with the Registrar of Corporations on the 12th day of January, 2026.
4. The Articles of Incorporation, as amended, are amended and restated in their entirety and are replaced by the Amended and Restated Articles of Incorporation attached hereto. The sections of the Articles of Incorporation, as amended, to be amended by the Amended and Restated Articles of Incorporation are sections A, B, D, E, F, G, and H. The following sections have been added to the Amended and Restated Articles of Incorporation: I-Q.
5. The Amended and Restated Articles of Incorporation were duly adopted in accordance with the provisions of Sections 88(1) and 93 of the Marshall Islands Business Corporations Act. The Amended and Restated Articles of Incorporation were duly adopted by written consent of the sole shareholder of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Statement to Amend and Restate the Articles of Incorporation on this 10th day of February, 2026.



Authorized Person
Name: Prokopios Iliou
Title: President-Secretary-Treasurer/Sole
Director

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

CAPITAL TANKERS CORP.

PURSUANT TO THE MARSHALL ISLANDS BUSINESS CORPORATIONS ACT

- A. The name of the corporation (the “**Corporation**”) is:
- Capital Tankers Corp.
- B. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the Marshall Islands Business Corporations Act (the “**BCA**”) may have.
- C. The registered address of the Corporation in the Marshall Islands is Trust Company Complex, Ajeltake Road, Ajeltake Island, Majuro, Marshall Islands MH96960. The name of the Corporation’s registered agent at such address is The Trust Company of the Marshall Islands, Inc.
- D. The aggregate number of shares of stock that the Corporation is authorized to issue is 600,000,000 registered shares of capital stock, each with a par value of US\$0.001 per share, of which (i) 500,000,000 shares shall be registered shares of common stock, par value US\$0.001 per share (the “**Common Shares**”), and (ii) 100,000,000 shares shall be registered shares of preferred stock, each with a par value of US\$0.001 (the “**Preferred Shares**”). The Preferred Shares may be issued from time to time in one or more series. The Board of Directors of the Corporation (the “**Board of Directors**”) is vested with authority, with respect to any series of Preferred Shares, to fix by resolution or resolutions the designations and the powers, preferences and relative, participating, optional or other rights and qualifications, limitations or restrictions thereon of each such series, including, without limitation, (1) the designation of the series; (2) the number of shares in the series, which the Board of Directors may, except where otherwise provided in the Preferred Shares designation, to the extent permitted by applicable law, increase or decrease, but not below the number of shares then outstanding; (3) whether dividends, if any, will be cumulative or non-cumulative and the dividend rate of the series; (4) the dates at which dividends, if any, will be payable; (5) the redemption rights and price or prices, if any, for shares of the series; (6) the terms and amounts of any sinking fund provided for the purchase or redemption of shares of the series; (7) the amounts payable on shares of the series in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the affairs of the Corporation; (8) whether the shares of the series will be convertible into shares of any other class or series, or any other security, of the Corporation or any other entity, and, if so, the specification of the other class or series or other security, the conversion price or prices or rate or rates, any rate adjustments, the date or dates as of which the shares will be convertible and all other terms and conditions upon which the conversion may be made; (9) conditions or restrictions on the issuance of shares of the same series or of any other class or series of the Preferred Shares; (10) the voting rights, if any, of the holders of the series; and (11) the rights to elect and remove one or more directors of the Corporation. In case the number of shares of any series of Preferred Shares shall be decreased, the shares constituting such decrease shall resume the status of undesignated Preferred Shares. The powers, preferences and relative, participating, optional and other special rights of each series of Preferred Shares, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other classes and series of Preferred Shares at any time outstanding.

Upon the effective time (the “**Effective Time**”) of the filing of these Amended and Restated Articles of Incorporation, each one Common Share that is issued and outstanding or held by the Corporation as treasury stock immediately prior to the Effective Time, is and shall be subdivided and reclassified into 1,000,000 validly issued, fully paid, nonassessable Common Shares (the “**Forward Stock Split**”) without any further action by the Corporation or the holder thereof. Each certificate that immediately prior to the Effective Time represented Common Shares (“**Old Certificates**”), if any, shall thereafter represent that number of Common Shares into which the Common Shares represented by the Old Certificate shall have been subdivided and reclassified pursuant to the Forward Stock Split. The authorized number of shares, and par value per share, of Common Shares shall not be affected by the Forward Stock Split. The stated capital of the Corporation shall

be increased from US\$0.10 to US\$100,000 immediately after the Forward Stock Split. No change is made to the number of Preferred Shares the Corporation is authorized to issue or to the par value of the Preferred Shares.

- E. The Corporation shall have every power which a corporation now or hereafter organized under the BCA may have.
- F. No shares or other security of the Corporation whether now or hereafter authorized, solely by reason thereof, shall entitle its holder to any preferential or preemptive right to acquire additional shares of capital stock or any other security of the Corporation, or any options or warrants for such shares or securities, or any rights to subscribe to or purchase such shares or securities, or any securities convertible into or exchangeable for such shares or securities, which may at any time be issued, sold or offered for sale by the Corporation. Nothing herein shall prevent the Corporation from granting preferential or preemptive rights by contract.
- G. In furtherance and not in limitation of the powers conferred by the laws of the Republic of the Marshall Islands, the Board of Directors is expressly authorized to make, adopt, alter, amend, change or repeal the Bylaws of the Corporation by resolutions adopted by the Board of Directors, subject to any Bylaw requiring the affirmative vote of a larger percentage of the members of the Board of Directors. Shareholders may amend the Bylaws only by affirmative vote of at least two-thirds of the voting power of shares issued and outstanding and entitled to vote.
- H. (a) The number of directors constituting the entire Board of Directors shall be one or more, as fixed from time to time by the shareholders or by the Board of Directors; provided, however, that the number of directors shall not be reduced so as to shorten the term of any director at the time in office.

(b) Any vacancies in the Board of Directors for any reason, and any created directorships resulting from any increase in the number of directors, may be filled by (i) the vote of a majority of the members of the Board of Directors then in office, although less than a quorum, or (ii) shareholders holding at least two-thirds of the voting power of shares issued and outstanding and entitled to vote, and, in either case, any directors so chosen shall hold office until the next election of directors. No decrease in the number of directors shall shorten the term of any incumbent director.

(c) Except as set forth in Article H(b), directors shall be elected by a plurality of the votes cast at a meeting of shareholders by the holders of shares entitled to vote in the election. Cumulative voting, as defined in Section 71(2) of the BCA, shall not be used to elect directors.

(d) Subject to any rights of a class or series of Preferred Shares to elect or remove a director, any or all of the directors may be removed, with or without cause, by affirmative vote of at least two-thirds of the voting power of shares issued and outstanding and entitled to vote. In addition, any or all of the directors may be removed by the Board of Directors with cause by affirmative vote of two-thirds of the entire Board of Directors.
- I. The Corporation will comply with all applicable provisions of the Republic of the Marshall Islands Business Corporations Act, including retention, maintenance, and production of accounting, shareholder, beneficial owner, and director and officer records in accordance with Division 8 of the Republic of the Marshall Islands Business Corporations Act.
- J. At all meetings of shareholders of the Corporation, except as otherwise expressly provided by law, there must be present either in person or by proxy shareholders of record holding at least one-third of the voting power of shares issued and outstanding and entitled to vote at such meetings in order to constitute a quorum, but if less than a quorum is present, a majority of the voting power of those shares present either in person or by proxy shall have the power to adjourn any meeting until a quorum shall be present.
- K. Except as provided in the BCA, any action required or permitted by the BCA to be taken at a meeting of shareholders of the Corporation may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, is signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. An electronic transmission

consenting to an action to be taken and transmitted by a shareholder or proxyholder, or by a person or persons authorized to act for a shareholder or proxyholder, shall be deemed to be written and signed for the purposes of this Article K, provided that any such electronic transmission sets forth or is delivered with information from which the corporation can determine (a) that the electronic transmission was transmitted by the shareholder or proxyholder or by a person or persons authorized to act for the shareholder or proxyholder and (b) the date on which such shareholder or proxyholder or authorized person or persons transmitted such electronic transmission.

- L. No director shall be personally liable to the Corporation or any of its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or any limitation thereof is not permitted under the BCA. If the BCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the BCA, as so amended. Any repeal or modification of this Article L shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.
- M. Advance notice of shareholder nominations for the election of directors and of business to be brought by shareholders before any meeting of the shareholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.
- N. If any class or series of Preferred Shares are issued with more or less than one vote for any share, on any matter, every reference in these Amended and Restated Articles of Incorporation and the Bylaws to a majority or other proportion of stock or shares shall refer to such majority or other proportion of the votes of such stock or shares.
- O. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are granted subject to this reservation.
- P. The Corporation may transfer its corporate domicile from the Marshall Islands to any other place in the world.
- Q. If any portion of these Amended and Restated Articles of Incorporation is declared invalid by any court or other governmental authority of competent jurisdiction or violates applicable law, such declaration or violation shall not affect the remainder of these Amended and Restated Articles of Incorporation, and the remainder of these Amended and Restated Articles of Incorporation shall be interpreted to give full effect to its terms.