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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 20-F/A**

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(Mark One)

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2023

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

**SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report: \_\_

For the transition period from \_\_ to \_\_

Commission file number: 001-33373

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**CAPITAL PRODUCT PARTNERS L.P.**

(Exact name of Registrant as specified in its charter)

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**Republic of the Marshall Islands**  
(Jurisdiction of incorporation or organization)

3 Iassonos Street, Piraeus, 18537 Greece  
+30 210 458 4950  
(Address and telephone number of principal executive offices and company contact person)

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Gerasimos (Jerry) Kalogiratos, j.kalogiratos@capitalmaritime.com  
(Name and email of company contact person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common units representing limited partnership interests	CPLP	Nasdaq Global Select Market

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Securities registered or to be registered pursuant to Section 12(g) of the Act: None  
Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

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Indicate the number of outstanding Shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

**55,039,143 Common Units**  
**870,522 Treasury Common Units**  
**348,570 General Partner Units**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

**YES**       **NO**

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

**YES**       **NO**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

**YES**       **NO**

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

**YES**       **NO**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definitions of “accelerated filer,” “large accelerated filer,” and “emerging growth company” in Rule 12b-2 of the Exchange Act. (Check one):

**Large accelerated filer**     

**Accelerated Filer**     

**Non-accelerated filer**     

**Emerging growth company**     

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If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act.

† The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on an attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant’s executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

**U.S. GAAP**

**International Financial Reporting Standards  
as issued by the International Accounting  
Standards Board**

**Other**

If “Other” has been checked in response to the previous question, indicate by check mark which financial statements item the registrant has elected to follow.

**ITEM 17**       **ITEM 18**

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

**YES**       **NO**

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**CAPITAL PRODUCT PARTNERS L.P.  
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**EXPLANATORY NOTE**

We are filing this Amendment (“Amendment”) to our Annual Report on Form 20-F (the “Original Filing”) for the sole purpose of amending Item 15(c) of the Original Filing to include the report of our independent registered public accounting firm on internal control over financial reporting, which was inadvertently omitted in the Original Filing. The corrected information in this Amendment does not affect the Company’s audited financial statements filed with the Original Filing.

In addition, pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, the certifications pursuant to Section 302 and Section 906 of the Sarbanes-Oxley Act of 2002 have been re-executed as of the date of, and are re-filed as part of, this Amendment as Exhibits 12.1, 12.2, 13.1 and 13.2. Paragraph 3 of the certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 has been omitted because no financial statements have been included in this Amendment.

This Amendment does not reflect events occurring after the filing of the Original Filing and does not modify or update the disclosure therein in any way except as described above. No other changes have been made to the Original Filing. The filing of this Amendment should not be understood to mean that any statements contained in the Original Filing, as amended by this Amendment, are true or complete as of any date subsequent to the original filing date of the Original Filing. Unless otherwise stated herein, all disclosures referenced as being made “as of the date of this Annual Report” or similar language are speaking as of the date of the Original Filing.

**Item 15. Controls and Procedures.**

**A. Disclosure Controls and Procedures**

As of December 31, 2023, our management (with the participation of the chief executive officer and chief financial officer of our General Partner) conducted an evaluation pursuant to Rule 13a-15(b) and 15d-15 promulgated under the U.S. Securities Exchange Act of 1934, as amended, of the effectiveness of the design and operation of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Our management, including the chief executive and chief financial officer of our General Partner, recognize that any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the partnership have been detected. Further, in the design and evaluation of our disclosure controls and procedures our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Based on this evaluation, the chief executive officer and chief financial officer of our General Partner concluded that, as of December 31, 2023, our disclosure controls and procedures, which include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act is accumulated and communicated to management, including the chief executive officer and chief financial officer of our General Partner, as appropriate to allow timely decisions regarding required disclosure, were effective in providing reasonable assurance that information that was required to be disclosed by us in reports we file or submit under the Exchange Act was recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission.

**B. Management's Annual Report on Internal Control over Financial Reporting**

Our management (with the management of our General Partner) is responsible for establishing and maintaining adequate internal controls over financial reporting. Our internal controls were designed to provide reasonable assurance as to the reliability of our financial reporting and the preparation and presentation of our Financial Statements for external purposes in accordance with accounting principles generally accepted in the United States.

Our internal controls over financial reporting includes those policies and procedures that 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of our Financial Statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made in accordance with authorizations of management and the directors of the Partnership and 3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Our management conducted an evaluation of the effectiveness of our internal control over financial reporting based upon the 2013 framework in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. This evaluation included review of the documentation of controls, evaluation of the design effectiveness of controls, testing of the operating effectiveness of controls and a conclusion on this evaluation. Based on this evaluation, management believes that our internal control over financial reporting was effective as of December 31, 2023.

However, because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements even when determined to be effective and can only provide reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with relevant policies and procedures may deteriorate.

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Deloitte Certified Public Accountants S.A. (“Deloitte”), our independent registered public accounting firm, has audited the Financial Statements included herein and our internal control over financial reporting and has issued an attestation report on the effectiveness of our internal control over financial reporting which is reproduced in its entirety in Item 15.C below.

### **C. Attestation Report of the Registered Public Accounting Firm.**

#### **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Unitholders of  
Capital Product Partners L.P.  
Majuro, Republic of Marshall Islands

#### **Opinion on Internal Control over Financial Reporting**

We have audited the internal control over financial reporting of Capital Product Partners L.P. and subsidiaries (the “Partnership”) as of December 31, 2023, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Partnership maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control — Integrated Framework (2013) issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2023 of the Partnership and our report dated April 23, 2024 expressed an unqualified opinion on those financial statements.

#### **Basis for Opinion**

The Partnership’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying “Management’s Annual Report on Internal Control over Financial Reporting”. Our responsibility is to express an opinion on the Partnership’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Partnership in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

#### **Definition and Limitations of Internal Control over Financial Reporting**

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made

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only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte Certified Public Accountants S.A.  
Athens, Greece  
April 23, 2024

We have served as the Company's auditor since 2006.

### **D. Changes in Internal Control over Financial Reporting**

There have been no changes in our internal controls over financial reporting during the year covered by this Annual Report that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

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### **Item 19. Exhibits**

The following exhibits are filed as part of this Annual Report:

Exhibit

No.	Description
1.1	<a href="#"><u>Certificate of Limited Partnership of Capital Product Partners L.P.</u></a> <sup>(1)</sup>
1.2	<a href="#"><u>Second Amended and Restated Agreement of Limited Partnership of Capital Product Partners L.P., dated February 22, 2010</u></a> <sup>(2)</sup>
1.3	<a href="#"><u>Amendment to Second Amended and Restated Agreement of Limited Partnership of Capital Product Partners L.P., dated September 30, 2011</u></a> <sup>(3)</sup>
1.4	<a href="#"><u>Second Amendment to Second Amended and Restated Agreement of Limited Partnership of Capital Product Partners L.P., dated May 22, 2012</u></a> <sup>(5)</sup>
1.5	<a href="#"><u>Third Amendment to Second Amended and Restated Agreement of Limited Partnership of Capital Product Partners L.P., dated March 19, 2013</u></a> <sup>(6)</sup>
1.6	<a href="#"><u>Fourth Amendment to Second Amended and Restated Agreement of Limited Partnership of Capital Product Partners L.P., dated August 25, 2014</u></a> <sup>(9)</sup>
1.7	<a href="#"><u>Certificate of Formation of Capital GP L.L.C.</u></a> <sup>(1)</sup>
1.8	<a href="#"><u>Limited Liability Company Agreement of Capital GP L.L.C.</u></a> <sup>(1)</sup>
1.9	<a href="#"><u>Certificate of Formation of Capital Product Operating GP L.L.C.</u></a> <sup>(1)</sup>
2.1	<a href="#"><u>Description of Securities registered under Section 12 of the Exchange Act</u></a> <sup>(16)</sup>
2.2	Certain long-term debt instruments, none of which relates to indebtedness that exceeds 10% of the consolidated assets of Capital Product Partners L.P., have not been filed as exhibits to this Form 20-F. Capital Product Partners L.P. agrees to furnish the Securities and Exchange Commission, upon its request, a copy of any such instrument defining the rights of holders of long-term debt of Capital Product Partners L.P. and its consolidated subsidiaries.
4.1	<a href="#"><u>Loan Agreement, dated October 6, 2022, between Capital Product Partners L.P. and Hamburg Commercial Bank A.G.</u></a> <sup>(14)</sup>
4.2	<a href="#"><u>Deed of Accession, Amendment and Restatement dated September 10, 2021, among Atrotos Gas Carrier Corp., Capital Gas LLC, Capital Product Partners L.P. and ING Bank N.V., London Branch, relating to a facility agreement December 18, 2020</u></a> <sup>(13)</sup>
4.3	<a href="#"><u>Form of Amended and Restated Term Loan Facility, among Atrotos Gas Carrier Corp., Capital Product Partners L.P. and ING Bank N.V., London Branch, relating to a facility agreement dated December 18, 2020</u></a> <sup>(13)</sup>
4.4	<a href="#"><u>Amended and Restated Omnibus Agreement, dated September 30, 2011</u></a> <sup>(3)</sup>
4.5	<a href="#"><u>Form of Floating Rate Management Agreement with Capital-Executive Ship Management Corp.</u></a> <sup>(10)</sup>
4.6	<a href="#"><u>Form of Floating Rate Management Agreement with Capital Gas Ship Management Corp.</u></a> <sup>(13)</sup>
4.7	<a href="#"><u>Administrative Services Agreement with Capital Ship Management</u></a> <sup>(1)</sup>
4.8	<a href="#"><u>Amendment 1 to Administrative Services Agreement with Capital Ship Management Corp., dated April 2, 2012</u></a> <sup>(7)</sup>
4.9	<a href="#"><u>IT Agreement, dated April 3, 2007, by and between Capital Ship Management Corp. and Capital Product Partners L.P.</u></a> <sup>(11)</sup>
4.10	<a href="#"><u>Addendum No. 1 to IT Agreement, dated April 2, 2012</u></a> <sup>(11)</sup>
4.11	<a href="#"><u>Addendum No. 2 to IT Agreement, dated April 2, 2017</u></a> <sup>(11)</sup>
4.12	<a href="#"><u>Addendum No. 3 to IT Agreement, dated April 2, 2022</u></a> <sup>(13)</sup>
4.13	<a href="#"><u>Master Vessel Acquisition Agreement, dated July 24, 2014</u></a> <sup>(8)</sup>
4.14	<a href="#"><u>Capital Product Partners L.P. Omnibus Incentive Compensation Plan, amended and restated on January 24, 2022</u></a> <sup>(13)</sup>



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4.15	<a href="#"><u>Capital Product Partners L.P. Omnibus Incentive Compensation Plan, amended and restated on January 25, 2024</u></a> <sup>(16)</sup>
4.16	<a href="#"><u>Form of Restricted Unit Award of Capital Product Partners L.P.</u></a> <sup>(4)</sup>
4.17	<a href="#"><u>Seller's Credit Agreement, dated January 27, 2021, with Capital Maritime &amp; Trading Corp.</u></a> <sup>(12)</sup>
4.18	<a href="#"><u>Umbrella Agreement, by and among Capital Maritime &amp; Trading Corp., Capital GP L.L.C. and Capital Product Partners L.P., dated November 13, 2023</u></a> <sup>(15)</sup>
4.19	<a href="#"><u>Seller's Credit Agreement, by and between Capital Maritime &amp; Trading Corp. and Capital Product Partners L.P., dated November 13, 2023</u></a> <sup>(15)</sup>
4.20	<a href="#"><u>Form of Supervision Agreement with Capital Gas Ship Management Corp.</u></a> <sup>(15)</sup>
8.1	<a href="#"><u>List of Subsidiaries of Capital Product Partners L.P.</u></a> <sup>(16)</sup>
12.1	<a href="#"><u>Rule 13a-14(a)/15d-14(a) Certification of Capital Product Partners L.P.'s Chief Executive Officer</u></a>
12.2	<a href="#"><u>Rule 13a-14(a)/15d-14(a) Certification of Capital Product Partners L.P.'s Chief Financial Officer</u></a>
13.1	<a href="#"><u>Capital Product Partners L.P. Certification of Gerasimos (Jerry) Kalogiratos, Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the U.S. Sarbanes-Oxley Act of 2002*</u></a>
13.2	<a href="#"><u>Capital Product Partners L.P. Certification of Nikolaos Kalapotharakos, Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the U.S. Sarbanes-Oxley Act of 2002*</u></a>
97.1	<a href="#"><u>Policy Regarding the Recovery of Erroneously Awarded Incentive-Based Compensation</u></a> <sup>(16)</sup>
101.INS	Inline XBRL Instance Document <sup>(16)</sup>
101.SCH	Inline XBRL Taxonomy Extension Schema Document <sup>(16)</sup>
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document <sup>(16)</sup>
101.DEF	Inline XBRL Taxonomy Definition Linkbase Document <sup>(16)</sup>
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document <sup>(16)</sup>
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document <sup>(16)</sup>
104	Cover Page Interactive Data File (Inline XBRL)

  

(1)	Previously filed as an exhibit to Capital Product Partners L.P.'s Registration Statement on Form F-1 (File No. 333-141422), filed with the SEC on March 19, 2007 and hereby incorporated by reference to such Registration Statement.
(2)	Previously filed as a Report on Form 6-K with the SEC on February 24, 2010.
(3)	Previously filed as a Report on Form 6-K with the SEC on September 30, 2011.
(4)	Previously filed as an exhibit to the registrant's Annual Report on Form 20-F for the year ended December 31, 2010 and filed with the SEC on February 4, 2011.
(5)	Previously furnished as a Report on Form 6-K with the SEC on May 23, 2012.
(6)	Previously furnished as a Report on Form 6-K with the SEC on March 21, 2013.
(7)	Previously filed as an exhibit to the registrant's Annual Report on Form 20-F for the year ended December 31, 2012 and filed with the SEC on February 5, 2013.
(8)	Previously furnished as a Report on Form 6-K with the SEC on July 29, 2014.
(9)	Previously furnished as a Report on Form 6-K with the SEC on August 26, 2014.
(10)	Previously filed as Exhibit 10.1 to a registration statement on Form F-3 with the SEC on October 25, 2019.
(11)	Previously filed as an exhibit to Capital Product Partners L.P.'s Annual Report on Form 20-F for the year ended December 31, 2019 and filed with the SEC on February 28, 2020.
(12)	Previously filed as an exhibit to Capital Product Partners L.P.'s Annual Report on Form 20-F for the year ended December 31, 2020 and filed with the SEC on April 27, 2021.
(13)	Previously filed as an exhibit to Capital Product Partners L.P.'s Annual Report on Form 20-F for the year ended December 31, 2021 and filed with the SEC on April 27, 2022.
(14)	Previously filed as an exhibit to Capital Product Partners L.P.'s Annual Report on Form 20-F for the year ended December 31, 2022 and filed with the SEC on April 26, 2023.
(15)	Previously furnished as Exhibit II to Capital Product Partners L.P.'s Report on Form 6-K with the SEC on November 13, 2023.
(16)	Previously filed as an exhibit to Capital Product Partners L.P.'s Annual Report on Form 20-F for the year ended December 31, 2023 and filed with the SEC on April 23, 2024.

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\* Furnished only and not filed

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

CAPITAL PRODUCT PARTNERS L.P.

By: Capital GP L.L.C., its general partner

By: /s/ Gerasimos (Jerry) Kalogiratos

Name: Gerasimos (Jerry) Kalogiratos

Title: Chief Executive Officer of Capital GP L.L.C.

Dated: May 22, 2024

## CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Gerasimos (Jerry) Kalogiratos, certify that:

1. I have reviewed this annual report on Form 20-F/A of Capital Product Partners L.P.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. [Reserved];
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Dated: May 22, 2024

By: /s/ Gerasimos (Jerry) Kalogiratos  
Name: Gerasimos (Jerry) Kalogiratos  
Title: Chief Executive Officer

## CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Nikolaos Kalapotharakos, certify that:

1. I have reviewed this annual report on Form 20-F/A of Capital Product Partners L.P.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. [Reserved];
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Dated: May 22, 2024

By: /s/ Nikolaos Kalapotharakos

Name: Nikolaos Kalapotharakos

Title: Chief Financial Officer

**Certification Pursuant to  
18 U.S.C. Section 1350 As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the annual report on Form 20-F/A of Capital Product Partners L.P., a master limited partnership organized under the laws of the Republic of the Marshall Islands (the "Company"), for the period ended December 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned officer of the Company certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that, to his knowledge:

- (a) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 22, 2024

By: /s/ Gerasimos (Jerry) Kalogiratos  
Name: Gerasimos (Jerry) Kalogiratos  
Title: Chief Executive Officer

**Certification Pursuant to  
18 U.S.C. Section 1350 As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the annual report on Form 20-F/A of Capital Product Partners L.P., a master limited partnership organized under the laws of the Republic of the Marshall Islands (the "Company"), for the period ended December 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned officer of the Company certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that, to his knowledge:

- (a) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (b) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 22, 2024

By: /s/ Nikolaos Kalapotharakos  
Name: Nikolaos Kalapotharakos  
Title: Chief Financial Officer