

**ARDMORE SHIPPING CORPORATION**  
**TALENT AND COMPENSATION COMMITTEE CHARTER**

This Talent and Compensation Committee (“Committee”) of the Board of Directors (“Board”) of Ardmore Shipping Corporation (the “Company”) has adopted this Talent and Compensation Committee Charter (“Charter”).

**Purpose**

The Committee shall have overall responsibility relating to the approval and evaluation of compensation plans, policies and programs of the Company’s executive officers and Board.

The Committee shall also assist the Board in making recommendations on the development and progression of key personnel.

The Committee may also have such other duties as may from time to time be assigned to it by the Board or are required by the rules and regulations of the Securities and Exchange Commission (“SEC”) or the New York Stock Exchange (“NYSE”).

As the Committee deems appropriate, it may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Board.

**Composition**

*Independence*

The Committee shall be comprised of at least three directors, each of whom meets, as determined by the Board, the director independence requirements of NYSE, subject to any applicable exemptions.

*Appointment and Removal of Members*

The Board shall select the members of the Committee and its Chair on the recommendation of the Nominating and Corporate Governance Committee. The Board shall have the power at any time to change the membership of the Committee and may remove any member from the Committee at any time with or without cause.

**Duties and Responsibilities**

The Committee’s job is one of oversight. Management is responsible for compliance with relevant employment and compensation laws and regulations. In addition to any duties and responsibilities assigned to the Committee from time to time by the Board, the principal duties and responsibilities of the Committee are as follows:

*Compensation Philosophy and Goals*

- Review, oversee and make recommendations to the Board as to the Company’s general compensation philosophy.
- Annually review executive compensation policies, programs and practices of the Company and make recommendations to the Board for approval of any material changes thereto.

### *CEO and Executive Compensation*

- Annually review and approve those corporate goals and objectives established by the Board that are relevant to the compensation of the Company's Chief Executive Officer (the "CEO") and other executive officers, evaluate the performance of the CEO and other executive officers in light of those goals and objectives, and determine and recommend to the Board for approval the CEO's and other executive officers' compensation based on this evaluation. In determining the long-term incentive component of the compensation of the CEO and other executive officers the Committee may consider, among other relevant factors, the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive and comparable officers at comparable companies, and the awards given to the Chief Executive Officer and other executive officers in past years.
- Recommend for approval by the Board the annual compensation, including salary, bonus, benefits, prerequisite, incentive and equity compensation, of all executive officers of the Company, and report such recommendations to the Board.
- Review and approve employment, severance, change of control, retirement and other similar agreements or arrangements relating to executive officers, including any agreement or arrangement for an executive involving any subsidiary, affiliate or special purpose entity.

### *Compensation Risk Assessment*

- Periodically review management's assessments regarding whether the risks arising from the Company's compensation policies and practices for employees are reasonably likely to have a material adverse effect on the Company and to review and approve, for the Company's executive officers, and provide oversight of management's decisions, for the Company's non-executive officers and other employees, any new or revised policies and/or practices recommended to address any such risks identified, as appropriate.

### *Stock Ownership Guidelines*

- Annually review executive stock ownership and, if determined to be appropriate by the Committee, develop and recommend to the Board, executive stock ownership guidelines, and monitor progress toward meeting any such guidelines.

### *Retirement Plans*

- Recommend to the Board for action all retirement plans (including executive-only and rank and file plans) and all plan amendments that are non-administrative in nature.
- Periodically review plan administration, participation and regulatory compliance of all retirement plans.

### *Non-executive Compensation and Incentive Plans*

- Oversee management's decisions concerning the performance and total compensation of non-executive officers and employees.
- Make recommendations to the Board with respect to incentive-compensation and equity-based plans that are subject to Board approval.

### *Board Compensation*

- Review the Company's director compensation practices in relation to comparable companies, and

recommend to the Board, as appropriate, revisions to director compensation practices.

- Periodically review the desirability of, and, if determined to be appropriate by the Committee, develop and recommend to the Board, director stock ownership guidelines and monitor compliance with such guidelines.

#### *Talent Management*

- Review and make recommendations to the Board regarding the Company's strategies, initiatives and programs relating to the recruitment, performance management, leadership development and retention of key personnel.

#### *Reporting*

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

The Committee shall have all authority necessary to fulfill the duties and responsibilities assigned to the Committee in this Charter or otherwise assigned to it by the Board, and the Committee shall undertake such other responsibilities as the Committee deems appropriate for it to carry out its purpose under this Charter.

#### **Advisors**

The Committee shall have sole authority to, in its sole discretion, retain and terminate or otherwise obtain the advice of: (i) compensation and talent management consultants; and (ii) any other advisors whom the Committee believes are necessary to assist it in carrying out its duties ("Advisors"). The Committee shall have sole authority to approve such Advisors' fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Advisors engaged by the Committee.

The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisors retained by the Committee.

The Committee may select Advisors only after taking into consideration all factors relevant to that person's independence from management, including the following:

- the provision of other services to the Company by the person that employs the Advisors;
- the amount of fees received from the Company by the person that employs the Advisors, as a percentage of the total revenue of the person that employs the Advisors;
- the policies and procedures of the person that employs the Advisors that are designed to prevent conflicts of interest;
- any business or personal relationship of the Advisors with a member of the Committee;
- any stock of the Company owned by the Advisors; and
- any business or personal relationship of the Advisors or the person employing the Advisors with any executive officer.

After considering the independence factors outlined above, the Committee may select, or receive advice from, any Advisors it prefers, including ones that are not independent. The Committee is not required to conduct the independence assessment outlined above for in-house counsel or any Advisors

whose role is limited to the following activities: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; and/or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the Advisors, and about which the Advisors does not provide advice.

If the Committee determines that the work performed by an Advisor retained by the Committee has raised any conflict of interest, the Committee shall disclose to the Board the nature of such conflict of interest and how it is being addressed. In determining whether a conflict of interest exists, the Committee shall consider the factors described above and the other requirements under SEC or other regulations.

### **Meetings**

The Committee shall meet at least annually and as often as it deems necessary. The Committee may request any officer or employee of the Company to attend meetings of the Committee or to meet with members of, or Advisors to, the Committee. Members of the Committee may participate in meetings of the Committee by telephone conference call. The Committee may act by unanimous written consent in lieu of a meeting. The Chief Executive Officer shall not be present during voting or deliberations relating to his or her compensation.

In the absence of a member designated by the Board to serve as Chair, the members of the Committee may appoint from among their numbers a person to preside at their meetings.

The Committee should hold an *in-camera* session without management present, including management directors, at least once annually.

### **Evaluation**

The Committee shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.

The Committee shall obtain or perform an annual evaluation of the Committee's performance and make applicable recommendations for improvement.

**Amended: March 15, 2024**