

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C.**

---

**FORM 6-K**

---

**REPORT OF FOREIGN PRIVATE ISSUER  
Pursuant to Rule 13a-16 or 15d-16  
under the Securities Exchange Act of 1934**

**For the month of November 2023**

**COMMISSION FILE NUMBER: 001-33373**

---

**CAPITAL PRODUCT PARTNERS L.P.**

(Translation of registrant's name into English)

---

**3 Iassonos Street  
Piraeus, 18537 Greece  
(Address of principal executive offices)**

---

Indicate by check mark whether the Registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F

Form 40-F

---

---

The information contained in this report on Form 6-K is hereby incorporated by reference into the registrant's Registration Statement on Form F-3 (File No. 333-274680).

The Report comprises the following:

<b>Exhibits.</b>	
<b>Number</b>	<b>Description</b>
5.1	<a href="#"><u>Opinion of Watson Farley and Williams LLP, Marshall Islands counsel to Capital Product Partners L.P., as to the validity of the securities being issued.</u></a>
8.1	<a href="#"><u>Opinion of Sullivan &amp; Cromwell LLP, U.S. counsel to Capital Product Partners L.P., with respect to certain tax matters.</u></a>
23.1	<a href="#"><u>Consent of Watson Farley and Williams LLP, Marshall Islands counsel to Capital Product Partners L.P. (included in Exhibit 5.1)</u></a>
23.2	<a href="#"><u>Consent of Sullivan &amp; Cromwell LLP, U.S. counsel to Capital Product Partners L.P. with respect to certain tax matters (included in Exhibit 8.1)</u></a>
99.1	<a href="#"><u>Press Release Announcing the Rights Offering.</u></a>
99.2	<a href="#"><u>Form of Rights Certificate.</u></a>
99.3	<a href="#"><u>Form of Instructions for Use of Rights Certificates of Capital Product Partners L.P.</u></a>
99.4	<a href="#"><u>Form of Letter to Record Holders of Common Units.</u></a>
99.5	<a href="#"><u>Form of Letter to Brokers, Banks or Other Nominee Holders of Capital Product Partners L.P.</u></a>
99.6	<a href="#"><u>Form of Nominee Holder Certification.</u></a>
99.7	<a href="#"><u>Form of Beneficial Owner Election Form.</u></a>

**SIGNATURES**

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

CAPITAL PRODUCT PARTNERS L.P.

Dated: November 27, 2023

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

/s/ Gerasimos (Jerry) Kalogiratos

Name: Gerasimos (Jerry) Kalogiratos

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

# WATSON FARLEY & WILLIAMS

ATHENS BANGKOK DUBAI DUSSELDORF FRANKFURT HAMBURG HANOI HONG KONG LONDON  
MADRID MILAN MUNICH NEW YORK PARIS ROME SEOUL SINGAPORE SYDNEY TOKYO

Capital Product Partners L.P.  
3, Iassonos Street  
Piraeus, Athens  
18537, Greece

Our reference: 24435.50035/80882354v3

November 27, 2023

## Exhibit 5.1 Opinion

Dear Sirs:

We have acted as special counsel as to matters of the law of the Republic of the Marshall Islands (“**Marshall Islands Law**”) for Capital Product Partners L.P., a Marshall Islands limited partnership (the “**Partnership**”), in connection with the issuance of up to \$500,000,000 of the Partnership’s common units (the “**Rights Offering Units**”), each representing limited partnership interests in the Partnership, upon the exercise of certain rights to subscribe for and purchase common units of the Partnership distributed to holders of record of the Partnership’s outstanding common units at the close of business on November 24, 2023. The Rights Offering Units are to be issued pursuant to an Umbrella Agreement, dated November 13, 2023 (the “**Umbrella Agreement**”), among the Partnership, Capital Maritime & Trading Corp. and Capital GP L.L.C. (the “**General Partner**”).

In rendering this opinion, we have examined originals or copies (certified or otherwise identified to our satisfaction) of the following:

- (i) the registration statement on Form F-3 (File No. 333-274-680) (the “**Registration Statement**”) which became effective with the Securities and Exchange Commission on September 29, 2023 and the prospectus included therein (the “**Base Prospectus**”), and the prospectus supplement filed on the date hereof (the “**Prospectus Supplement**”);
- (ii) the Umbrella Agreement;
- (iii) the certificate of limited partnership of the Partnership (the “**Certificate of Limited Partnership**”);
- (iv) the Second Amended and Restated Agreement of Limited Partnership of the Partnership dated as of February 22, 2010, as amended by the Amendment dated as of September 30, 2011, and the Second Amendment dated as of May 22, 2012, and the Third Amendment dated as of March 19, 2013 and the Fourth Amendment dated as of August 25, 2014 (together with the Certificate of Limited Partnership, the “**Organizational Documents**”); and

---

Watson Farley & Williams LLP 250 West 55th Street New York, New York 10019 T +1 212 922 2200 F +1 212 922 1512 wfw.com

---

Watson Farley & Williams LLP is a limited liability partnership that (or a WPW Affiliated Entity) has an office in each of the cities listed above.

- (v) such other papers, documents and certificates of public officials and certificates of representatives of the Partnership and its general partner, the General Partner, as we have deemed necessary.

In such examination, we have assumed (a) the legal capacity of each natural person, (b) the genuineness of all signatures (including electronic signatures) and the authenticity of all documents submitted to us as originals, (c) the conformity to original documents of all documents submitted to us as conformed or photostatic copies, (d) that the documents reviewed by us in connection with the rendering of the opinions set forth herein are true, correct and complete and (e) the truthfulness of each statement as to all factual matters contained in any document or certificate encompassed within the due diligence review undertaken by us. We have further assumed the validity and enforceability of all documents under all applicable laws other than Marshall Islands Law. As to any questions of fact material to our opinion, we have, when relevant facts were not independently established, relied upon the aforesaid certificates.

In rendering this opinion, we have also assumed (x) that the Rights Offering Units shall be issued and sold in compliance with in all respects (i) the Securities Act of 1933, as amended (the “**Securities Act**”), (ii) all other applicable U.S. federal and state securities and other laws, and (iii) the terms, conditions and restrictions set forth in the Registration Statement, the Base Prospectus, the Prospectus Supplement, the Umbrella Agreement and all of the instruments and other documents relating thereto or executed in connection therewith; (y) that the Umbrella Agreement has been duly and validly authorized, executed and delivered by the parties thereto (other than the Partnership) and their power, authority and legal right to enter into and perform their respective obligations thereunder; and (z) the validity and enforceability of the Umbrella Agreement against the parties thereto. We have assumed that fractional units will not be issued, and any fractional units that would otherwise be issued will be rounded down to the nearest whole number.

This opinion is limited to Marshall Islands Law and is as of the date hereof. We expressly disclaim any responsibility to advise of any development or circumstance of any kind, including any change of law or fact that may occur after the date of this opinion letter that might affect the opinions expressed herein.

Based on the foregoing and having regard to legal considerations which we deem relevant, and subject to the qualifications, limitations and assumptions set forth herein, we are of the opinion that when the Rights Offering Units are issued and delivered against payment therefor in accordance with the terms of the Organizational Documents, Registration Statement, the Base Prospectus, the Prospectus Supplement and the Umbrella Agreement, the Rights Offering Units will be validly issued, fully paid (to the extent required under the Organizational Documents) and nonassessable (except as such nonassessability may be affected by Sections 30, 41, 51 and 60 of the Marshall Islands Limited Partnership Act).

We consent to the filing of this opinion as an exhibit to a Report on Form 6-K of the Partnership, the discussion of this opinion in the Registration Statement, the Base Prospectus, and the Prospectus Supplement, and to the references to our firm in the Registration Statement, the Base Prospectus, and the Prospectus Supplement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or related rules and regulations, nor do we admit that we are experts with respect to any part of the Registration Statement within the meaning of the term “expert” as used in the Securities Act or related rules and regulations.

Very truly yours,

**Watson Farley & Williams LLP**

*/s/ Watson Farley & Williams LLP*

November 27, 2023

Capital Product Partners L.P.,  
3 Iassonos Street,  
Piraeus 18537, Greece.

Ladies and Gentlemen:

We have acted as United States federal income tax counsel to Capital Product Partners L.P. (“CPLP”), a Marshall Islands limited partnership, in connection with the registration under the Securities Act of 1933, as amended (the “Act”) of up to 35,087,719 common units representing limited partnership interests in CPLP (the “Common Units”), upon the exercise of non-transferable rights distributed to holders of common units of CPLP as of November 24, 2023. We hereby confirm to you that, insofar as it relates to United States federal income tax matters, the discussion set forth under the caption “Certain Material U.S. Federal Income Tax Consequences,” in the Prospectus Supplement dated November 27, 2023 (the “Prospectus Supplement”) to the Prospectus dated September 29, 2023, included in the Registration Statement on Form F-3 filed on September 25, 2023, (the “Registration Statement”) is accurate in all material respects, subject to the qualifications, exceptions, assumptions and limitations contained therein.

We hereby consent to the filing of this opinion as an exhibit to a Form 6-K to be incorporated by reference into the Registration Statement and to the references therein to us. In giving this consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Sullivan & Cromwell LLP



### **Capital Product Partners L.P. Announces Commencement of Rights Offering**

ATHENS, Greece, Nov. 27, 2023 (GLOBE NEWSWIRE) — Capital Product Partners L.P. (the “Partnership”, “CPLP”, or “we”/ “us”) (NASDAQ:CPLP (NASDAQ:CPLP) today announced that it has commenced its previously announced rights offering to raise proceeds of up to \$500,000,000. Pursuant to the rights offering, CPLP is distributing to each holder of common units representing limited partnership interests in CPLP (the “Common Units”), for each Common Unit owned of record as of 5:00 p.m., New York City time, on November 24, 2023 (the “Record Date”), one non-transferable right to purchase 1.758657 Common Units at a subscription price of \$14.25 per whole Common Unit (the “Rights Offering”). Fractional Common Units resulting from the exercise of rights will be eliminated by rounding down to the nearest whole Common Unit.

The subscription period for the Rights Offering commences today and will end at 5:00 p.m., New York City time, on December 13, 2023, unless otherwise extended. CPLP has entered into a Standby Purchase Agreement with Capital Maritime & Trading Corp. (“Capital Maritime”) (the “Standby Purchase Agreement”), pursuant to which Capital Maritime has agreed to purchase from CPLP, at \$14.25 per Common Unit (which is equal to the subscription price), the number of Common Units offered pursuant to the Rights Offering that are not issued pursuant to the Rights Offering.

The Rights Offering is more fully described and is being made pursuant to CPLP’s effective registration statement on Form F-3 and a prospectus supplement filed with the Securities and Exchange Commission on the date hereof (together with the base prospectus included in the registration statement, the “Prospectus”). Copies of the Prospectus, which contains further details regarding the Rights Offering, and related Rights Offering materials, will be provided to all holders of Common Units as of the Record Date.

We are conducting the Rights Offering pursuant to the terms of an umbrella agreement, which we entered into on November 13, 2023 with Capital Maritime and Capital GP L.L.C. (the “Umbrella Agreement”). The proceeds from the Rights Offering will be used to finance a portion of the purchase price for 11 liquefied natural gas carrier (LNG/C) vessels that we have agreed to purchase from Capital Maritime pursuant to the Umbrella Agreement.

Neither CPLP’s board of directors nor the board’s Conflicts Committee is making any recommendation as to whether or not holders of Common Units should exercise their rights. Holders are urged to make their own decision whether or not to exercise their rights based on their own assessment of CPLP business and the Rights Offering. Holders of Common Units should read carefully the Prospectus and all other information incorporated therein in their entirety before investing.

CPLP has engaged Computershare Trust Company, N.A. and Computershare Inc. to serve as the subscription agent, and Georgeson LLC to serve as the information agent for the Rights Offering. Any questions or requests for assistance concerning the method of subscribing for the Common Units or for additional copies of the Prospectus should be directed to Georgeson LLC, at: +1 (888) 275-5885.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any of the rights, Common Units or any other securities, nor will there be any sale of the rights, Common Units or any other securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

#### **About Capital Product Partners L.P.**

Capital Product Partners L.P. (NASDAQ: CPLP), a Marshall Islands master limited partnership, is an international owner of ocean-going vessels. CPLP currently owns 22 vessels, including seven latest generation LNG carrier vessels, 12 Neo-Panamax container vessels and three Panamax container vessels.

For more information about the Partnership, please visit: [www.capitalpplp.com](http://www.capitalpplp.com).

#### **Forward-Looking Statements**

This communication includes forward-looking statements (as such term is defined in Section 21E of the Securities Exchange Act of 1934, as amended). These statements can be identified by the fact that they do not relate only to historical or current facts. In particular, forward-looking statements include all statements that express forecasts, expectations, plans, outlook, objectives and projections with respect to future matters, including, among other things, the transaction contemplated pursuant to the Umbrella Agreement, our expected performance following such transactions, our expectations or objectives regarding future distributions and market and charter rates expectations. These forward-looking statements involve risks and uncertainties that could cause the stated or forecasted results to be materially different from those anticipated, including but not limited to adverse change in the LNG commodity and shipping markets in general including container shipping markets, changes in interest rates and interest rates expectations, changes in the availability and cost of vessel financing, the ability of our counterparties to perform under the respective contracts including charter parties and ship building contracts, material changes in the operating expenses and maintenance capex of our vessels and material changes in the regulatory environment for shipping. For a discussion of some of the factors that could materially affect the outcome of forward-looking statements and other risks and uncertainties, see “Risk Factors” in our annual report on Form 20-F filed with the SEC on April 26, 2023. Unless required by law, we expressly disclaim any obligation to update or revise any of these forward-looking statements, whether because of future events, new information, a change in our views or expectations, to conform them to actual results or otherwise. We make no prediction or statement about the performance of our common units.

Contact Details:

#### **Capital GP L.L.C.**

Jerry Kalogiratos

CEO

Tel. +30 (210) 4584 950

E-mail: [j.kalogiratos@capitalpplp.com](mailto:j.kalogiratos@capitalpplp.com)

#### **Capital GP L.L.C.**

Nikos Kalapotharakos

CFO

Tel. +30 (210) 4584 950

E-mail: [n.kalapotharakos@capitalmaritime.com](mailto:n.kalapotharakos@capitalmaritime.com)

#### **Investor Relations / Media**

Nicolas Bornozis

Capital Link, Inc. (New York)

Tel. +1-212-661-7566

E-mail: [cplp@capitalink.com](mailto:cplp@capitalink.com)

Source: Capital Product Partners L.P.



Capital Product Partners L.P.

Computershare Trust Company, N.A.
150 Royall Street Suite V
Canton Massachusetts 02021



MR A SAMPLE DESIGNATION (IF ANY)
ADD 1
ADD 2
ADD 3
ADD 4
ADD 5
ADD 6



C 1234567890 J N T



Primary Subscription Rights 12345678901234

CAPITAL PRODUCT PARTNERS L.P. RIGHTS OFFERING

THIS RIGHTS OFFERING EXPIRES AT 5:00 P.M., NEW YORK CITY TIME, ON DECEMBER 13, 2023, UNLESS THE SUBSCRIPTION PERIOD IS EXTENDED (SUCH DATE AND TIME, AS IT MAY BE EXTENDED, THE "EXPIRATION DATE").

Capital Product Partners L.P. (the "Partnership") has distributed to each holder of its common units representing limited partnership interests in the Partnership owned as of record (each an "Eligible Holder") at 5:00 p.m. on November 24, 2023 (the "Record Date"), at no charge, one non-transferable right, for each common unit held as of the Record Date, to purchase 1.758657 common units of the Partnership at \$14.25 per whole common unit (the "Rights").

THE RIGHTS ARE NON-TRANSFERABLE

The Rights are non-transferable and will not be quoted on any stock exchange or trading market.

NO OVERSUBSCRIPTION PRIVILEGE

The Rights do not entitle Eligible Holders to an oversubscription privilege.

SUBSCRIPTION PRICE

The subscription price for the Rights is \$14.25 per whole common unit. The Partnership will not issue fractional common units in the Rights Offering. Fractional common units resulting from the exercise of the Rights as to any Eligible Holder will be eliminated by rounding down to the nearest whole common unit.

METHOD OF EXERCISE OF RIGHTS

IN ORDER TO EXERCISE YOUR RIGHTS, YOU MUST PROPERLY COMPLETE AND SIGN THIS RIGHTS CERTIFICATE ON THE BACK AND RETURN IT IN THE ENVELOPE PROVIDED, TOGETHER WITH PAYMENT IN FULL FOR AN AMOUNT EQUAL TO THE APPLICABLE SUBSCRIPTION PRICE MULTIPLIED BY THE TOTAL NUMBER OF COMMON UNITS THAT YOU ARE REQUESTING TO PURCHASE TO THE SUBSCRIPTION AGENT, COMPUTERSHARE TRUST COMPANY, N.A., TO BE RECEIVED BEFORE 5:00 P.M., ON DECEMBER 13, 2023.

Table with 5 columns: Holder ID, COY, Class, Rights Qty Issued, Rights Cert #. Includes signature lines for Owner and Co-Owner, and a date field.



1 2 3 4 5 6 7 8

CLS

X R T 2

COYC



03WQ4B

Full payment of the subscription price for each common unit you wish to purchase must be made in U.S. dollars by (1) Personal Check drawn on a U.S. bank payable to "Computershare" or (2) wire transfer of immediately available funds. Please call the Information Agent for wire instructions at (888) 275-5885.

Payments will be deemed to have been received upon: (i) clearance of any uncertified check or (ii) receipt of collected funds sent via wire. If paying by uncertified check, please note that the funds paid thereby may take five or more business days to clear. Accordingly, Rights holders who wish to pay the subscription price by means of uncertified check are urged to make payment sufficiently in advance of the Expiration Date to ensure that such payment is received and clears by such date.

Payments of the subscription price for the common units will be held in a bank account by the Subscription Agent until five business days following the Expiration Date, unless the Partnership withdraws or terminates the Rights offering. No interest will be paid to you on the funds you deposit with the Subscription Agent. You will not receive any interest on the payments held by the Subscription Agent before your common units have been issued to you or your payment is returned to you, without interest, because your exercise has not been satisfied for any reason.

**PLEASE PRINT ALL INFORMATION CLEARLY AND LEGIBLY**

**SECTION 1: OFFERING INSTRUCTIONS** (check the appropriate boxes)

**IF YOU WISH TO SUBSCRIBE FOR YOUR FULL ENTITLEMENT OF RIGHTS:**

I apply for ALL of my entitlement of new common units pursuant to the Rights \_\_\_\_\_ x 1.758657 = \_\_\_\_\_ x \$14.25 = \$ \_\_\_\_\_  
(no. of rights) (no. of new common units) (per common unit)

EXAMPLE: If you own 1,000 common units, your Rights permit the purchase of 1,758 common units (1,000 Rights \* 1.758657 = 1,758.66 with fractional common units rounded down to the nearest whole number).

**IF YOU DO NOT WISH TO APPLY FOR YOUR FULL ENTITLEMENT OF RIGHTS:**

I apply for \_\_\_\_\_ x \$14.25 = \$ \_\_\_\_\_  
(no. of new common units) (per common unit)  
 Amount of check or money order enclosed \$ \_\_\_\_\_

**IF YOU DO NOT WISH TO EXERCISE YOUR RIGHT TO SUBSCRIBE:**

Please disregard this mailing.

**SECTION 2: SUBSCRIPTION AUTHORIZATION:**

I acknowledge that I have received the Prospectus for this offering of Rights and I hereby subscribe for the number of common units indicated above on the terms and conditions specified in the Prospectus relating to the Rights offering.

Signature of Subscriber(s) \_\_\_\_\_  
(and address if different than that listed on this Subscription Certificate)  
 \_\_\_\_\_  
 \_\_\_\_\_

Telephone number (including area code) \_\_\_\_\_

*Please complete all applicable information and return to: COMPUTERSHARE TRUST COMPANY, N.A.*

**By First Class Mail:** Computershare Trust Company, N.A., Corporate Actions Voluntary Offer, P.O. Box 43011, Providence, RI 02940-3011

**By Express Mail or Overnight Delivery:** Computershare Trust Company, N.A., Corporate Actions Voluntary Offer, 150 Royall Street, Suite V, Canton, MA 02021

**DELIVERY OF THIS SUBSCRIPTION CERTIFICATE TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE DOES NOT CONSTITUTE A VALID DELIVERY.**

**Any questions regarding this Subscription Certificate and Subscription Rights Offering may be directed to the Information Agent, Georgeson toll free at (888) 275-5885.**

**FORM OF INSTRUCTIONS FOR USE OF RIGHTS CERTIFICATES OF  
CAPITAL PRODUCT PARTNERS L.P.**

**CONSULT THE INFORMATION AGENT OR YOUR BROKER, BANK OR NOMINEE AS TO ANY QUESTIONS**

The following instructions relate to a Rights Offering (the “Rights Offering”) by Capital Product Partners L.P., a master limited partnership organized under the laws of the Marshall Islands (the “Partnership”), of common units representing limited partnership interests in the Partnership (the “Common Units”), pursuant to non-transferable rights (the “Rights”) distributed to all holders of record of Common Units (“Unitholders”), as of 5:00 pm New York City time on November 24, 2023 (the “Record Date”) as described in the prospectus supplement, dated November 27, 2023 (together with the accompanying base prospectus, dated September 29, 2023, the “Prospectus”).

As described in the accompanying Prospectus, each Unitholder will receive one Right for every Common Unit owned of record as of 5:00 p.m. New York City time on the Record Date. In the Rights Offering, the Partnership is offering up to an aggregate of 35,087,719 Common Units pursuant to the Prospectus. Each Right entitles you to purchase 1.758657 Common Units at a subscription price of \$14.25 per whole Common Unit. The Partnership will not issue fractional Common Units in the Rights Offering. Fractional Common Units resulting from the exercise of the Rights as to any Unitholder will be eliminated by rounding down to the nearest whole Common Unit, with the total subscription payment being adjusted accordingly. For example, if you owned 1,000 Common Units as of 5:00 p.m., New York City time, on the Record Date, your Common Units would entitle you to receive 1,000 Rights and you would have the right to purchase 1,758 Common Units (rounded down from 1,758.657) for \$14.25 per whole Common Unit (or \$25,051.50 in aggregate). See “The Rights Offering—The Rights” in the Prospectus.

**The Rights Offering will expire at 5:00 p.m., New York City time, on December 13, 2023 (the “Expiration Date”), unless the Rights Offering is otherwise extended.** Any Rights not exercised prior to 5:00 p.m., New York City time, on the Expiration Date will expire worthless without any payment to the holders of those unexercised Rights. The Partnership will not be obligated to honor any purported exercise of Rights received by Computershare Trust Company, N.A. (the “Subscription Agent”) after 5:00 p.m. New York City time on the Expiration Date, regardless of when the documents relating to such exercise were sent.

The Rights are evidenced by a non-transferable rights certificate (a “Rights Certificate”) registered in your name or the name of your nominee. Each beneficial owner of Common Units registered in your name or the name of your nominee is entitled to one Right for every Common Unit owned by such beneficial owner as of the Record Date. The Rights are non-transferable and, therefore, you may not assign, gift, sell or otherwise transfer your Rights to anyone else. The Rights will not be listed on the Nasdaq Global Select Market (“Nasdaq”) or any other stock exchange or market. As a result, if you do not exercise your Rights during the course of the subscription period before the Expiration Date, your Rights will expire worthless.

The number of Rights to which you are entitled is printed on the face of your Rights Certificate. You should indicate your wishes with regard to the exercise of your Rights by completing the appropriate portions of your Rights Certificate and returning the certificate to the Subscription Agent pursuant to the procedures described in the Prospectus.

YOUR RIGHTS CERTIFICATE AND SUBSCRIPTION PRICE PAYMENT, BY (1) PERSONAL CHECK DRAWN ON A UNITED STATES ("U.S.") BANK PAYABLE TO "COMPUTERSHARE" OR (2) WIRE TRANSFER OF IMMEDIATELY AVAILABLE FUNDS DIRECTLY TO THE ACCOUNT MAINTAINED BY THE SUBSCRIPTION AGENT, MUST BE ACTUALLY RECEIVED BY THE SUBSCRIPTION AGENT ON OR BEFORE 5:00 P.M. NEW YORK CITY TIME, ON THE EXPIRATION DATE. ONCE A HOLDER OF RIGHTS HAS EXERCISED THE RIGHT, SUCH EXERCISE MAY NOT BE REVOKED. RIGHTS NOT EXERCISED PRIOR TO THE EXPIRATION DATE OF THE RIGHTS OFFERING WILL EXPIRE WORTHLESS.

**1. Method of Subscription - Exercise of Rights.**

To exercise Rights, complete your Rights Certificate and send the properly completed and executed Rights Certificate evidencing such Rights, with any signatures required to be guaranteed so guaranteed, together with payment in full of the Subscription Price for each Common Unit subscribed for pursuant to the Rights, to the Subscription Agent so that it will be actually received by the Subscription Agent on or prior to 5:00 p.m. New York City time on the Expiration Date. The Subscription Agent will hold your payment of the Subscription Price in a bank account with other payments received from other Rights holders until the Partnership issues your Common Units upon completion of the Rights Offering, and after all adjustments have been completed and upon payment of the Subscription Price for such Common Units. All payments of the Subscription Price must be made in U.S. dollars for the full number of Common Units for which you are subscribing by (1) Personal Check drawn on a U.S. bank payable to "Computershare" or (2) wire transfer of immediately available funds.

Please reference your Rights Certificate number on your check. Payments will be deemed to have been received upon: (i) clearance of any uncertified check or (ii) receipt of collected funds in the account designated by the Subscription Agent. If paying by uncertified check, please note that the funds paid thereby may take five or more business days to clear. Accordingly, if you wish to pay the subscription price by means of uncertified check, you are urged to make payment sufficiently in advance of the Expiration Date to ensure that such payment is received and clears by such date. **If you hold your Common Units in the name of a broker, dealer, custodian bank or other nominee, separate payment instructions may apply. Please contact your nominee, if applicable, for further payment instructions.**

The Rights Certificate and payment of the Subscription Price must be delivered to the Subscription Agent by one of the methods described below:

If delivering by express mail, courier, or other expedited service:

Computershare  
Corporate Actions  
150 Royall Street, Suite V  
Canton, MA 02021

If delivering by mail:

Computershare  
Corporate Actions  
P.O. Box 43011  
Providence, R.I. 02940-3011

Telephone Number for Confirmation:

Georgeson LLC: +1 (888) 275-5885

**Delivery to any address or by a method other than those set forth above will not constitute valid delivery.**

**If you have any questions, require assistance regarding the method of exercising Rights or require additional copies of relevant documents, please contact the information agent, Georgeson LLC, at: +1 (888) 275-5885**

When making arrangements with your broker, bank or nominee for the delivery of funds on your behalf, you may also request such broker, bank or nominee to exercise the Rights Certificate on your behalf.

If you send a payment that is insufficient to purchase the number of Common Units you requested, or if the number of Common Units you requested is not specified in the forms, the payment received will be applied to exercise your Rights to the fullest extent possible based on the amount of the payment received, subject to the elimination of fractional Common Units.

Any excess subscription payments received by the Subscription Agent will be returned promptly, without interest or penalty, following the closing of the Rights Offering.

## **2. Issuance of Common Units.**

If you purchase Common Units through the Rights Offering, the Partnership will issue those Common Units to you in book-entry, uncertificated, form as soon as practicable after the completion of the Rights Offering. If you are a registered holder of Common Units, the Partnership will mail to you a direct registration account statement detailing the number of Common Units that you have purchased in the Rights Offering. If you are a beneficial owner of Common Units that are registered in the name of Cede & Co., as nominee for the Depositary Trust Company ("DTC"), you should receive from your broker or other nominee confirmation of your purchase of Common Units in the Rights Offering. Certificates will not be issued for our Common Units purchased in the Rights Offering, except, however, if you are a registered holder, you may request a certificate once you receive your direct registration account statement.

### **3. Non-Transferable Rights.**

The Rights granted to you are non-transferable and, therefore, you may not assign, gift, sell or otherwise transfer your Rights to anyone else. Notwithstanding the foregoing, Rights may be transferred to the estate of the recipient upon the death of such recipient. If the Rights are transferred as permitted, evidence satisfactory to the Partnership that the transfer was proper must be received by the Partnership prior to the Expiration Date. The Rights will not be listed on Nasdaq or any other stock exchange or market. As a result, if you do not exercise your Rights during the course of the subscription period before the Expiration Date, your Rights will expire worthless.

### **4. Fees and Expenses**

The Partnership is not charging any fee or sales commission to issue Rights to you or to issue Common Units to you if you exercise your Rights. The Partnership will pay all fees charged to the Partnership by the Subscription Agent and the Information Agent. You are responsible for paying any other commissions, fees, taxes or other expenses incurred in connection with the exercise of the Rights. Neither the Subscription Agent nor the Partnership will pay such expenses.

### **5. Execution.**

#### *a. Execution by Registered Holder.*

The signature on the Rights Certificate must correspond with the name of the registered holder exactly as it appears on the face of the Rights Certificate without any alteration, enlargement or change. Persons who sign the Rights Certificate in a representative or other fiduciary capacity on behalf of a registered holder must indicate their capacity when signing and, unless waived by the Subscription Agent in its sole and absolute discretion, must present to the Subscription Agent satisfactory evidence of their authority so to act.

#### *b. Execution by Person Other than Registered Holder.*

If the Rights Certificate is executed by a person other than the holder named on the face of the Rights certificate, proper evidence of authority of the person executing the Rights Certificate must accompany the same unless, for good cause, the Subscription Agent dispenses with proof of authority.

If you are neither a registered holder (or signing in a representative or other fiduciary capacity on behalf of a registered holder) nor an eligible institution, such as a member firm of a registered national securities exchange or a member of the Financial Industry Regulatory Authority, Inc., or a commercial bank or trust company having an office or correspondent in the United States, your signature must be guaranteed by such an eligible institution.

**6. Method of Delivery to Subscription Agent.**

The method of delivery of Rights Certificates and payment of the Subscription Price to the Subscription Agent will be at the election and risk of the Rights holder, and it is recommended that such certificates and payments be sent by registered mail, properly insured, with return receipt requested and that a sufficient number of days be allowed to ensure delivery to the Subscription Agent and the clearance of payment prior to 5:00 p.m. New York City time on the Expiration Date.

**7. Special Provisions Relating to the Delivery of Rights through the Depository Trust Company.**

If your Rights are held of record through DTC, you may exercise your Rights by instructing DTC to transfer your Rights from your account to the account of the Subscription Agent, together with certification as to the aggregate number of Rights you are exercising and the number of our Common Units you are subscribing for and payment in full of the subscription price for each Common Unit that you subscribed for. See the Partnership's "Letter to Record Holders of Common Units" and the "Nominee Holder Certification."

**8. Determinations Regarding the Exercise of Your Rights.**

The Partnership will resolve all questions regarding the validity and form of the exercise of your Rights, including time of receipt and eligibility to participate in the Rights Offering. The Partnership's determination will be final and binding. All exercises of Rights, subscriptions and directions are irrevocable (except in limited circumstances relating to a material amendment of the terms of the Rights Offering), and the Partnership will not accept any alternative, conditional or contingent subscriptions or directions. The Partnership reserves the absolute right to reject any subscriptions or directions not properly submitted or the acceptance of which would be unlawful. You must resolve any irregularities in connection with your subscriptions before the subscription period expires, unless waived by the Partnership in its sole discretion. Neither the Subscription Agent nor the Partnership shall be under any duty to notify you or your representative of defects in your subscriptions. A subscription will be considered accepted, subject to the Partnership's right to cancel the Rights Offering in accordance with the terms and provisions of the Umbrella Agreement entered into on November 13, 2023 by and between the Partnership, Capital Maritime & Trading Corp. and Capital GP L.L.C., only when a properly completed and duly executed Rights Certificate, subscription documents and any other required documents and payment of the full subscription amount have been received by the Subscription Agent. The Partnership's interpretations of the terms and conditions of the Rights Offering will be final and binding.

**FORM OF LETTER TO RECORD HOLDERS OF COMMON UNITS**  
**CAPITAL PRODUCT PARTNERS L.P.**

Non-Transferable Rights to Purchase Common Units  
Distributed to holders of Common Units of Capital Product Partners L.P.

November 27, 2023

Dear Unitholder:

This letter is being distributed by Capital Product Partners L.P., a master limited partnership organized under the laws of the Marshall Islands (the “Partnership”), to all holders (“Unitholders”) of its common units representing limited partnership interests in the Partnership (the “Common Units”), as of 5:00 pm New York City time on November 24, 2023 (the “Record Date”), in connection with the distribution in a rights offering (the “Rights Offering”) of non-transferable rights (the “Rights”) to purchase Common Units. The Rights are described in the Partnership’s prospectus supplement, dated November 27, 2023 (together with the accompanying base prospectus, dated September 29, 2023, the “Prospectus”).

In the Rights Offering, the Partnership is offering up to an aggregate of 35,087,719 Common Units pursuant to the Prospectus. The Rights Offering will expire at 5:00 p.m., New York City time, on December 13, 2023 (the “Expiration Date”), unless the Rights Offering is otherwise extended. Any Right not exercised prior to 5:00 p.m., New York City time, on the Expiration Date will expire worthless without any payment to the holders of those unexercised Rights.

As described in the accompanying Prospectus, each Unitholder will receive one Right for every Common Unit owned of record as of 5:00 p.m. New York City time on the Record Date.

Each Right entitles the holder to purchase 1.758657 Common Units at a subscription price of \$14.25 per whole Common Unit. The Partnership will not issue fractional Common Units in the Rights Offering. Fractional Common Units resulting from the exercise of the Rights as to any Unitholder will be eliminated by rounding down to the nearest whole Common Unit, with the total subscription payment being adjusted accordingly. For example, if you owned 1,000 Common Units as of 5:00 p.m., New York City time, on the Record Date, your Common Units would entitle you to receive 1,000 Rights and you would have the right to purchase 1,758 Common Units (rounded down from 1,758.657) for \$14.25 per whole Common Unit (or \$25,051.50 in aggregate). See “The Rights Offering—The Rights” in the Prospectus.

The Rights are evidenced by a non-transferable rights certificate (a “Rights Certificate”) registered in your name or the name of your nominee. Each beneficial owner of Common Units registered in your name or the name of your nominee is entitled to one Right for every Common Unit owned by such beneficial owner as of the Record Date. The Rights are non-transferable and, therefore, you may not assign, gift, sell or otherwise transfer your Rights to anyone else. The Rights will not be listed on the Nasdaq Global Select Market or any other stock exchange or market. As a result, if you do not exercise your subscription rights during the course of the subscription period before the Expiration Date, your rights will expire worthless.

Any excess subscription payments received by the Subscription Agent will be returned promptly, without interest or penalty, following the closing of the Rights Offering.

If you send a payment that is insufficient to purchase the number of Common Units you requested, or if the number of Common Units you requested is not specified in the forms, the payment received will be applied to exercise your Rights to the fullest extent possible based on the amount of the payment received, subject to the elimination of fractional Common Units.

Enclosed are copies of the following documents:

- (1) Prospectus;
- (2) Rights Certificate;
- (3) Instructions for Use of Rights Certificates of Capital Product Partners L.P.;
- (4) Form of Beneficial Holder Election Form; and
- (5) Form of Nominee Holder Certification.

Your prompt action is requested. To exercise Rights, you should deliver the properly completed and signed Rights Certificate, with payment of the Subscription Price in full for each Common Unit subscribed for, to the subscription agent, as indicated in the Prospectus. The subscription agent must receive the Rights Certificate with payment of the Subscription Price on or prior to 5:00 p.m. New York City time on the Expiration Date. All payments of the Subscription Price must be made in United States dollars for the full number of Common Units for which you are subscribing by (1) Personal Check drawn on a U.S. bank payable to "Computershare" or (2) wire transfer of immediately available funds.

Failure to return the properly completed Rights Certificate with the correct payment will result in your not being able to exercise the Rights held in your name on behalf of yourself or other beneficial owners. A Rights holder cannot revoke the exercise of his or her Rights. Rights not exercised prior to the Expiration Date will expire worthless.

Additional copies of the enclosed materials may be obtained from the information agent, Georgeson LLC. The information agent's telephone number is +1 (888) 275-5885.

Very truly yours,

Capital Product Partners L.P.

**FORM OF LETTER TO BROKERS, BANKS OR OTHER NOMINEE HOLDERS**

**CAPITAL PRODUCT PARTNERS L.P.**

Non-Transferable Rights to Purchase Common Units  
Distributed to holders of Common Units of Capital Product Partners L.P.

November 27, 2023

To Banks, Brokers and Other Nominees:

This letter is being distributed to banks, brokers and other nominees in connection with the rights offering (the "Rights Offering") by Capital Product Partners L.P., a master limited partnership organized under the laws of the Marshall Islands (the "Partnership"), of common units representing limited partnership interests in the Partnership (the "Common Units"), pursuant to non-transferable rights (the "Rights") distributed to all holders of record ("Unitholders") of Common Units, as of 5:00 pm New York City time on November 24, 2023 (the "Record Date"). The Rights are described in the Partnership's prospectus supplement, dated November 27, 2023 (together with the accompanying base prospectus, dated September 29, 2023, the "Prospectus").

In the Rights Offering, the Partnership is offering up to an aggregate of 35,087,719 Common Units pursuant to the Prospectus. The Rights Offering will expire at 5:00 p.m., New York City time, on December 13, 2023 (the "Expiration Date"), unless the Rights Offering is otherwise extended. Any Right not exercised prior to 5:00 p.m., New York City time, on the Expiration Date will expire worthless without any payment to the holders of those unexercised Rights.

As described in the accompanying Prospectus, each Unitholder will receive one Right for every Common Unit owned of record as of 5:00 p.m. New York City time on the Record Date.

Each Right entitles the holder to purchase 1.758657 Common Units at a subscription price of \$14.25 per whole Common Unit. The Partnership will not issue fractional Common Units in the Rights Offering. Fractional Common Units resulting from the exercise of the Rights as to any Unitholder will be eliminated by rounding down to the nearest whole Common Unit, with the total subscription payment being adjusted accordingly. For example, if a Unitholder owned 1,000 Common Units as of 5:00 p.m., New York City time, on the Record Date, such Unitholder's Common Units would entitle him or her to receive 1,000 Rights and such Unitholder would have the right to purchase 1,758 Common Units (rounded down from 1,758.657) for \$14.25 per whole Common Unit (or \$25,051.50 in aggregate). See "The Rights Offering—The Rights" in the Prospectus.

The Rights are evidenced by a non-transferable rights certificate (a "Rights Certificate") registered in the name of the Unitholder or the name of its nominee. Each beneficial owner of Common Units is entitled to one Right for every Common Unit owned by such beneficial owner as of the Record Date. The Rights are non-transferable and, therefore, you may not assign, gift, sell or otherwise transfer your Rights to anyone else. The Rights will not be listed on the Nasdaq Global Select Market or any other stock exchange or market. As a result, if Unitholders do not exercise their subscription rights during the course of the subscription period before the Expiration Date, such rights will expire worthless.

We are asking persons who hold Common Units beneficially and who have received the Rights distributable with respect to those Common Units through a bank, broker or other nominee, as well as persons who hold Common Units directly and prefer to have such institutions effect transactions relating to the Rights on their behalf, to contact the appropriate institution or nominee and request it to effect the transactions for them. In addition, we are asking beneficial owners who wish to obtain a separate Rights Certificate to contact the appropriate nominee as soon as possible and request that a separate Rights Certificate be issued.

Please take prompt action to notify any beneficial owners of Common Units as to the Rights Offering and the procedures and deadlines that must be followed to exercise their Rights.

All commissions, fees, and other expenses (including brokerage commissions and transfer taxes), other than certain fees and expenses of the Subscription Agent and the Information Agent, incurred in connection with the exercise of the Rights will be for the account of the holder of the Rights, and none of such commissions, fees, or expenses will be paid by the Partnership, the Subscription Agent or the Information Agent.

Enclosed are copies of the following documents:

- (1) Prospectus;
- (2) Rights Certificate;
- (3) Instructions for Use of Rights Certificates of Capital Product Partners L.P.;
- (4) Form of Beneficial Holder Election Form; and
- (5) Form of Nominee Holder Certification.

Your prompt action is requested. To exercise Rights on behalf of beneficial owners, you should deliver the properly completed and signed Rights Certificate, with payment of the Subscription Price in full for each Common Unit subscribed for by such beneficial owners, to the subscription agent, as indicated in the Prospectus. The subscription agent must receive the Rights Certificate with payment of the Subscription Price on or prior to 5:00 p.m. New York City time on the Expiration Date. All payments of the Subscription Price must be made in United States dollars for the full number of Common Units for which you are subscribing.

Failure to return the properly completed Rights Certificate with the correct payment will result in your not being able to exercise the Rights held in your name on behalf of beneficial owners. A Rights holder cannot revoke the exercise of his or her Rights. Rights not exercised prior to the Expiration Date will expire worthless.

Additional copies of the enclosed materials may be obtained from the information agent, Georgeson LLC. The information agent's telephone number is +1 (888) 275-5885.

Very truly yours,

Capital Product Partners L.P.

NOTHING IN THE PROSPECTUS OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE YOU OR ANY PERSON AS AN AGENT OF CAPITAL PRODUCT PARTNERS L.P., THE SUBSCRIPTION AGENT, THE INFORMATION AGENT, OR ANY OTHER PERSON MAKING OR DEEMED TO BE MAKING OFFERS OF THE SECURITIES ISSUABLE UPON VALID EXERCISE OF THE RIGHTS OR AUTHORIZE YOU OR ANY OTHER PERSON TO MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE OFFERING EXCEPT FOR STATEMENTS EXPRESSLY MADE IN THE PROSPECTUS.

**NOMINEE HOLDER CERTIFICATION  
CAPITAL PRODUCT PARTNERS L.P.**

The undersigned, a bank, broker or other nominee holder of non-transferable rights (the “Rights”) to purchase common units representing limited partnership interests (the “Common Units”), in Capital Product Partners L.P., a master limited partnership organized under the laws of the Marshall Islands (the “Partnership”), pursuant to the rights offering (the “Rights Offering”) described and provided for in the Partnership’s prospectus supplement, dated November 27, 2023 (together with the accompanying base prospectus, dated September 29, 2023, the “Prospectus”), hereby certifies to Computershare Trust Company, N.A., as subscription agent for the Rights Offering, that the undersigned has exercised, on behalf of the beneficial owners thereof (which may include the undersigned), the number of Rights specified below:

	<u>Number of Common Units owned on the Record Date</u>	<u>Rights Exercised</u>
1	_____	_____
2	_____	_____
3	_____	_____
4	_____	_____
5	_____	_____
6	_____	_____
7	_____	_____
8	_____	_____
9	_____	_____
10	_____	_____

Provide the following information if applicable:

\_\_\_\_\_  
Depository Trust Company (“DTC”)

Participant Number

[NAME OF NOMINEE]

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

DTC Basic Subscription Confirmation Number(s)

\_\_\_\_\_

**BENEFICIAL OWNER ELECTION FORM**

The undersigned acknowledge(s) receipt of your letter and the enclosed materials relating to the grant of non-transferable rights (the “Rights”) to purchase common units representing limited partnership interests (the “Common Units”), in Capital Product Partners L.P., a master limited partnership organized under the laws of the Marshall Islands (the “Partnership”), pursuant to the rights offering (the “Rights Offering”) described and provided for in the Partnership’s prospectus supplement, dated November 27, 2023 (together with the accompanying base prospectus, dated September 29, 2023, the “Prospectus”). Each Right will allow the holder thereof to purchase 1.758657 Common Units at a subscription price of \$14.25 per whole Common Unit (the “Subscription Price”). The Partnership will not issue fractional Common Units in the Rights Offering. Fractional Common Units resulting from the exercise of the Rights as to any unitholder will be eliminated by rounding down to the nearest whole Common Unit, with the total subscription payment being adjusted accordingly.

**With respect to any instructions to exercise (or not to exercise) Rights, the undersigned acknowledges that this form must be completed and returned such that it will actually be received by you by 5:00 p.m., New York City time, on the scheduled expiration date of the rights offering of December 13, 2023 (which may be extended by the Partnership with the approval of the board of directors of the Partnership and the conflicts committee of the board of directors of the Partnership).**

This will instruct you whether to exercise the Rights to purchase Common Units distributed with respect to the Common Units, held through you as bank, broker or other nominee for the account of the undersigned, pursuant to the terms and subject to the conditions set forth in the Prospectus, and the related “Instructions for Use of Rights Certificates of Capital Product Partners L.P.”

I (we) hereby instruct you as follows:

(CHECK THE APPLICABLE BOXES AND PROVIDE ALL REQUIRED INFORMATION)

Box 1.  Please **DO NOT EXERCISE RIGHTS**.

Box 2.  Please **EXERCISE RIGHTS** as set forth below:

Rights (1 Right = 1.758657 Common Units may be subscribed for)	<u>Number of Common Units                  Subscribed For (1)</u>	*	<u>Subscription Price</u> \$14.25	=	<u>Total Payment Required</u> \$
---	---	---	--------------------------------------	---	-------------------------------------

(1) Multiply the number of Rights you wish to exercise by 1.758657 and round down to the nearest whole Common Unit.

Box 3.  Payment in the following amount is enclosed: \$\_\_\_\_\_

Box 4. [ ] Please deduct payment of \$\_\_\_\_\_ from the following account maintained by you as follows: (The total of Box 3 and Box 4 must equal the Total Payment Required specified above under Box 2.)

Type of Account: \_\_\_\_\_

Account No.: \_\_\_\_\_

I (we) on my (our) own behalf, or on behalf of any person(s) on whose behalf, or under whose directions, I am (we are) signing this form:

- irrevocably elect to purchase the number of Common Units indicated above upon the terms and conditions specified in the Prospectus; and
- agree that if I (we) fail to pay for the Common Units in full I (we) have elected to purchase pursuant to the exercise of the Right, you may exercise any remedies available to you under law.

Name of beneficial owner(s): \_\_\_\_\_

Signature of beneficial owner(s): \_\_\_\_\_

If you are signing in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, agent, officer of a corporation or another acting in a fiduciary or representative capacity, please provide the following information:

Name: \_\_\_\_\_

Capacity: \_\_\_\_\_

Address (including Zip Code): \_\_\_\_\_

Telephone Number: \_\_\_\_\_