

COSTAMARE INC.

MARSHALL ISLANDS

CORPORATE GOVERNANCE GUIDELINES

Director Qualification Standards

At least two directors of Costamare Inc. (the “Company”) will be independent under the rules of the New York Stock Exchange as interpreted by the Board. All members of the Audit Committee will be independent directors. A member of the Audit Committee will not serve on more than three audit committees of publicly traded companies unless the Board determines that such simultaneous service does not impair the ability of the director to serve on the Company’s Audit Committee.

Director Responsibilities

Directors should exercise their business judgment in what they reasonably believe to be in the best interests of the Company and its stockholders. In discharging that obligation, directors may rely in good faith on the honesty and integrity of the Company’s senior executives and its independent registered public accounting firm. Directors should devote the time necessary to discharge their responsibilities on a deliberate and fully-informed basis. Directors should attend all regularly scheduled meetings in person or by telephone, absent mitigating circumstances. Directors should review in advance the information furnished to them prior to meetings and should maintain confidentiality of all Board discussions and materials.

Director Access to Management and Independent Advisors

The Board of Directors will receive such updates and information from management as may be appropriate from time to time. Subject to limited exceptions when such access would be inappropriate, directors will have unlimited access to the Company’s independent registered public accounting firm, General Counsel, outside legal counsel and any other outside advisors to the Company.

Executive Sessions

The non-management directors of the Company will meet without management at regularly scheduled executive sessions. “Non-management” directors includes those directors who are not executive officers, and includes such directors who are not independent by virtue of

a material relationship, former status or family membership, or for any other reason. If the Company has one or more non-management directors who are not independent, the Company will also hold at least once a year an executive session including only independent directors.

The Company's website will disclose the name of the non-management director who presides over the executive sessions—or if the same individual is not the presiding director at every meeting, the procedure by which a presiding director is selected for each executive session—as well the method by which interested parties may contact the presiding director to make their concerns known to the non-management directors.

Director Compensation

Director compensation will be set by the full Board, which may be based upon a recommendation by the Corporate Governance, Nominating and Compensation Committee. Director compensation should take into account information available to the Board regarding practices in comparable companies and the time required for directors to fulfill their responsibilities as members of the Board and Board Committees. At the time of considering compensation of directors, the Board should be informed of all substantial charitable contributions made by the Company to an organization with which a director is affiliated, as well as any direct or indirect compensation made to a director.

Director Orientation and Continuing Education

The Company will assist directors who are newly appointed to the Board in acquainting themselves with the Company's business and its policies. The Company will provide appropriate information to directors regarding changes in the Company's business and industry and, from time to time in connection with Board meetings, the Company will make reasonable efforts to provide continuing education materials or other information to assist directors in fulfilling their duties.

Management Succession

Consistent with any management agreement then in existence, the Board will consider policies and principles for Chief Executive Officer (“CEO”) selection and performance review. In addition, the Board will consider and approve a policy regarding succession in the event of an emergency or the retirement of the CEO.

Annual Performance Evaluation of the Board

The Board will conduct a self-examination at least annually to determine whether it and its committees are functioning effectively.

These Corporate Governance Guidelines will be available on the Company's website, <http://www.costamare.com>.