

KIRBY CORPORATION

ESG and Nominating Committee Charter

I. Purpose

The ESG and Nominating Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Kirby Corporation (the “Company”) to:

- (a) maintain oversight of the operation and effectiveness of the Board of Directors and the corporate governance and management of the Company;
- (b) identify persons qualified to become Board members and recommend to the Board of Directors in the selection of candidates for nomination for election and re-election to the Board and its committees;
- (c) provide oversight of the Company’s environmental, social and corporate governance policies and initiatives, including developing, recommending, and thereafter periodically reviewing the Corporate Governance Guidelines and principles applicable to the Company;
- (d) maintain oversight of the Company’s risk management strategies and monitor key enterprise risks, ethics, and applicable Company policies; and
- (e) coordinate an annual evaluation of the performance of the Board and each of its standing committees.

II. Committee Composition and Meetings

- (a) The Committee shall consist of two or more directors, each of whom is independent within the meaning of applicable New York Stock Exchange standards and federal securities laws and regulations.
- (b) Committee members shall be appointed annually by the Board on the recommendation of the Committee and may be removed by the Board in its discretion.
- (c) A Chairman of the Committee shall be appointed by the Board or, if the Board does not appoint a Chairman, the members of the Committee may designate a Chairman by majority vote of the full membership of the Committee.
- (d) The Committee will meet at such times as shall be scheduled by the Chairman. The Committee may meet in executive session or may request the attendance at any meeting of representatives of management or counsel to the Company.

III. Authority

The Committee may delegate authority to one or more subcommittees or members of the Committee as the Committee deems to be appropriate.

The Committee has the sole authority to retain and terminate any search firm used to identify director candidates, including the sole authority to approve fees and other terms of engagement. The Committee also has the authority to retain, at Company expense, independent counsel or other advisors as the Committee deems necessary or appropriate to carry out its responsibilities and to determine appropriate compensation for any such advisors.

IV. Responsibilities and Duties

1. Environmental, Social and Corporate Governance

In carrying out its responsibilities with respect to environmental, social and corporate governance matters and practices, the Committee shall:

- (a) oversee the Company's corporate governance initiatives and periodically consider, and report to the Board on, corporate governance policies;
- (b) review the Company's Corporate Governance Guidelines at least annually and recommend changes as necessary or appropriate;
- (c) review and assess the Company's compliance with the rules of the New York Stock Exchange ("NYSE") and any other legal or regulatory requirements pertaining to corporate governance as may be in effect and applicable to the Company from time to time;
- (d) review the size, structure and composition of the Board and its Committees;
- (e) recommend to the Board such additional actions related to corporate governance matters, as the Committee may deem necessary or advisable from time to time;
- (f) review compliance with the Company's Stock Ownership Guidelines;
- (g) review shareholder proposals and proposed responses;
- (h) oversee the Company's director orientation and continuing education programs;
- (i) review and approve or ratify, if appropriate, transactions with related persons in accordance with the Company's Policy on Transactions with Related Persons; and
- (j) oversee and monitor, and periodically report to the Board on, the Company's policies, initiatives and disclosures relating to environmental and social matters as they pertain to

the Company's business and long-term strategy, including human rights and ethical business practices, environmental and sustainability initiatives, diversity and inclusion and other initiatives related to the Company's operations and engagement with employees, customers, suppliers, and communities, other than with respect to human capital management matters overseen by the Compensation Committee and compliance and controls matters overseen by the Audit Committee including matters related to reporting of complaints under the Company's hotline and whistleblower reporting program.

2. Risk Oversight

- (a) Evaluate the emergent environmental, social, and governance-related risks and the Company's social and environmental goals, including the policies and programs instrumental in achieving short- and long-term targets, reported by management to the Committee at least annually.
- (b) Oversee engagement efforts with stakeholders, including ESG ratings agencies.
- (c) Review and discuss with management the categories of risk the company faces, including any risk concentrations and risk interrelationships, as well as the likelihood of occurrence, the potential impact of those risks, mitigating measures and action plans to be employed if a given risk materializes.
- (d) Review with management the Company's risk appetite and risk tolerance, its tools for measuring company-wide risks and assessing risk limits and whether the company's business strategy is consistent with the agreed-upon risk appetite and tolerance.
- (e) Review with management the primary elements comprising the company's risk culture, including establishing "a tone from the top" that reflects the company's core values and the expectation that employees act with integrity and promptly escalate noncompliance in and outside of the organization, and steps to ensure effective communication of the company's risk management strategy throughout the organization and through appropriate public disclosures.
- (f) Monitor compliance with the Company's Business Ethics Guidelines and related policies.

3. Director Management

In carrying out its responsibilities with respect to director management, the Committee shall:

- (a) identify potential candidates for nomination as Directors on an ongoing basis, in such manner as the Committee deems appropriate. Director candidates will be considered on the basis of the contributions they can make in providing advice and guidance to the Board and management. The Board will consider a candidate's leadership, effectiveness and social responsibility, specialized training and experience which is of value to the Company. The Board is committed to an inclusive Board with a diversity of experience and outlook;

- (b) identify Board members qualified to fill vacancies on any committee of the Board and to recommend that the Board appoint the identified member or members to the respective committee;
- (c) establish and periodically review policies and procedures related to stockholder recommendation or nomination of director candidates;
- (d) recommend to the Board the appointment of directors to the Committees of the Board;
- (e) review the continued appropriateness of Board membership by persons who change the principal occupations they held when elected to the Board; and
- (g) recommend to the Board and periodically review criteria for the selection of directors, including qualifications for Board and Committee membership

V. Evaluation

The Committee will:

- (a) review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval; and
- (b) oversee annual evaluations of the performance of the Board, its Committees and the Chief Executive Officer, including an annual performance evaluation of the Committee and report annually to the Board with an assessment of the Board and its committees.

Effective: October 26, 2021