

Kirby Corporation
Compensation Committee Charter

I. Purpose

The purpose of the Compensation Committee of the Board of Directors (the “Board”) of Kirby Corporation (the “Company”) is to:

1. discharge the Board’s responsibilities relating to compensation of the Company’s Chief Executive Officer (the “CEO”) and other executive officers (collectively, including the CEO, the “Executive Officers”);
2. provide oversight of the Company’s executive compensation plans, policies and programs as they affect the Executive Officers;
3. prepare or review and approve the disclosures relating to executive compensation and to the Committee that are required to be included in the Company’s proxy statement for its annual meeting of stockholders.

II. Composition and Meetings

1. The Committee shall consist of two or more directors, each of whom is (a) independent within the meaning of applicable New York Stock Exchange standards and federal securities laws and regulations and (b) a Non-Employee Director for purposes of Rule 16b-3 under the Securities Exchange Act of 1934.
2. Committee members shall be appointed by the Board on the recommendation of the ESG and Nominating Committee and may be removed by the Board in its discretion.
3. 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.
4. 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.
5. The Committee may delegate authority to one or more subcommittees, members of the Committee or other committees of the Board.
6. The Committee may also act by unanimous written consent in lieu of a meeting in accordance with the Company’s Bylaws.

III. Responsibilities

1. Annually review and approve goals and objectives relating to compensation of the Chief Executive Officer (“CEO”), evaluate at least annually the performance of the CEO in light of those goals and objectives and determine the compensation of the CEO based on that evaluation.
2. Determine the compensation of other Executive Officers of the Company and the Company’s key management;
3. Administer all of the Company’s equity compensation and incentive plans and grant equity compensation and other awards under the plans. In determining long-term incentive compensation for the CEO, the Committee will consider, among other things, the Company’s performance and relative return to stockholders, the value of similar awards to CEOs at comparable companies and awards given to the CEO in past years.
4. Review and make recommendations to the Board with respect to the Company’s incentive and equity-based compensation plans and recommend changes in such plans to the Board as the Committee determines to be necessary or appropriate. Review and make recommendations to the Board with respect to any new incentive or equity-based compensation plans or any other forms of executive compensation.
5. Approve financial and business measures and goals that are tied to the Company’s performance.
6. Monitor risks arising from the Company’s compensation policies and practices.
7. Review and reassess the adequacy of the Compensation Committee Charter annually.
8. Conduct an annual performance evaluation of the Committee.
9. Report regularly to the Board of Directors on the Committee’s activities.
10. Periodically and as and when appropriate, review and approve the following as they affect the Executive Officers:
 - (a) any employment and severance arrangements;
 - (b) any change in control agreements and change in control provisions affecting any elements of compensation and benefits; and
 - (c) any special or supplemental compensation and benefits for the Executive Officers and individuals who formerly served as Executive Officers, including supplemental retirement benefits and the perquisites provided to them during and

after employment.

11. The Committee may, in its sole discretion and at Company expense, retain or obtain the advice of a compensation consultant, independent legal counsel or other advisers. The Committee has the authority and responsibility to approve the compensation and terms of engagement and to oversee the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee. Except as otherwise permitted by New York Stock Exchange rules, the Committee may select a compensation consultant, legal counsel or other adviser only after considering all factors relevant to that person's independence from management, including those independence factors identified in applicable New York Stock Exchange listing standards.
12. Evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.
13. Review and discuss the Compensation Discussion and Analysis (the "CD&A") and the related executive compensation information required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the "SEC") with management and, based on such review and discussion, make recommendations to the Board with respect to the inclusion of the CD&A and the related executive compensation information in the Company's proxy statement and annual report on Form 10-K.
14. Produce the annual Compensation Committee Report for inclusion in the Company's proxy statement and annual report on Form 10-K in compliance with the rules and regulations promulgated by the SEC.
15. Oversee, review, and make recommendations to the Board with respect to the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under NYSE rules that, with limited exceptions, shareholders approve equity compensation plans.
16. Consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Securities Exchange Act of 1934 in evaluating and determining CEO and executive officer compensation and in reviewing and making recommendations to the Board regarding incentive compensation plans and equity-based plans, including whether to adopt, amend, or terminate any such plans.

As amended through April 24, 2023.