

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name OceanPal Inc.		2 Issuer's employer identification number (EIN) 98-1634194	
3 Name of contact for additional information Mr. Ioannis Zafirakis	4 Telephone No. of contact +30-210-9485-360	5 Email address of contact izafrakis@oceanpal.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact Pendelis 26, Palaio Faliro		7 City, town, or post office, state, and ZIP code of contact Athens, Greece 175 64	
8 Date of action See below data in #14	9 Classification and description Series C Convertible Preferred Shares		
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **During the year ended December 31, 2022, OceanPal Inc. (OceanPal) declared the following cash distributions to Series C Convertible Preferred shareholders of record on the dates specified below:**

Date of Record	Amount Per Share	Date Paid
January 14, 2022	\$20.00	January 17, 2022
April 14, 2022	\$20.00	April 15, 2022
July 14, 2022	\$20.00	July 15, 2022
October 14, 2022	\$20.00	October 17, 2022

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **Distributions in excess of current and accumulated earnings and profits of a corporation reduce the basis of the shares of a corporation pursuant to the Internal Revenue Code (IRC) Sections 301(c)(2) and 316(a). To the extent a return of capital distribution exceeds a shareholder's adjusted cost basis, the shareholder should recognize capital gain. Based on current and accumulated earnings and profits of OceanPal, a portion of the cash distributions paid to Series C Convertible Preferred shareholders during the year, as of the date of record, will reduce the basis as shown below:**

- \$20.00 per share on January 14, 2022
- \$20.00 per share on April 14, 2022
- \$20.00 per share on July 14, 2022
- \$20.00 per share on October 14, 2022

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **Based on OceanPal's current and accumulated earnings and profits, a portion of the cash distributions to the Series C Convertible Preferred shareholders, as of the date of record, will reduce the basis of each Series C Convertible Preferred shareholder.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC Sections 301(c)(2) and 316(a).

18 Can any resulting loss be recognized? ▶ For US federal income tax purposes, the distributions will not result in any tax losses for the Series C Convertible Preferred shareholders of OceanPal.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The reportable tax year is 2022. Series C Convertible Preferred shareholders as of the below record dates should reduce their basis in each Series C Convertible Preferred share held on these dates, by the following amounts per share:

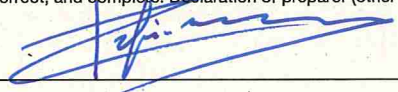
- \$20.00 per share on January 14, 2022
- \$20.00 per share on April 14, 2022
- \$20.00 per share on July 14, 2022
- \$20.00 per share on October 14, 2022

The reduction in basis is cumulative such that a shareholder who was a Series C Convertible Preferred shareholder on the date of record for all of the above mentioned distributions would reduce its basis by a total of \$80.00 per share.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶



Date ▶

February 28, 2023

Print your name ▶ Ioannis Zafirakis

Title ▶ Director, Pres., Interim CFO, and Sec.

Paid Preparer Use Only

Print/Type preparer's name <u>Michael J McDermott</u>	Preparer's signature <u>Michael J McDermott</u>	Date <u>02/25/2023</u>	Check <input type="checkbox"/> if self-employed	PTIN <u>P00877281</u>
Firm's name ▶ <u>Ernst & Young LLP</u>			Firm's EIN ▶ <u>34-6565596</u>	
Firm's address ▶ <u>5100 Town Center Circle, Suite 500, Boca Raton, FL 33486</u>			Phone no. <u>+1-561-955-8000</u>	