

PROXY

I/We, the undersigned, (name of shareholder) with registered office at/residing at(the "Principal"), being the holder ofregistered shares of

d'Amico International Shipping S.A.

a *société anonyme* governed by the laws of the Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under section B, number 124.790 and having its registered office at 25 C, boulevard Royal, L-2449 Luxembourg (the "**Company**"),

hereby constitute and appoint

.....or, in his absence, the Chairman¹ of the meeting (the "**Agent**"),

as the Principal's true and lawful Agent for the purpose of representing the Principal at the annual general meeting of the shareholders of the Company to be held in Luxembourg, on 3 April 2013 (the "**Meeting**"), with the following

Agenda

- I. *Consideration of the reports of the Company's Board of Directors and auditors ("réviseurs d'entreprises agréés") on the consolidated and statutory annual accounts of the Company as at 31 December 2012;*
- II. *Consideration and approval of the consolidated annual accounts of the Company as at 31 December 2012 and of the Company's statutory annual accounts as at 31 December 2012;*
- III. *Approval of the allocation of results of the 2012 financial year;*
- IV. *Discharge of the members of the Board of Directors for the year ended on 31 December 2012;*
- V. *Increase of the number of members of the Board of Directors and appointment of a new director;*
- VI. *Approval of Directors fees;*
- VII. *Appointment of the external independent auditors ("réviseurs d'entreprises agréés");*
- VIII. *Consideration and evaluation on the 2012 Report of the Board of Directors on Remuneration (I section) and on the 2013 General Remuneration Policy.*

¹ Please note, for the purposes of assessing possible conflicts of interest, that the Chairman of the meeting may, potentially be an employee, a member of the board of directors, a shareholder, an adviser or service provider of the Company.

The Agent may represent the Principal at the Meeting or any adjourned meeting of the annual general meeting of shareholders convened for the purpose of resolving on the above agenda, waive any convening formalities or publications, vote on the Principal's behalf on any resolutions submitted to said meeting, sign any attendance list, minutes or any other documents and, in general, do whatever seems appropriate or useful, promising ratification.

The Agent is more in particular instructed to vote in the following manner on behalf of the Principal on the resolutions of the agenda of the Meeting:

- *Acknowledgment of the reports of the Company's Board of Directors and the independent external auditors ("réviseurs d'entreprises agréés") on the consolidated and statutory annual accounts of the Company as at 31 December 2012.*

For Against Abstention

- *Approval of the statutory annual accounts of the Company as at 31 December 2012 and the consolidated annual accounts of the Company as at 31 December 2012.*

For Against Abstention

- *Carrying forward the net loss of the Company for the 2012 financial year amounting to US\$ 1,629,466 as proposed by the Board of Directors of the Company in its report to the Shareholders.*

For Against Abstention

- *Discharge, in accordance with applicable Luxembourg laws and regulations, to the members of the Board of Directors of the Company for carrying out their functions in the financial year ended on 31 December, 2012.*

For Against Abstention

- *Approval of the increase of the number of members of the Board of Directors from 8 to 9 and appointment of Mr Giovanni Barberis as member of the Board of Directors for a term ending at the Company's annual general meeting of shareholders to be held in 2014.*

For Against Abstention

- *Approval of the set-up of the Directors' fees for the 2013 financial year at the aggregate fixed gross amount of EUR 780,000 and authorization and empowerment of the Board of Directors to allocate the said amount amongst the Directors.*

For Against Abstention

- *Appointment of Moore Stephens S.à.r.l, (réviseurs d'entreprises agréés) - Luxembourg (registered with the Luxembourg Registry of Trade and Companies under number B-42.365), as the external independent auditors of the Company for the purpose of auditing both the statutory and consolidated accounts of the Company, for a period ending at the Company's annual general meeting of Shareholders to be held on 2014 and authorization to the Board of Directors of the Company to approve any adjustment of the external independent auditors' fees as may be necessary and appropriate.*

For Against Abstention

- *Consideration and evaluation of the 2012 Report of the Board of Directors on Remuneration (I section) and on the 2013 General Remuneration Policy.*

For Against Abstention

Please indicate with an "X" in the appropriate boxes how you wish the Agent to vote.

The Principal acknowledges that the Agent is to vote as instructed in respect of the resolutions specified above and that, if the appropriate boxes are not ticked for each of the above resolutions, the Agent will abstain on the resolutions in respect of which the boxes are not ticked and, unless instructed otherwise, on any other business (including amendments to resolutions) which may come before the Meeting.

The Principal acknowledges that if the Principal completes and returns this proxy form this will not prevent the Principal from attending in person and voting at the Meeting should the Principal subsequently decide to do so.

Executed in _____ on _____ 2013.

By
Name of shareholder:
Represented by:
Name of representative:
Title of representative: