

## BALLOT PAPER ("FORMULAIRE")

I/We, the undersigned,.....(name  
of shareholder) with registered office at/with domicile  
at.....,  
being the holder of ..... registered 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 number B 124.790 and having its registered office at 25 C, boulevard Royal, L-2449 Luxembourg (the "**Company**"),

for the purpose of the annual general meeting of shareholders of the Company to be held in Luxembourg, on April 19<sup>th</sup>, 2017, at 11 a.m. Luxembourg time (the "**Meeting**"), with the following

### **Agenda**

- I. *Consideration of the reports of the Company's Board of Directors and of the Company's independent auditor ("réviseur d'entreprises agréé") on the consolidated and statutory annual accounts of the Company as at 31 December 2016;*
- II. *Consideration and approval of the consolidated annual accounts of the Company as at 31 December 2016 and of the Company's statutory annual accounts as at 31 December 2016;*
- III. *Approval of the allocation of results of the 2016 financial year;*
- IV. *Discharge of the members of the Board of Directors for the year ended on 31 December 2016;*
- V. *Decrease of the number of the members of the Board of Directors and appointment of the members of the Board of Directors for a term ending at the Company's annual general meeting of shareholders called to approve the Company's 2017 financial statements;*
- VI. *Ratification of the extraordinary indemnity granted to the former Chief Financial Officer;*
- VII. *Approval of 2017 Directors fees;*
- VIII. *2016 Report of the Board of Directors on Remuneration (drafted in compliance with article 123-ter, clause 6, of the Italian Legislative Decree 58/98): consideration and evaluation of section I of the Report;*
- IX. *Appointment of an independent auditor ("réviseur d'entreprises agréé") for a period ending at the Company's annual general meeting of shareholders called to approve the Company's 2019 financial statements.*

Hereby acknowledges having been able to review all documents necessary for the purpose hereof and to cast the following vote with respect to the resolutions to be submitted to said Meeting:

**First Resolution**

The Meeting **RESOLVED** to acknowledge the reports of each of the Board of Directors and the independent auditor (*“réviseur d’entreprises agréé”*) on the consolidated and statutory annual accounts of the Company as at December 31<sup>st</sup>, 2016.

**For**  **with** ..... (number of shares) **shares**  
**Against**  **with** ..... (number of shares) **shares**  
**Abstention**  **with** .....(number of shares) **shares**

**Second resolution**

The Meeting **RESOLVED** to approve the statutory annual accounts of the Company as at December 31<sup>st</sup>, 2016 and the consolidated annual accounts of the Company as at December 31<sup>st</sup>, 2016.

**For**  **with** ..... (number of shares) **shares**  
**Against**  **with** ..... (number of shares) **shares**  
**Abstention**  **with** .....(number of shares) **shares**

**Third resolution**

The Meeting **RESOLVED** to carry forward the statutory net loss of the Company for the 2016 financial year amounting to US\$ 7,257,854.-, as proposed by the Board of Directors of the Company in its report to the Shareholders.

**For**  **with** ..... (number of shares) **shares**  
**Against**  **with** ..... (number of shares) **shares**  
**Abstention**  **with** .....(number of shares) **shares**

**Fourth resolution**

The Meeting **RESOLVED** to grant 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 December 31<sup>st</sup>, 2016.

**For**  **with** ..... (number of shares) **shares**

**Against**  **with** ..... (number of shares) **shares**  
**Abstention**  **with** .....(number of shares) **shares**

#### **Fifth resolution**

The Meeting **RESOLVED** to decrease the number of members of the Board of Directors from nine to eight and to re-appoint Mr. Paolo d'AMICO, Mr. Cesare d'AMICO, Mr. Marco FIORI, Mr. Antonio Carlos BALESTRA DI MOTTOLA, Mr. Massimo CASTROGIOVANNI, Mr. John J. DANILOVICH, Mr. Heinz P. BARANDUN and Mr. Stas A. JOZWIAK, as members of the Board of Directors for a term of office expiring at the Company's annual general shareholders' meeting called to approve the Company's 2017 financial statements.

**For**  **with** ..... (number of shares) **shares**  
**Against**  **with** ..... (number of shares) **shares**  
**Abstention**  **with** ..... (number of shares) **shares**

#### **Sixth resolution**

The Meeting **RESOLVED** to ratify the granting and payment to Mr. Giovanni Barberis, the former executive director and Chief Financial Officer of the Company, of an extraordinary indemnity amounting to EUR 82,000.- for the end of his office as remuneration for the results targeted during the 2015 financial year.

**For**  **with** ..... (number of shares) **shares**  
**Against**  **with** ..... (number of shares) **shares**  
**Abstention**  **with** .....(number of shares) **shares**

#### **Seventh resolution**

The Meeting **RESOLVED** to set the Directors' fees for the 2017 financial year at the aggregate fixed gross amount of EUR 780,000.- authorizing and empowering the Board of Directors to allocate the said amount amongst the Directors.

**For**  **with** ..... (number of shares) **shares**  
**Against**  **with** ..... (number of shares) **shares**  
**Abstention**  **with** .....(number of shares) **shares**

#### **Eighth resolution**

The Meeting **RESOLVED** to acknowledge section I of the 2016 Board of Directors' report on remuneration drafted in compliance with article 123-ter, clause 6, of Italian Legislative Decree 58/98.

For  with ..... (number of shares) shares  
Against  with .....(number of shares) shares  
Abstention  with .....(number of shares) shares

**Ninth resolution**

The Meeting **RESOLVED** to appoint Moore Stephens Audit S.à.r.l. governed by the laws of Luxembourg (registered with the Luxembourg Register of Commerce and Companies under number B 42.365), as independent auditor of the Company (“*réviseur d’entreprises agréé*”) 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 called to approve the Company’s 2019 financial statements, and to entrust the Board of Directors of the Company to approve the conditions of appointment of the external independent auditor, including its fees, as may be necessary and appropriate.

For  with ..... (number of shares) shares  
Against  with ..... (number of shares) shares  
Abstention  with .....(number of shares) shares

**Please indicate with an "X" in the appropriate boxes how you wish to vote with respect to what number of your shares on the relevant resolutions. The omission to tick any boxes with respect to any resolution shall be considered as a ballot paper being void.**

This ballot paper (“*formulaire*”) shall be received, duly signed and dated, either by hand with acknowledgment of receipt, by registered post, by special courier service using an internationally recognised courier company, by email or by fax to BNP Paribas Securities Services Luxembourg branch with copy to the Company at the address or fax number indicated in the convening notice no later than **5 p.m. (Luxembourg time) on April 14<sup>th</sup>, 2017.**

Executed in \_\_\_\_\_ on \_\_\_\_\_ 2017.

\_\_\_\_\_

By

Name of shareholder:

Represented by

Name of representative:

Title of representative: