

d'Amico International Shipping S.A.

société anonyme

Registered office: 25C, boulevard Royal, L-2499 Luxembourg

R.C.S. Luxembourg : B-124.790

(the "**Company**")

**REPORT OF THE BOARD OF DIRECTORS
to the extraordinary general meeting of shareholders of the Company
to be held on April 20th, 2016**

Dear shareholders,

This extraordinary general meeting of shareholders of the Company is being convened to approve an amendment of article 6 of the Company's articles of association (the "Articles of Association"), namely the deletion of its last paragraph pursuant to which, notwithstanding the notification thresholds applicable to the Company as per current Luxembourg legislation, every shareholder is asked to inform the Company which, in turn, is asked to notify *Borsa Italiana S.p.A.*, should the percentage of its voting rights exceed or fall below the two per cent (2%) threshold.

We remind you that the Company in view of its listing on the *STAR* segment (high requisites segment) of the *Mercato Telematico Azionario (MTA)* originally implemented said additional notification provision through an amendment to its articles of association approved by the extraordinary general meeting of shareholders held on September 6th, 2007.

Following the adoption in Luxembourg of the law of January 11th, 2008 on transparency obligations (the "Transparency Law") implementing the Directive 2004/109/EC of the European Parliament and Council of December 15th, 2004 on the harmonization of transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market and amending Directive 2001/34/EC (the "Transparency Directive") - which provides, *inter alia*, that a notice is to be filed to the relevant authorities if the percentage of voting rights reaches, exceeds or falls below specific thresholds, the relevant minimum trigger notice threshold being 5% - the Company's shareholders continued to be bound also to all the Italian thresholds as per the relevant provision of the Articles of Association.

Finally, the extraordinary general meeting of shareholders held on October 27th, 2011 resolved to further amend the articles of association by way of cancellation of all the Italian thresholds except for the two per cent (2%) threshold in order to comply with a specific request by *Borsa Italiana*. The above amendment to the articles of association has enabled *Borsa Italiana* to continue to be able to calculate the minimum free float share distribution percentage, which is one of the requirements the companies must comply with in order to remain listed on the *STAR* segment.

Due to a recent change in the Italian legislation that makes the above Italian 2% threshold no longer applicable to Small and Medium Enterprises (SME) - being the category into which the Company falls – and further to a positive decision received by *Borsa Italiana* in this respect, it is now proposed to amend article 6 of the Articles of Association as follows, in order to delete the disclosure requirement in case of reaching, exceeding or falling below the 2% threshold

article 6. Form of shares, Transfer of Shares, Rights and Obligations attached to Shares:	
Current wording	Proposed wording
The shares will be in the form of registered shares.	UNMODIFIED
The shares are freely transferable.	UNMODIFIED
With respect to the registered shares, a shareholders' register which may be examined by any shareholder will be kept at the registered office. The register will contain the precise designation of each shareholder and the indication of the number and class of shares held, the indication of the payments made on the shares as well as the transfers of shares and the dates thereof. Ownership of the registered shares will result from the recordings in the shareholders' register. Certificates reflecting the recordings in the shareholders register will be delivered to the shareholders. The Company may issue multiple registered share certificates. Any transfer of registered shares will be registered in the shareholders' register by a declaration of transfer entered into the shareholders' register, dated and signed by the transferor and the transferee or by their representative(s) as well as in accordance with the rules on the transfer of claims laid down in article 1690 of the Luxembourg Civil Code. Furthermore, the Company may accept and enter into the shareholders' register any transfer referred to in any correspondence or other document recording the consent	UNMODIFIED

article 6. Form of shares, Transfer of Shares, Rights and Obligations attached to Shares:

Current wording	Proposed wording
<p>of the transferor and the transferee.</p>	
<p>The rights and obligations attached to the shares shall be identical except to the extent otherwise provided by the Articles of Association or by the Laws.</p>	<p>UNMODIFIED</p>
<p>Shares may be held directly or with a broker, bank, custodian, dealer or other qualified intermediary, which will hold them through a securities settlement system either directly as a participant of such system or indirectly through such a participant.</p>	<p>UNMODIFIED</p>
<p>Ownership of a share carries implicit acceptance of the Articles of Association and the resolutions adopted by the general meeting of shareholders.</p>	<p>UNMODIFIED</p>
<p>Natural persons or legal entities who acquire, dispose or hold a holding in the Company's capital represented by voting shares, without prejudice to the fulfillment of the applicable provisions in force, shall inform the Company, which shall inform Borsa Italiana where: a) the percentage of the voting rights held by that person exceeds two per cent (2%), b) the percentage of the voting rights held by that person falls below per cent (2%) within five (5) trading days of the date of transaction triggering the requirement, regardless of the date on which it is to take effect. For the purpose of this specific provision, a person's holding shall be deemed to include both the shares owned by him, even if the voting rights belong or are assigned to third parties, and the shares of which the voting rights belong or are assigned to him. For the same purposes, a person's holding shall also include both the shares owned by nominees, trustees or subsidiary companies and the shares of which the voting rights belong or are assigned to such persons. Shares registered in the names of or endorsed to trustees and those of which the voting rights are assigned to an intermediary in connection with asset management services shall not be counted by the persons controlling the trustee or the intermediary.</p>	<p>DELETED</p> <p>Natural persons or legal entities who acquire, dispose or hold a holding in the Company's capital represented by voting shares, without prejudice to the fulfillment of the applicable provisions in force, shall inform the Company, which shall inform Borsa Italiana where: a) the percentage of the voting rights held by that person exceeds two per cent (2%), b) the percentage of the voting rights held by that person falls below per cent (2%) within five (5) trading days of the date of transaction triggering the requirement, regardless of the date on which it is to take effect. For the purpose of this specific provision, a person's holding shall be deemed to include both the shares owned by him, even if the voting rights belong or are assigned to third parties, and the shares of which the voting rights belong or are assigned to him. For the same purposes, a person's holding shall also include both the shares owned by nominees, trustees or subsidiary companies and the shares of which the voting rights belong or are assigned to such persons. Shares registered in the names of or endorsed to trustees and those of which the voting rights are assigned to an intermediary in connection with asset management services shall not be counted by the persons controlling the trustee or the intermediary.</p>

It is further stated that the above highlighted amendments are without prejudice to the rules and provisions applicable to the Company regarding shareholder's disclosure and reporting obligations under the Transparency Law.

March 17th, 2016

For the Board of Directors

Paolo d'Amico

Chairman