

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 number B 124.790 and having its registered office at 25 C, boulevard Royal, L-2449 Luxembourg (the "**Company**"), hereby constitute and appoint

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.....
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 shareholders of the Company to be held in Luxembourg, on April 30th, 2019 at 3 pm 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 auditor ("réviseur d'entreprises agréé") on the consolidated and statutory annual accounts of the Company as at 31 December 2018;*
- II. *Consideration and approval of the consolidated annual accounts of the Company as at 31 December 2018 and of the Company's statutory annual accounts as at 31 December 2018;*
- III. *Approval of the allocation of results of the 2018 financial year;*
- IV. *Discharge of the members of the Board of Directors for the year ended on 31 December 2018;*
- V. *Acknowledgment of the decrease of the number of the members of the Company's Board of Directors from 8 to 7 and setting of the number of the members of the Company's Board of Directors at 7;*
- VI. *Approval of 2019 Directors fees;*
- VII. *Consideration and approval of the Company 2019- 2021 Long Term Incentive Plan: inherent and subsequent resolution;*

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.

VIII. *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 on section I of the Report.*

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 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 31st, 2018.

For Against Abstention

- Approval of the statutory annual accounts of the Company as at December 31st, 2018 and the consolidated annual accounts of the Company as at December 31st, 2018.

For Against Abstention

- Approval to carry forward the statutory net loss of the Company for the 2018 financial year amounting to US\$ 118,481 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 December 31st, 2018.

For Against Abstention

- Acknowledgment of the decrease of the number of the members of the Company's Board of Directors from 8 to 7 and approval of setting the number of the members of the Company's Board of Directors at 7;

For Against Abstention

- Approval of the set-up of the Directors' fees for the 2019 financial year at the aggregate fixed gross amount of EUR 485.000 and authorization and empowerment of the Board of Directors to allocate the said amount amongst the Directors.

For Against Abstention

- Approval of the Company new 2019- 2021 Long Term Incentive Plan

For Against Abstention

- Acknowledgment of section I of the 2018 Board of Directors' report on remuneration drafted in compliance with article 123-ter, clause 6, of the Italian Legislative Decree 58/98.

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.

This proxy shall be received 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 24th, 2019.**

On the day of the Meeting date, the proxy holder is requested to produce the original of the executed proxy to the Meeting in order to present it to the board of the Meeting along with a copy of the sent Certificate as mentioned in the Convening Notice.

Executed in _____ on _____ 2019.

By

Name of shareholder:

Represented by

Name of representative:

Title of representative: