

PROXY

I/We, the undersigned, _____ (name of shareholder) with registered office at/residing at _____
_____ (the "Principal"), 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**"), hereby constitute and appoint Me Rémy Bonneau, or Me Laurence Ouverleaux or Me Eugenie Syx, from Linklaters LLP office with registered office at Avenue John F. Kennedy 35, L-1855 Luxembourg or, in his/her 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 at Linklaters LLP premises at 35, Avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, on April 21st, 2020 at 11 a.m. Luxembourg time (the "**Meeting**"), with the following

Agenda

- 1) *Consideration of the Board of Directors Special Report on the transaction carried out on 24th April 2019;*
- 2) *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 2019;*
- 3) *Consideration and approval of the consolidated annual accounts of the Company as at 31 December 2019 and of the Company's statutory annual accounts as at 31 December 2019;*
- 4) *Approval of the allocation of results of the 2019 financial year;*
- 5) *Discharge of the members of the Board of Directors for the year ended on 31 December 2019;*

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.

- 6) *Acknowledgment of the decrease of the number of the members of the Company's Board of Directors from 7 to 6 and setting of the number of the members of the Company's Board of Directors at 6;*
- 7) *Approval of 2020 Directors fees;*
- 8) *Non-binding consideration and evaluation of the 2020 General Remuneration Policy and the 2019 Report on Remunerations;*
- 9) *Ratification of the amendment of the 2019-2021 Medium to Long-Term Variable Incentive Plan and of its ancillary documentation;*
- 10) *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 2022 financial statements.*

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:

- 1) Acknowledgement of the Board of Directors Special Report on the transaction carried out on 24th April 2019.

For – **Against** – **Abstention** –

- 2) 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, 2019.

For – **Against** – **Abstention** –

3) Approval of the statutory annual accounts of the Company as at December 31st, 2019 and the consolidated annual accounts of the Company as at December 31st, 2019.

For – **Against** – **Abstention** –

4) Approval of the proposal of the Board of Directors of the Company to allocate the Company's statutory net profit of US\$ 1,258,072 for the 2019 financial year as follows:

- to allocate US\$ 62,903.60 to the Legal Reserve;
- to carry forward US\$ 1,195,168.40 to the Retained Earnings.

For – **Against** – **Abstention** –

5) Approval of the discharge, in accordance with applicable Luxembourg laws and regulations, to the members of the Board of Directors of the Company from any liabilities for the proper exercise of their mandate during the financial year ended on December 31st, 2019.

For – **Against** – **Abstention** –

6) Acknowledgment of the decrease of the number of the members of the Company's Board of Directors from seven to six and setting of the number of the members of the Company's Board of Directors at six.

For – **Against** – **Abstention** –

7) Setting of the Directors' fees for the 2020 financial year at the aggregate fixed gross amount of EUR 416,250.00 and authorizing and empowering the Board of Directors to allocate the said amount amongst the Directors including those vested with particular offices.

For – **Against** – **Abstention** –

8) Acknowledgment and approval in an advisory capacity of the Company's 2020 General Remuneration Policy and the Company's 2019 Report on Remunerations being respectively section I and II of the 2020 Board of Directors' Report on Remuneration drafted in compliance

with articles 7bis and 7ter of the Luxembourg Law of 24 May 2011 on the exercise of certain rights of shareholders in general meetings of listed companies, as amended..

For – **Against** – **Abstention** –

- 9) Ratification of the amendments made by the Board of Directors on the 2019-2021 Medium to Long-Term Variable Incentive Plan and on its ancillary documentation, as illustrated by the Board of Directors of the Company in its report to the Shareholders.

For – **Against** – **Abstention** –

- 10) Appointment of Moore Audit SA as external independent auditor of the Company (“réviseur d’entreprises agréé”) for a period ending at the Company’s annual general meeting of shareholders called to approve the Company’s 2022 financial statements.

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 in accordance with the Grand Ducal Regulation of 20 March 2020 introducing measures concerning meetings in companies and other legal entities, the Principal will be prevented from attending in person and voting at the Meeting should the Principal. This proxy shall be sent 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, of the 16th of April 2020.**

Executed in _____ on _____ 2020.

By _____

Name of shareholder: _____

Represented by _____

Name of representative: _____

Title of representative: _____