

## 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 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 Chairman<sup>1</sup> 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 4 April 2012 (the "Meeting"), with the following

### **Agenda**

- I. *Consideration of the reports of the Company's Board of Directors and auditors ("réviseur d'entreprise agréés") on the consolidated and statutory annual accounts of the Company as at 31 December 2011;*
- II. *Consideration and approval of the consolidated annual accounts of the Company as at 31 December 2011 and of the Company's statutory annual accounts as at 31 December 2011;*
- III. *Approval of the allocation of results of the 2011 financial year;*
- IV. *Discharge of the members of the Board of Directors for the year ended on 31 December 2011;*
- V. *Consideration and approval of the amended shareholder's meeting regulation (the "Shareholder's Meetings Regulation");*
- VI. *Approval of Directors fees (tantièmes);*
- VII. *Consideration on the Report of the Board of Director's on Remuneration (I section) and on the 2012 General Remuneration Policy;*

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

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<sup>1</sup> 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.

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 ("réviseur d'entreprise agréés") on the consolidated and statutory annual accounts of the Company as at 31 December 2011*

**For  Against  Abstention**

- *Approval of the statutory annual accounts of the Company as at 31 December 2011 and the consolidated annual accounts of the Company as at 31 December 2011.*

**For  Against  Abstention**

- *Carrying forward the net loss of the Company for the 2011 financial year amounting to US\$ 2,769,190 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, 2011.*

**For  Against  Abstention**

- *Approval of the amended Shareholder's Meeting Regulations, a copy of which has been tabled to the Meeting and made available on the Company's website.*

**For  Against  Abstention**

- *Approval of the set-up of the Directors' fees (tantièmes) for the 2012 financial year at the aggregate fixed gross amount of EUR 725.000 and authorization and empowerment of the Board of Directors to allocate the said amount amongst the Directors in particular those vested with additional offices.*

**For  Against  Abstention**

- *Consideration of the Report of the Board of Director's on Remuneration (I section) and on the 2012 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 \_\_\_\_\_ 2012.

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By

Name of shareholder:

Represented by:

Name of representative:

Title of representative: