

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 alternatively the following delegated representatives of the Company, Maître Rémy Bonneau or Mr. Arnaud Quenette from Linklaters LLP office with registered office at Avenue John F. Kennedy 35, L-1855 Luxembourg or, in their 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 20th, 2021 at 10:30 a.m., Luxembourg time (the "**Meeting**"), with the following

Agenda

- 1) *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 2020;*
- 2) *Consideration and approval of the consolidated annual accounts of the Company as at 31 December 2020 and of the Company's statutory annual accounts as at 31 December 2020;*
- 3) *Approval of the allocation of results of the 2020 financial year;*
- 4) *Discharge of the members of the Board of Directors for the year ended on 31 December 2020;*
- 5) *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 2023 financial statements;*
- 6) *Approval of 2021 Directors fees;*
- 7) *Non-binding consideration and evaluation of the 2021 General Remuneration Policy and the 2020 Report on Remunerations;*
- 8) *Renewal of the authorization to the Board of Directors to repurchase the Company's own shares.*

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.

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) 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, 2020.

For – **Against** – **Abstention** –

- 2) Approval of the statutory annual accounts of the Company as at December 31st, 2020 and the consolidated annual accounts of the Company as at December 31st, 2020.

For – **Against** – **Abstention** –

- 3) Approval of the proposal of the Board of Directors to carry forward the Company's statutory net loss of US\$ (2,109,148) for the 2020 financial year

For – **Against** – **Abstention** –

- 4) 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, 2020.

For – **Against** – **Abstention** –

- 5) Appointment of the following persons: Mr Paolo d'AMICO, Mr Cesare d'AMICO, Mr Antonio Carlos Balestra di Mottola, Me Tom LOESCH, Mr Marcel C. SAUCY and Mrs Monique I. A. MALLER, as per

Board of Director's proposal better described in the relevant report to the Annual General Meeting of Shareholders of the Company, 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 2023 financial statements.

For – **Against** – **Abstention** –

- 6) Setting of the Directors' fees for the 2021 financial year at the aggregate fixed gross amount of EUR 330,000.00 - 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** –

- 7) Acknowledgment and approval in an advisory capacity of the Company's 2021 General Remuneration Policy and the Company's 2020 Report on Remunerations being respectively section I and II of the 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** –

- 8) Renewal of the authorization to the Board of Directors of the Company to effect on one or several occasions – for the purposes illustrated in the report of the Board of Directors and according to all applicable laws and regulations – repurchases and disposals of Company shares on the regulated market on which the Company shares are admitted for trading, or by such other means resolved by the Board of Directors during a period of five (5) years from the date of the shareholder's meeting, for a maximum number of 186,157,950 ordinary shares of the Company, within a price range from
- (i) a price per share not lower than 10% below the shares' official price reported in the trading session on the day before carrying out each individual transaction; to
 - (ii) a price per share no higher than 10% above the shares' official price reported in the trading session on the day before carrying out each individual transaction,

and further resolved to confer on the Board of Directors any necessary and appropriate powers so as to enforce the present resolution also approving the modalities and procedures to be observed for such repurchases.

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 Luxembourg law of 23 September 2020 and subsequent amendments extending measures concerning meetings in companies and other legal entities, if he completes and returns this proxy form this will prevent him from attending in person and voting at the Meeting should he subsequently decide to do so. This proxy shall be sent by email to BNP Paribas Securities Services Luxembourg branch with copy to the Company at the address indicated in the convening notice **no later than 5 p.m., Luxembourg time, of the 15TH of April 2021.**

Executed in _____ on _____ 2021.

By _____

Name of shareholder: _____

Represented by _____

Name of representative: _____

Title of representative: _____