

**d'Amico International Shipping S.A.**

Société Anonyme

Registered office: 25 C, Boulevard Royal,

L-2449 Luxembourg

RCS Luxembourg: B 124.790

(the « **Company** »)

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**DRAFT M I N U T E S**

of the annual general meeting of shareholders held in Luxembourg on 23 April 2024

at the registered office of the Company

(the “**Meeting**”)

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The Meeting was called to order at 11 a.m. (CEST) Luxembourg time and chaired by [\_\_\_\_], residing professionally in Luxembourg (the “**Chairman**”).

The Chairman appointed as secretary of the Meeting [\_\_\_\_] residing professionally in Luxembourg (the “**Secretary**”).

The Meeting elected as scrutineer of the Meeting [\_\_\_\_] residing professionally in Luxembourg (the “**Scrutineer**”).

The board of the Meeting having thus been duly constituted according to the law and the Articles of Association, the Chairman declared and requested the Secretary to record that:

- The Meeting was duly convened on this date, time and location by means of a convening notice to the shareholders, the directors and the independent auditor (“*réviseur d’entreprises agréé*”) of the Company which was published on the 22<sup>nd</sup> day of March 2024 on the Italian daily newspaper “Milano Finanza”, on the “Tageblatt” a Luxembourg daily newspaper and in the *Recueil Electronique des Sociétés et Associations*.
- The agenda of the Meeting was the following:
  - 1) **Consideration of the reports of the Company’s Board of Directors and of the Company’s independent auditor (réviseur d’entreprises agréé) on the consolidated and statutory annual accounts of the Company for the financial year ended on 31 December 2023.**
  - 2) **Consideration and approval of the Company’s statutory annual accounts for the financial year ended on 31 December 2023.**

- 3) **Consideration and approval of the Company's consolidated annual accounts for the financial year ended on 31 December 2023.**
  - 4) **Approval of the allocation of results of the financial year ended on 31 December 2023 and payment of dividends in relation to the financial year ended on 31 December 2023.**
  - 5) **Discharge to the members of the Board of Directors in respect of the performance of their duties during the financial year ended on 31 December 2023.**
  - 6) **Setting of the number of the members of the Company's Board of Directors at nine (9), re-election of Mr. Paolo d'Amico, Mr. Cesare d'Amico, Mr. Antonio Carlos Balestra di Mottola, Mrs. Monique Maller, Mr. Marcel Saucy and Mr. Tom Loesch and appointment of Mr. Lorenzo d'Amico, Mrs. Antonia d'Amico and Mr. Massimiliano della Zonca as new members of the Board of Directors, all for a fixed term ending at the Company's annual general meeting of shareholders called to approve the Company's financial statements for the financial year ended on 31 December 2026.**
  - 7) **Approval of fees payable to the members of the Board of Directors for the financial year 2024.**
  - 8) **Consideration and advisory vote on the general remuneration policy for the financial year 2024 and on the remuneration report for the financial year ended on 31 December 2023.**
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- According to the attendance list, [ ] shares of the Company, with ISIN Code LU 2592315662, out of [ ] shares of the Company were represented at this Meeting, which shares represent [ ]% of the entire issued share capital of the Company.
  - The attendance list signed by the representatives of the shareholders and the proxies of the shareholders represented were all signed by the Chairman, the Secretary and the Scrutineer to remain attached to the minutes.
  - The 3,453,542 shares held by the Company itself ("**Own Shares**") are not entitled to vote at the present Meeting.
  - The Meeting was consequently regularly constituted and could validly decide on all the items on the agenda.

The Chairman then submitted to the Meeting the reports of the Board of Directors, including proposals of resolutions relating to the items on the agenda of the Meeting as well as the reports of each of the Board of Directors and the independent auditor (*réviseur d'entreprises agréé*) on the

statutory and consolidated annual accounts of the Company as at 31 December 2023, as well as the statutory and consolidated annual accounts of the Company at 31 December 2023, which have been deposited and made available to the public at least 30 days before the Meeting at the Company's registered office and website as well as filed with CONSOB and CSSF and disclosed to the public through the e-Market SDIR mechanism and stored both at Borsa Italiana S.p.A. through the e-market STORAGE mechanism and at the Officially Appointed Mechanism (OAM) of the Luxembourg Stock Exchange.

Thereupon the Meeting approved the above statements and confirmed that it is duly constituted.

The Shareholders then thoroughly considered the items on the agenda and adopted, each share entitling the holder thereof to one vote, the following resolutions:

#### **First resolution**

After presentation and review of the statutory annual accounts for the financial year ended on 31 December 2023, and of the reports of the Board of Directors and of the independent auditor (*réviseur d'entreprises agréé*) of the Company on such statutory annual accounts, the Meeting **RESOLVED** to approve the statutory annual accounts of the Company for the financial year ended on 31 December 2023.

Accordingly, this resolution was passed by [ ] votes in favour, [ ] votes against, [ ] abstentions.

#### **Second resolution**

After presentation and review of the consolidated annual accounts for the financial year ended on 31 December 2023, and of the reports of the Board of Directors and of the independent auditor (*réviseur d'entreprises agréé*) of the Company on such consolidated annual accounts, the Meeting **RESOLVED** to approve the consolidated annual accounts of the Company for the financial year ended on 31 December 2023.

Accordingly, this resolution was passed by [ ] votes in favour, [ ] votes against, [ ] abstentions.

#### **Third resolution**

The Meeting **RESOLVED** to allocate the statutory net profit of the financial year ended on 31 December 2023 amounting to US\$ 49,556,013 as follows:

Retained earnings as at 1 January 2023	USD	(7,375,471)
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Result for the financial year 2023	USD	49,556,013
Other movements in retained earnings during 2023	USD	(108,955)
Retained earnings as at 31 December 2023	USD	42,071,587

Allocation to the legal reserve in 2024	USD	2,477,801
Share Premium as at 31 December 2023	USD	326,657,825
Amount distributable following allocation to legal reserve	USD	366,251,611
Interim Dividend paid on 9 November 2023	USD	20,025,986
Proposed Annual Dividend 2023	USD	30,007,114

and - in accordance with the applicable Luxembourg law and the Company's articles of association – to approve the payment of an aggregate gross annual dividend of US\$ 30,007,114.24 (US\$ 25,506,047.10 net, after deducting the maximum applicable withholding tax amounting to 15%) corresponding to US\$ 0,2114 per issued and outstanding share net of withholding taxes (to be paid out of the profits of the year and distributable reserves, including the share premium) to the Company's Shareholders (other than to the treasury shares held by the Company which, pursuant to the decision of the board of directors of the Company, shall not carry a dividend right).

Accordingly, this resolution was passed by [ ] votes in favour, [ ] votes against, [ ] abstentions.

#### **Fourth resolution**

The Meeting **RESOLVED** to grant discharge, in accordance with applicable Luxembourg laws and regulations, to the current and former 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 31 December 2023.

Accordingly, this resolution was passed by [ ] votes in favour, [ ] votes against, [ ] abstentions.

#### **Fifth resolution**

The Meeting **RESOLVED** to increase the number of members of the Board of Directors from six (6) to nine (9), (ii) to re-elect Mr. Paolo d'Amico, Mr. Cesare d'Amico, Mr. Antonio Carlos Balestra di Mottola, Mrs. Monique Maller, Mr. Marcel Saucy and Mr. Tom Loesch as directors for a fixed term ending at the Company's annual general meeting of shareholders called to approve the Company's financial statements for the financial year ended on 31 December 2026 and (iii) to appoint Mr. Lorenzo d'Amico, Mrs. Antonia d'Amico and Mr. Massimiliano della Zonca as directors

for a fixed term ending at the Company's annual general meeting of shareholders called to approve the Company's financial statements for the financial year ended on 31 December 2026.

Accordingly, this resolution was passed by [ ] votes in favour, [ ] votes against, [ ] abstentions.

#### **Sixth resolution**

The Meeting **RESOLVED** to set the management fees payable to the members of the Board of Directors for the financial year 2024 at the aggregate fixed gross amount of EUR 460,000.00, it being specified that such amount shall include the compensation to be paid to those directors "vested with particular offices", as well as to authorise and empower the Board of Directors to allocate such amount amongst its members, including those "vested with particular offices".

Accordingly, this resolution was passed by [ ] votes in favour, [ ] votes against, [ ] abstentions.

#### **Seventh resolution**

The Meeting **RESOLVED** by an advisory vote to approve the 2024 Report on Remuneration comprising the general remuneration policy for the financial year 2024 and the remuneration report for the financial year ended on 31 December 2023.

Accordingly, this resolution was passed by [ ] votes in favour, [ ] votes against, [ ] abstentions.

There being no further business, the meeting was adjourned at [●] [a.m. / p.m.] (CEST).

\_\_\_\_\_

Chairman

\_\_\_\_\_

Secretary

\_\_\_\_\_

Scrutineer