

**P R O X Y**

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, Grand Duchy of Luxembourg (the "**Company**"), hereby constitute and appoint.....  
.....

.....or, in his/her absence, (i) the Chairman<sup>1</sup> of the meeting, or alternatively (ii) any of the following delegated representatives of the Company, Maître Remy Bonneau, lawyer, with professional address in the Grand Duchy of Luxembourg, or Maître Irene Sanna, lawyer, with professional address in the Grand Duchy of Luxembourg or Maître Perrine Kalcina, lawyer, with professional address in the Grand Duchy of Luxembourg, any other lawyer at Linklaters LLP, with registered office at Avenue John F. Kennedy 35, L-1855 Luxembourg (each an "**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 the registered office of the Company, on 23 April 2024 at 11 a.m. (CEST) 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 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.**

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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.

- 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.**

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) 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.

**N/A**

- 2) Consideration and approval of the Company's statutory annual accounts for the financial year ended on 31 December 2023.

For

Against

Abstention

- 3) Consideration and approval of the Company's consolidated annual accounts for the financial year ended on 31 December 2023.

For

Against

Abstention

- 4) Approval of the proposal of the Board of Directors 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)
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).

For

Against

Abstention

- 5) Discharge of the members of the Board of Directors in respect of the performance of their duties during the financial year ended on 31 December 2023

For

Against

Abstention

- 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.

For

Against

Abstention

7) Approval of fees payable to the members of the Board of Directors for the financial year 2024.

For

Against

Abstention

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.

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 he completes and returns this proxy form this will not prevent Principal from attending in person and voting at the Meeting should the Principal subsequently decide to do so.

This proxy shall be sent to ABN AMRO via e-mail to [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com) or via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) **no later than 5 p.m. (CEST) Luxembourg time, of 18 April 2024.**

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 the original of the executed Declaration of Intention to Participate, a copy of the sent Certificate of Holding as mentioned in the Convening Notice and a copy of a valid ID document in order to identify the proxy holder.

Executed in \_\_\_\_\_ on \_\_\_\_\_ 2024.

**By:** \_\_\_\_\_

**Name of shareholder:** \_\_\_\_\_

**Represented by** \_\_\_\_\_

**Name of representative:** \_\_\_\_\_

**Title of representative:** \_\_\_\_\_