

d'Amico International Shipping S.A.
Société Anonyme
Registered office: 25 C, boulevard Royal, L-2449 Luxembourg,
R.C.S. Luxembourg: B – 124.790
(hereinafter, the “**Company**”)

**CONVENING NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
to the holders of shares with Common Code 029069751 and ISIN Code LU0290697514**

The annual general meeting of the shareholders of the Company (hereinafter, the “**Meeting**”) will be held at the registered address of the Company, 25C boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, on 15 April 2015, at 11.00 a.m., to discuss and resolve on the following:

Agenda

- I. 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 2014;*
- II. Consideration and approval of the Company's consolidated annual accounts as at 31 December 2014 and of the Company's statutory annual accounts as at 31 December 2014;*
- III. Approval of the allocation of results of the 2014 financial year;*
- IV. Discharge of the members of the Board of Directors for the year ended on 31 December 2014;*
- V. Approval of Directors fees;*
- VI. 2014 Report of the Board of Directors on Remuneration (drafted in compliance with article 123-ter, clause 6, of the Italian Legislative Decree 58/98): consideration and evaluation of section I of the Report.*

Quorum and Majority Requirements

The Meeting shall validly deliberate regardless of the percentage of the Company's corporate capital being represented. Resolutions shall be adopted by a simple majority of the votes cast by the shareholders present or represented at the Meeting.

Declaration of Intention to Participate in the Meeting

Shareholders must notify the Company on the day of the Record Date (as defined hereafter) of their intention to participate in the Meeting by sending a certificate (the “**Certificate**”) indicating, inter alia, (i) the name and/or corporate name and the domicile of the shareholder and/or registered address, (ii) a confirmation of participation in the Meeting and (iii) a confirmation of the number of shares held by the shareholder after closing of the markets on the Record Date (the “**Shareholder's Details**”). For shareholders holding their shares through an Intermediary (as defined hereafter), the Certificate being prepared by the Intermediary with which the shares are held shall be sent to BNP Paribas Securities Services, Luxembourg branch (“**BNP Paribas**”) in its capacity as the duly mandated agent of the Company with copy to the Company exclusively through Euroclear and Clearstream. In that respect, Intermediaries are further requested to compulsorily instruct Euroclear and Clearstream to further confirm to BNP Paribas all Shareholder's Details.

Voting Rights and Record Date

The rights of a shareholder to attend and speak at the Meeting and to vote in respect of his shares shall be determined with respect to the shares held by the shareholder on 01 April 2015 at 24:00 hours Luxembourg time (the "**Record Date**"). Only those who are shareholders on that Record Date shall have the right to participate and vote at the Meeting.

Shareholders present or represented are requested to bring a copy of the Certificate to the Meeting in order to present it to the board of the Meeting.

Representation by Proxy or Voting by Ballot Paper

Each share is indivisible as far as the Company is concerned. The co-proprietors, the usufructuaries and bare-owners of shares, the creditors and debtors of pledged shares must appoint one sole person to represent them at any general meeting of shareholders.

Shareholders need not be present at the Meeting in person. In accordance with the Company's Articles of Association, a shareholder at the Record Date may act at the Meeting by appointing another person who need not be a shareholder himself, subject to the production of the original of the executed proxy to the Meeting in order to present it to the board of the Meeting. The proxy holder shall enjoy the same rights to speak and ask questions at the Meeting as those to which the shareholder thus represented would be entitled. Each shareholder shall only be represented by one proxy holder at the Meeting except that:

- (i) if a shareholder has shares of the Company held in more than one securities account, he may appoint one proxy holder per securities account at the Meeting;
- (ii) a shareholder acting professionally for the account of other natural or legal persons may appoint each of these natural or legal persons or third parties appointed by them.

A person acting as a proxy holder may hold a proxy from more than one shareholder without limitation as to the number of shareholders so represented. Where a proxy holder holds proxies from several shareholders, it may cast votes for a certain shareholder differently from votes cast for another shareholder.

Alternatively, in accordance with the Company's Articles of Association, a shareholder may cast his vote by a ballot paper ("*formulaire*") expressed in the English language.

Any ballot paper which does not bear the mentions or indications required by the Company's Articles of Association is to be considered void and shall be disregarded for quorum purposes. In case a proposed resolution is amended by the Meeting, the votes expressed on such proposed resolution pursuant to the ballot papers received shall be void.

Shareholders must instruct the commercial bank, broker, dealer, custodian, trust company, account holder, professional securities depository, financial institution or other qualified intermediary through which they hold their shares (hereinafter, the "**Intermediary**") who handles the management of the Company's shares by using the proxy form or the ballot paper form.

Intermediaries shall ensure that the signed and dated proxy forms with vote instructions and the ballot papers be delivered by hand with acknowledgment of receipt, by registered post with acknowledgment of receipt, by special courier service using an internationally recognised courier company, by email or by fax to BNP Paribas with copy to the Company no later than 5:00 p.m. Luxembourg time on 10 April 2015. Beneficial owners of shares held through an Intermediary are urged to confirm the deadline for receipt of their proxy forms with vote instructions and ballot papers by such Intermediary to ensure their onward delivery to BNP Paribas by the relevant deadline.

Shareholders acknowledge that by sending their proxy forms with their voting instructions or their ballot paper form they will be deemed to consent to having the relevant Intermediary, including but not limited to Euroclear and Clearstream, provide all details concerning their identity to BNP Paribas and to the Company.

Relevant proxy forms and/or ballot papers forms (“*formulaires*”) may be obtained, free of charge, at the registered office of the Company, on the Company’s website www.damicointernationalshipping.com (hereinafter, the “**Website**”) or at BNP Paribas.

Documentation for the Meeting

In full compliance with the laws and regulations in force and applicable to the Company, the required supporting documentation, the convening notice, the total number of shares and voting rights, the draft resolutions and the proxy and ballot papers forms are deposited and available to the public at the Company’s registered office and on the Website. The above mentioned set of documents is also filed with *Borsa Italiana S.p.A.* and CONSOB through the SDIR-NIS mechanism.

Shareholders may upon request obtain a copy of the full, unabridged text of the documents to be submitted to the Meeting and draft resolutions proposed to be adopted by the Meeting by electronic means at the address of the Company indicated below or by postal services at the registered office of the Company.

Right to Put Items on the Agenda and to Table Draft Resolutions

In accordance with the Company’s Articles of Association, shareholders holding individually or collectively at least five per cent (5%) of the share capital of the Company: (a) have the right to put items on the agenda of the Meeting; and (b) have the right to table draft resolutions for items included or to be included on the agenda of the Meeting. Those rights shall be exercised upon requests of the shareholders in writing submitted to the Company by postal services or electronic means at the addresses of the Company indicated below. The requests shall be accompanied by a justification or a draft resolution to be adopted in the Meeting and shall include the electronic or mailing address at which the Company can acknowledge receipt of these requests. The requests from the shareholders shall be received by the Company at the latest on 24 March 2015.

Right to Ask Questions

In accordance with the Company’s Articles of Association, shareholders shall have the right to ask questions at the Meeting related to items on the agenda of the Meeting. The Company shall answer the questions put to it by shareholders. The right to ask questions and the obligation of the Company to answer are subject to the measures to be taken by the Company to ensure the identification of shareholders, the good order of general meetings and their preparation as well as the protection of confidentiality and business interests of the Company.

The contact details of the Company are as follows:

Company

d’Amico International Shipping S.A.

25 C, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg

Fax: + 352 26 26 24 54, Email: ir@damicointernationalshipping.com

Attention: Mr. Marco FIORI, CEO / Mrs. Anna FRANCHIN, Investor Relations Manager

The details of the centralising bank mandated by the Company are as follows:

BNP Paribas Securities Services Branch Luxembourg

Corporate Trust Services

33 rue de Gasperich - Howald – Hesperange,

L-2085 Luxembourg, Grand Duchy of Luxembourg

Tel: + 352 2696 2518/2407 Fax: + 352 2696 9757

Email: lux.ostdomiciliees@bnpparibas.com

Attention: Lux ost domiciliées, Sabrina DEVERSENE / Rudolf VOIGTLANDER

Luxembourg, 12 March 2015

The Board of Directors