

**BALLOT PAPER ("FORMULAIRE")**

I/We, the undersigned, ..... (name  
of shareholder) with registered office at/with domicile  
at.....,  
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**"),

for the purpose of the annual general meeting of shareholders of the Company to be held in Luxembourg, on 2 April 2014, at 11.00 a.m. Luxembourg time (the "**Meeting**"), with 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 annual accounts of the Company as at 31 December 2013;*
- II. *Consideration and approval of the consolidated annual accounts of the Company as at 31 December 2013 and of the Company's statutory annual accounts as at 31 December 2013;*
- III. *Approval of the allocation of results for the 2013 year and payment of dividends;*
- IV. *Discharge of the members of the Board of Directors for the year ended on 31 December 2013;*
- V. *Approval of Directors fees;*
- VI. *Consideration and evaluation of Section I of the Report of the Board of Directors on 2013 Remunerations and of the 2014/2016 General Remuneration Policy;*
- VII. *Appointment of the members of the Board of Directors for a term ending at the Company's annual general meeting of shareholders to be held in 2017;*
- VIII. *Appointment of external independent auditor for a period ending at the Company's annual general meeting of shareholders to be held in 2017.*

Hereby acknowledges having been able to review all documents necessary for the purpose hereof and to cast the following vote with respect to the resolutions to be submitted to said Meeting:

### **First Resolution**

The Meeting RESOLVED to acknowledge the reports of each of the Board of Directors and the independent external auditor (*“réviseur d’entreprises agréé”*) on the consolidated and statutory annual accounts of the Company as at 31 December 2013.

**For  with .....** *(number of shares) shares*

**Against  with .....** *(number of shares) shares*

**Abstention  with .....** *(number of shares) shares*

### **Second resolution**

The Meeting RESOLVED to approve the statutory annual accounts of the Company as at 31 December 2013 and the consolidated annual accounts of the Company as at 31 December 2013.

**For  with .....** *(number of shares) shares*

**Against  with .....** *(number of shares) shares*

**Abstention  with .....** *(number of shares) shares*

### **Third resolution**

The Meeting RESOLVED to carry forward the net loss of the Company for the 2013 financial year amounting to US\$ 1,311,904 as proposed by the Board of Directors of the Company in its report to the Shareholders.

The Meeting FURTHER RESOLVED a dividends payment of US\$ 6,962,262 gross of applicable withholding tax corresponding to US\$ 0.0165 gross per issued share (US\$ 0.0140 net per issued share after deduction of the maximum withholding tax of 15%), to be paid out of the retained earnings of the previous years.

The Meeting FURTHER RESOLVED that the payment of the above mentioned dividends will be made to its shareholders on 10 April 2014, with related coupon n. 3 detachment date as of 7 April 2014 and record date 9 April 2014, and to further entrust any of the Directors of the Company to proceed and accomplish any and all formalities related to this settlement, being understood that for the 5,090,495 shares repurchased by the Company no dividend shall be paid, treasury shares not carrying a dividend right.

**For  with .....** *(number of shares) shares*

**Against  with .....** *(number of shares) shares*

**Abstention  with .....** *(number of shares) shares*

#### **Fourth resolution**

The Meeting RESOLVED to grant 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 2013.

**For  with .....** *(number of shares) shares*

**Against  with .....** *(number of shares) shares*

**Abstention  with .....** *(number of shares) shares*

#### **Fifth resolution**

The Meeting RESOLVED to set the Directors' fees for the 2014 financial year at the aggregate fixed gross amount of EUR 780,000 authorizing and empowering the Board of Directors to allocate the said amount amongst the Directors.

**For  with .....** *(number of shares) shares*

**Against  with .....** *(number of shares) shares*

**Abstention  with .....** *(number of shares) shares*

#### **Sixth resolution**

The Meeting RESOLVED to acknowledge (i) section I of the Board of Directors' report on 2013 Remunerations and (ii) the 2014/2016 General Remuneration Policy of the Company.

**For  with .....** *(number of shares) shares*

**Against  with .....** *(number of shares) shares*

**Abstention  with .....** *(number of shares) shares*

#### **Seventh resolution**

The Meeting RESOLVED to re-appoint Mr Paolo d'AMICO, Mr Cesare d'AMICO, Mr Marco FIORI, Mr Giovanni BARBERIS, Mr Massimo CASTROGIOVANNI, Mr John J. DANILOVICH, Mr Heinz P. BARANDUN, Mr Stas A. JOZWIAK and Mr Giovanni Battista NUNZIANTE as members of the Board of Directors for a term ending at the Company's annual general meeting of shareholders to be held in 2017.

**For  with .....** *(number of shares) shares*

**Against  with .....** *(number of shares) shares*

**Abstention  with .....** *(number of shares) shares*

**Eighth resolution**

The Meeting RESOLVED to appoint PricewaterhouseCoopers, a société coopérative governed by the laws of Luxembourg (registered with the Luxembourg Registry of Trade and Companies under number B0065477), as external independent auditor of the Company (réviseur d'entreprises agréé) for the purpose of auditing both the statutory and consolidated accounts of the Company, for a period ending at the Company's annual general meeting of Shareholders to be held in 2017, further entrusting the Board of Directors of the Company to approve the conditions of appointment of the external independent auditor, including its fees, as may be necessary and appropriate.

For  with ..... (number of shares) **shares**

Against  with ..... (number of shares) **shares**

Abstention  with .....(number of shares) **shares**

**Please indicate with an "X" in the appropriate boxes how you wish to vote with respect to what number of your shares on the relevant resolutions. The omission to tick any boxes with respect to any resolution shall be considered as a ballot paper being void.**

This ballot paper ("*formulaire*") shall be received, duly signed and dated, either 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 Securities Services, Luxembourg branch with copy to the Company at the postal or email address or fax number indicated in the convening notice no later than **05:00 p.m. (Luxembourg time) on 28 March 2014.**

Executed in \_\_\_\_\_ on \_\_\_\_\_ 2014.

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By  
Name of shareholder:  
Represented by:  
Name of representative:  
Title of representative: