

## 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 section B, number 124.790 and having its registered office at 25 C, boulevard Royal, L-2449 Luxembourg (the "**Company**"),

hereby constitute and appoint

.....or, in his absence, the Chairman<sup>1</sup> of the meeting (the "**Agent**"),

as the Principal's true and lawful Agent for the purpose of representing the Principal at the extraordinary general meeting of shareholders of the Company to be held in Luxembourg, on April 20<sup>th</sup>, 2016 at 11.40 a.m. Luxembourg time (the "**Meeting**"), with the following

### **Agenda**

1. *To amend article 6 of the articles of association of the Company as per the wording proposed in the board of directors report tabled to the extraordinary general meeting of shareholders.*

The Agent may represent the Principal at the Meeting or any adjourned meeting of the extraordinary 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

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<sup>1</sup> Please note, for the purposes of assessing possible conflicts of interests, 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.

- *Amendment of Article 6 of the articles of association of the Company as per the wording proposed in the board of directors report tabled to the extraordinary general meeting of shareholders.*

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

This proxy 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 April 15<sup>th</sup>, 2016.**

Executed in \_\_\_\_\_ on \_\_\_\_\_ 2016.

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By

Name of shareholder:

Represented by:

Name of representative:

Title of representative: