

PROXY

I/We, the undersigned, (name of shareholder) with registered office at/residing at(the "Principal"), being the holder ofregistered 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 Chairman¹ of the meeting (the "**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 in Luxembourg, on 15 April 2015 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 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.*

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 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.

- Acknowledgment of the reports of each of the ~~Company's~~ 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 2014.

For Against Abstention

- Approval of the statutory annual accounts of the Company as at 31 December 2014 and the consolidated annual accounts of the Company as at 31 December 2014.

For Against Abstention

- Approval of the carrying forward of the net loss of the Company for the 2014 financial year amounting to US\$ 1,570,204.16 as proposed by the Board of Directors of the Company in its report to the Shareholders~~Approval of the the allocation of results for the year 2014.;~~

For Against Abstention

- 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 2014.

For Against Abstention

- Approval of the set-up of the Directors' fees for the 2015 financial year at the aggregate fixed gross amount of EUR 780,000 and authorization and empowerment of the Board of Directors to allocate the said amount amongst the Directors.

For Against Abstention

- Consideration and Acknowledgment~~evaluation~~ of Section I of the 2014 Board of Directors' report on 2014 Remuneration drafted in compliance with article 123-ter, clause 6, of the Italian Legislative Decree 58/98.

-

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 10 April 2015.**

Executed in _____ on _____ 2015.

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