

d'Amico International Shipping S.A.

Société Anonyme

Registered office: 25 C, Boulevard Royal,

L-2449 Luxembourg

RCS Luxembourg: B-124.790

(the « **Company** »)

MINUTES

of the annual general meeting of shareholders held in Luxembourg on 18 April 2023

at the registered office of the Company

(the « **Meeting** »)

The Meeting was called to order at 12 p.m. (noon) (CEST) and chaired by [____], residing professionally in Luxembourg (the « **Chairman** »).

The Chairman appointed as secretary of the Meeting [____] residing professionally in Luxembourg (the « **Secretary** »).

The Meeting elected as scrutineer of the Meeting [____] residing professionally in Luxembourg (the « **Scrutineer** »).

The board of the Meeting having thus been duly constituted according to the law and the Articles of Association, the Chairman declared and requested the Secretary to record that:

- The Meeting was duly convened on this date, time and location by means of a convening notice to the shareholders, the directors and the independent auditor (*«réviseur d'entreprises agréé»*) of the Company which was published on the 17th day of March 2023 on the Italian daily newspaper "Milano Finanza", on the "Tageblatt" a Luxembourg daily newspaper and in the *Recueil Electronique des Sociétés et Associations*.
- The agenda of the Meeting was the following:
 - 1) *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 2022;*
 - 2) *Consideration and approval of the consolidated annual accounts of the Company as at 31 December 2022 and of the Company's statutory annual accounts as at 31 December 2022;*
 - 3) *Approval of the allocation of results of the 2022 financial year and payment of dividends;*
 - 4) *Discharge of the members of the Board of Directors for the year ended on 31 December 2022;*

- 5) *Approval of 2023 Directors fees;*
- 6) *Approval of the new DIS 2022-2024 Medium-Long Term Incentive Plan;*
- 7) *Non-binding consideration and evaluation of the 2023 General Remuneration Policy and the 2022 Report on Remunerations;*
- 8) *Appointment of the external independent auditors of the Company (“réviseur d’entreprises agréé”) for a period ending at the Company’s annual general meeting of shareholders called to approve the 2025 consolidated and statutory annual accounts of the Company.*

- According to the attendance list, [●] shares of the Company, with ISIN Code [●], out of [●] shares of the Company were represented at this Meeting, which shares represent [●]% of the entire issued share capital of the Company.
- The attendance list signed by the representatives of the shareholders and the proxies of the shareholders represented were all signed by the Chairman, the Secretary and the Scrutineer to remain attached to the minutes.
- The [●] shares held by the Company itself (“**Own Shares**”) are not entitled to vote at the present Meeting.
- The Meeting was consequently regularly constituted and could validly decide on all the items on the agenda.

The Chairman then submitted to the Meeting the reports of the Board of Directors, including proposals of resolutions relating to the items on the agenda of the Meeting as well as the reports of each of the Board of Directors and the independent auditor (“*réviseur d’entreprises agréé*”) on the statutory and consolidated annual accounts of the Company as at 31 December 2022, as well as the statutory and consolidated annual accounts of the Company at 31 December 2022, which have been deposited and made available to the public at least 30 days before the Meeting at the Company’s registered office and website as well as filed with CONSOB and CSSF and disclosed to the public through the e-Market SDIR mechanism and stored both at Borsa Italiana S.p.A. through the e-market STORAGE mechanism and at the Officially Appointed Mechanism (OAM) of the Luxembourg Stock Exchange.

Thereupon the Meeting approved the above statements and confirmed that it is duly constituted.

The Shareholders then thoroughly considered the items on the agenda and adopted, each share entitling the holder thereof to one vote, the following resolutions:

First resolution

The Meeting **RESOLVED** to acknowledge the reports of each of the Board of Directors and the independent auditor (“*réviseur d’entreprises agréé*”) on the consolidated and statutory annual accounts of the Company as at December 31st, 2022.

Accordingly, this resolution was passed by [●] votes in favour, [●] votes against, [●] abstentions.

Second resolution

The Meeting **RESOLVED** to approve the statutory annual accounts of the Company as at December 31st, 2022 and the consolidated annual accounts of the Company as at December 31st, 2022.

Accordingly, this resolution was passed by [●] votes in favour, [●] votes against, [●] abstentions.

Third resolution

The Meeting **RESOLVED** to carry forward the Company's statutory 2022 net loss of US\$ 1,215,048 and in accordance with the applicable Luxembourg law and the Company's Articles of Association - a dividend payment in cash of US\$ 22,011,953.96 gross (US\$ 18,710,160.87 net, after deducting the maximum applicable withholding tax amounting to 15%) corresponding to US\$ 0.0153 per issued and outstanding share net of withholding taxes (to be paid out of the distributable reserves, including the share premium reserve) 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).

Accordingly, this resolution was passed by [●] votes in favour, [●] votes against, [●] abstentions.

Fourth resolution

The Meeting **RESOLVED** to grant discharge, in accordance with applicable Luxembourg laws and regulations, to the current and former members of the Board of Directors of the Company from any liabilities for the proper exercise of their mandate during the financial year ended on December 31st, 2022.

Accordingly, this resolution was passed by [●] votes in favour, [●] votes against, [●] abstentions.

Fifth resolution

The Meeting **RESOLVED** to set the Directors' fees for the 2023 financial year at the aggregate fixed gross amount of EUR 330,000 and authorizing and empowering the Board of Directors to allocate the said amount amongst the Directors including those vested with particular offices.

Accordingly, this resolution was passed by [●] votes in favour, [●] votes against, [●] abstentions.

Sixth resolution

The Meeting **RESOLVED** to acknowledge and approve the report of the Board of Directors on the proposed Company's new 2022-2024 Medium-Long Term Incentive Plan – with the respective Informative Document, drafted in accordance with art. Art. 84-bis of the Regulation adopted by CONSOB with resolution no. 11971 dated 14 May 1999 as amended and supplemented from time to time.

Accordingly, this resolution was passed by [●] votes in favour, [●] votes against, [●] abstentions.

Seventh resolution

The Meeting **RESOLVED** to acknowledge and approve in an advisory capacity, the Company's 2023 General Remuneration Policy and the Company's 2022 Report on Remunerations, being respectively section I and II of the 2023 Board of Directors' Report on Remuneration drafted in compliance with articles 7bis and 7ter of the Luxembourg Law of 24 May 2011 on the exercise of certain rights of shareholders in general meetings of listed companies, as amended.

Accordingly, this resolution was passed by [●] votes in favour, [●] votes against, [●] abstentions.

Eighth resolution

The Meeting **RESOLVED** to renew the appointment of Moore Audit S.A. , duly registered under the laws of Luxembourg under number B165462 and with registered office at 5, rue de Turi, L-3378, Livange, Luxembourg (hereinafter "Moore Stephens") as external independent auditors of the Company ("*réviseur d'entreprises agréé*") for a period ending at the Company's annual general meeting of shareholders called to approve the 2025 consolidated and statutory annual accounts of the Company.

Accordingly, this resolution was passed by [●] votes in favour, [●] votes against, [●] abstentions.

There being no further business, the meeting was adjourned at [●] p.m. (CEST).

Chairman

Secretary

Scrutineer