

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 April 19th, 2017

at 25C Boulevard Royal, L-2449 Luxembourg

(the "Meeting")

The Meeting was called to order at 11 a.m. and chaired by Mr. [.....]
Chairman of the Board of Directors, (the "Chairman").

The Chairman appointed as secretary of the Meeting [.....]
residing professionally in [.....] (the "Secretary").

The Meeting elected as scrutineer of the Meeting [.....] residing
professionally in [.....] (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 2017 in an Italian and in a Luxembourg newspaper, respectively the *Il Sole 24 Ore* and the *Tageblatt*, and in the *Recueil Electronique des Sociétés et Associations*.
- The agenda of the Meeting was the following:

- I. *Consideration of the reports of the Company's Board of Directors and of the Company's independent auditor ("*réviseur d'entreprises agréé*") on the consolidated and statutory annual accounts of the Company as at 31 December 2016;*

- II. *Consideration and approval of the consolidated annual accounts of the Company as at 31 December 2016 and of the Company's statutory annual accounts as at 31 December 2016;*
 - III. *Approval of the allocation of results of the 2016 financial year;*
 - IV. *Discharge of the members of the Board of Directors for the year ended on 31 December 2016;*
 - V. *Decrease of the number of the members of the Board of Directors and appointment of the members of the Board of Directors for a term ending at the Company's annual general meeting of shareholders called to approve the Company's 2017 financial statements;*
 - VI. *Ratification of the extraordinary indemnity granted to the former Chief Financial Officer;*
 - VII. *Approval of 2017 Directors fees;*
 - VIII. *2016 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;*
 - IX. *Appointment of an independent auditor ("réviseur d'entreprises agréé") for a period ending at the Company's annual general meeting of shareholders called to approve the Company's 2019 financial statements.*
- According to the attendance list, [.....] shares of the Company, with ISIN Code LU 0290697514, out of 428,510,356 shares of the Company were represented (including by ballot papers) at this Meeting, which shares represent [.....] % of the entire issued share capital of the Company.
 - The attendance list signed by the shareholders present at the Meeting or their representatives, the proxies of the shareholders represented and the ballot papers ("*formulaires*") of the shareholders 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 2016, as well as the statutory and consolidated annual accounts of the Company at 31 December 2016, 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 Borsa Italiana S.p.A. and CONSOB through the SDIR-NIS mechanism.

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, 2016.

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, 2016 and the consolidated annual accounts of the Company as at December 31st, 2016.

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

Third resolution

The Meeting **RESOLVED** to carry forward the statutory net loss of the Company for the 2016 financial year amounting to US\$ 7,257,854.-, as proposed by the Board of Directors of the Company in its report to the Shareholders.

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 members of the Board of Directors of the Company for carrying out their functions in the financial year ended on December 31st, 2016.

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

Fifth resolution

The Meeting **RESOLVED** to decrease the number of members of the Board of Directors from nine to eight and to re-appoint Mr. Paolo d’AMICO, Mr. Cesare d’AMICO, Mr. Marco FIORI, Mr. Antonio Carlos BALESTRA DI MOTTOLA, Mr. Massimo CASTROGIOVANNI, Mr. John J. DANILOVICH, Mr. Heinz P. BARANDUN and Mr. Stas A. JOZWIAK, as members of the Board of Directors for a

term of office expiring at the Company's annual general shareholders' meeting called to approve the Company's 2017 financial statements.

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

Sixth resolution

The Meeting **RESOLVED** to ratify the granting and payment to Mr. Giovanni Barberis, the former executive director and Chief Financial Officer of the Company, of an extraordinary indemnity amounting to EUR 82,000.- for the end of his office as remuneration for the results targeted during the 2015 financial year.

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

Seventh resolution

The Meeting **RESOLVED** to set the Directors' fees for the 2017 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.

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

Eighth resolution

The Meeting **RESOLVED** to acknowledge section I of the 2016 Board of Directors' report on remuneration drafted in compliance with article 123-ter, clause 6, of Italian Legislative Decree 58/98.

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

Ninth resolution

The Meeting **RESOLVED** to appoint Moore Stephens Audit S.à.r.l. governed by the laws of Luxembourg (registered with the Luxembourg Register of Commerce and Companies under number B 42.365), as 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 called to approve the Company's 2019 financial statements, and to entrust 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.

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

There being no further business, the meeting was adjourned at [.....] a.m.

Chairman

Secretary

Scrutineer