

**d'Amico International Shipping S.A.**

Société Anonyme

Registered office: 25 C, boulevard Royal, L-2449 Luxembourg,

R.C.S. Luxembourg: B 124.790

(hereinafter, the "Company")

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**CONVENING NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS GIVEN THE  
DECISION OF THE COMPANY TO AVAIL ITSELF OF THE PROVISIONS OF THE LAW OF 23  
SEPTEMBER 2020 AS AMENDED<sup>1</sup>****to the holders of shares with Common Code 029069751 and ISIN Code LU0290697514**

The annual general meeting of the shareholders of the Company (hereinafter, the "Meeting") will be held at Linklaters LLP premises in 35, Avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, on 20 April 2021 at 10.30 a.m., Luxembourg time, to discuss and resolve on the following:

**Agenda**

- 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 2020;*
- 2) *Consideration and approval of the consolidated annual accounts of the Company as at 31 December 2020 and of the Company's statutory annual accounts as at 31 December 2020;*
- 3) *Approval of the allocation of results of the 2020 financial year;*
- 4) *Discharge of the members of the Board of Directors for the year ended on 31 December 2020;*
- 5) *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 2023 financial statements;*
- 6) *Approval of 2021 Directors fees;*
- 7) *Non-binding consideration and evaluation of the 2021 General Remuneration Policy and the 2020 Report on Remunerations;*

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<sup>1</sup> Law amended by the Luxembourg parliament on 25 November 2020 published in the Mémorial A of the Journal Officiel du Grand-Duché du Luxembourg n° 932 of 2020- (the "Law"), which, in the light of the current situation concerning worldwide pandemic COVID-19, aims to maintain flexible governance measures. Among other measures it extends those of the law of 23 September 2020 concerning the holding of remote meetings in companies and other legal entities governed by Luxembourg laws, until 30 June 2021 and therefore also shareholders' meetings can be held without a physical attendance, having the companies the possibility to impose that shareholders may not attend the general meeting of shareholders of the company in person and may only participate to the general meeting via proxy given to a proxyholder appointed by the company, if another proxyholder has been appointed by the shareholder such proxyholder may only vote by ballot paper.

8) *Renewal of the authorization to the Board of Directors to repurchase the Company's own shares.*

#### **QUORUM AND MAJORITY REQUIREMENTS**

The Meeting shall validly deliberate regardless of the percentage of the Company's corporate capital being represented. Resolutions shall be adopted by a simple majority of the votes cast by the shareholders represented at the Meeting.

#### **DECLARATION OF INTENTION TO PARTICIPATE IN THE MEETING**

Shareholders must notify the Company on the day of the Record Date (as defined hereafter) of their intention to participate in the Meeting by sending a certificate in a swift message form (the "**Certificate**") indicating, inter alia, (i) the name and/or corporate name and the domicile of the shareholder and/or registered address, (ii) a confirmation of participation in the Meeting and (iii) a confirmation of the number of shares held by the shareholder after closing of the markets on the Record Date (together the "**Shareholder's Details**"). For shareholders holding their shares through a commercial bank, broker, dealer, custodian, trust company, accountholder, professional securities depository, financial institution or other qualified intermediary whether or not directly adhering to the centralized management system operated by Clearstream Luxembourg/Euroclear (the "**Intermediary**"), the Certificate being prepared by the Intermediary with which the shares are held shall be sent to BNP Paribas Securities Services, Luxembourg branch ("**BNP Paribas**") in its capacity as the duly mandated agent of the Company exclusively through Clearstream Luxembourg/Euroclear. For the avoidance of any doubt, each Intermediary shall prepare and send to BNP Paribas a Certificate for each Shareholder. In that respect Intermediaries are further requested to compulsorily instruct Clearstream Luxembourg/Euroclear to further confirm to BNP Paribas all Shareholder's Details.

**For those shareholders holding their shares through Intermediaries not directly adhering to the centralized management system operated by Clearstream Luxembourg/Euroclear but adhering to the system operated by Monte Titoli, the Certificate being prepared by the Intermediary adhering to the Monte Titoli system with which the shares are held shall be sent directly to BNP Paribas in its capacity as the duly mandated agent of the Company.**

#### **VOTING RIGHTS AND RECORD DATE**

The right of a shareholder to be represented at the Meeting and to vote in respect of his shares shall be determined with respect to the shares held by the shareholder **on the 6<sup>th</sup> day of April 2021 at midnight Luxembourg time** (the "**Record Date**"). Only those who are shareholders at the Record Date shall have the right to participate and vote at the Meeting.

#### **REPRESENTATION BY PROXY OR VOTING BY BALLOT PAPER**

Each share is indivisible as far as the Company is concerned. The co-proprietors, the usufructuaries and bare-owners of shares, the creditors and debtors of pledged shares must appoint one sole person to represent them at the Meeting.

**Pursuant to the provisions of the Law, the Company decided that the shareholders shall not attend the Meeting in person.**

In accordance with the Company's Articles of Association, a shareholder at the Record Date may act at the Meeting by appointing alternatively the following delegated representatives of the Company, Me Rémy Bonneau or Mr Arnaud Quenette, from Linklaters LLP office with registered office at Avenue John F. Kennedy 35, L-1855 Luxembourg or in his absence, the Chairman of the Meeting by way of executing the **proxy form**. If a shareholder has appointed another proxyholder than the person delegated by the Company such proxyholder may only vote by ballot paper.

Each shareholder shall only be represented by one proxy holder at the Meeting except that if a shareholder has shares of the Company held in more than one securities account, he may appoint one proxy holder per securities account at the Meeting.

A person acting as a proxy holder may hold a proxy from more than one shareholder without limitation as to the number of shareholders so represented. Where a proxy holder holds proxies from several shareholders, it may cast votes for a certain shareholder differently from votes cast for another shareholder.

Alternatively, in accordance with the Company's Articles of Association, a shareholder may cast his vote by a **ballot paper ("*formulaire*")** expressed in the English language.

Any ballot paper which does not bear the mentions or indications required by article 29 of the Company's Articles of Association is to be considered void and shall be disregarded for quorum purposes. In case a proposed resolution is amended by the Meeting, the votes expressed on such proposed resolution pursuant to the ballot papers received shall be void.

Shareholders must instruct the Intermediary who handles the management of the Company's shares by using the proxy form, in case of representation by another person, or the ballot paper form.

Intermediaries shall ensure that the signed and dated proxy forms with voting instructions and the ballot papers be delivered by email directly to BNP Paribas with copy to the Company **no later than 5 p.m., Luxembourg time, of the 15<sup>TH</sup> of April 2021.**

Shareholders acknowledge that by sending their proxy forms with their voting instructions or their ballot paper form they will be deemed to consent to having the relevant Intermediary, including but not limited to Clearstream Luxembourg/Euroclear, provide all details concerning their identity to BNP Paribas and to the Company.

Relevant proxy forms and/or ballot papers forms ("*formulaires*") may be obtained, free of charge, at the registered office of the Company, on the Company's website at [www.damicointernationalshipping.com](http://www.damicointernationalshipping.com) (hereinafter, the "**Website**").

## DOCUMENTATION FOR THE MEETING

In full compliance with the laws and regulations in force and applicable to the Company, the required supporting documentation, the convening notice, the total number of shares and voting rights, the draft resolutions and the proxy and ballot papers forms are deposited and available to the public at the Company's registered office and on the Website. The above mentioned set of documents is also disclosed and stored through the e-Market SDIR and STORAGE mechanism. Shareholders may upon request obtain a copy of the full, unabridged text of the documents to be submitted to the Meeting and draft resolutions proposed to be adopted by the Meeting by electronic means at the address of the Company indicated below or by postal services at the registered office of the Company.

## RIGHT TO PUT ITEMS ON THE AGENDA AND TO TABLE DRAFT RESOLUTIONS

In accordance with the Company's Articles of Association, shareholders holding individually or collectively at least five per cent (5%) of the share capital of the Company: (a) have the right to put items on the agenda of the Meeting; and (b) have the right to table draft resolutions for items included or to be included on the agenda of the Meeting. Those rights shall be exercised upon requests of the shareholders in writing submitted to the Company by postal services or electronic means at the addresses of the Company indicated below. The requests shall be accompanied by a justification or a draft resolution to be adopted in the Meeting and shall include the electronic or mailing address at which the Company can acknowledge receipt of these requests. The requests from the shareholders shall be received by the Company **at the latest on the 31<sup>st</sup> of March 2021.**

## RIGHT TO ASK QUESTIONS

Pursuant to the provisions of the Law, the Meeting will be held without a physical meeting and therefore shareholders shall not have the opportunity to ask questions at the Meeting.

However, in the light of the current exceptional circumstances, the Company will exceptionally allow shareholders to ask questions in writing about items on the agenda ahead of the Meeting.

**Questions must be sent by e-mail to [ir@damicointernationalshipping.com](mailto:ir@damicointernationalshipping.com) and must be received by the Company before 5 p.m., Luxembourg time, of the 7<sup>th</sup> of April 2021.**

Questions must include the shareholder's full name and address and a Certificate as at the Record Date.

The Company will, on a best efforts basis, only provide responses to questions received within the above deadline in order to allow shareholders to consider them before casting their vote. An answer shall be deemed to be given if the relevant information is available on the Company's Website.

The contact details of the Company are as follows:

**COMPANY**

d'Amico International Shipping S.A.

25 C, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg

Fax: + 352 26 26 24 54, Email: [ir@damicointernationalshipping.com](mailto:ir@damicointernationalshipping.com)

Attention: Mr. Antonio Carlos BALESTRA DI MOTTOLA, Director and CFO / Mrs. Anna  
FRANCHIN, Investor Relations Manager

The contact details of the centralising bank mandated by the Company are as follows:

**BNP PARIBAS SECURITIES SERVICES BRANCH LUXEMBOURG**

Corporate Trust Services

60, avenue J.F. Kennedy

L-1855 Luxembourg, Grand Duchy of Luxembourg

Postal address: L-2085 Luxembourg, Grand Duchy of Luxembourg

Tel: + 352 2696 2389

Email: [lux.ostdomiciliees@bnpparibas.com](mailto:lux.ostdomiciliees@bnpparibas.com)

Attention: Lux ost domiciliées, Lucie MAIORE

19 March 2021

For the Board of Directors

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Paolo d'Amico  
Chairman and CEO