

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

*Société Anonyme*

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

R.C.S. Luxembourg: B124790

(hereinafter, the “**Company**”)

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**CONVENING NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF  
SHAREHOLDERS  
to the holders of shares with Common Code 029069751 and ISIN Code  
LU0290697514**

An extraordinary general meeting of the shareholders of the Company (hereinafter, the “**Meeting**”) will be held at the premises of Linklaters LLP, Luxembourg, Avenue John F. Kennedy 35, L-1855 Luxembourg, Grand Duchy of Luxembourg, on 13 June 2023 at 10:30 a.m. Luxembourg time, to discuss and resolve on the following:

**Agenda**

1. *Approval of the implementation of a share consolidation with respect to all the shares of the Company, with no nominal value, at a ratio of one (1) new share for every ten (10) existing shares (the “**Reverse Stock Split**”) with effect as of the date as determined by the board of directors of the Company (the “**Board of Directors**”) (the “**Effective Date**”) and in this context, cancellation of nine (9) of the existing shares of the Company, held by the Company, without reducing the share capital of the Company.*
2. *Acknowledgement of the report of the Board of Directors.*
3. *Amendment of the authorised share capital of the Company, with effect as of the Effective Date and renewal of the authorisation to remove or limit the preferential subscription rights of shareholders.*
4. *Renewal of the authorisation to the board of directors of the Company to repurchase the Company’s own shares, with effect as of the Effective Date.*
5. *Amendment of article 5 of the articles of association of the Company to reflect the above resolutions, with effect as of the Effective Date.*
6. *Delegation of powers to the Board of Directors to implement the Reverse Stock Split and the resolutions passed on the aforementioned items of the agenda of the meeting.*

**QUORUM AND MAJORITY REQUIREMENTS**

The Meeting shall validly deliberate regardless of the percentage of the Company's share capital being represented. Resolutions relating to agenda items 1, 3 and 5 shall be adopted with a quorum of at least one half of all the issued shares and two-thirds majority of the votes cast by the shareholders present or represented at the Meeting. Resolutions relating to agenda items 2, 4 and 6 shall be adopted by a simple majority of the votes cast by the shareholders present or 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 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 Luxembourg branch (“**BNP Paribas**”) in its capacity as the duly mandated agent of the Company exclusively through Clearstream Luxembourg/Euroclear, on the day of the Record Date. 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 attend, speak or 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 30<sup>th</sup> day of May 2023 at 23:59 p.m. 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.

Shareholders present or represented are requested to bring a copy of the Certificate to the Meeting in order to present it to the board of 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.

Shareholders need not be present at 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 another person who need not be a shareholder himself, subject to the production of the original of the executed proxy to the Meeting in order to present it to the board of the Meeting along with a copy of the sent Certificate and of an identity document of the proxy holder. The proxy holder shall enjoy the same rights to speak and ask questions at the Meeting as those to which the shareholder thus represented would be entitled.

Each shareholder shall only be represented by one proxy holder at the Meeting except that: (i) 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; or (ii) a shareholder acting professionally for the account of other natural or legal persons may appoint each of these natural or legal persons or third parties appointed by them.

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 e-mail directly to BNP Paribas with copy to the Company **no later than 5 p.m., Luxembourg time, of the 8<sup>th</sup> of June 2023.** Beneficial owners of shares held through an Intermediary are urged to confirm the deadline for receipt of their proxy forms with vote instructions and ballot papers by such Intermediary to ensure their onward delivery to BNP Paribas by the relevant deadline.

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**") or at the registered office of BNP Paribas.

#### **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 through the e-Market SDIR and stored through the OAM. 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 22<sup>nd</sup> of May 2023.**

#### **RIGHT TO ASK QUESTIONS**

In accordance with the Company's Articles of Association, shareholders shall have the right to ask questions at the Meeting related to items on the agenda of the Meeting. The Company shall answer the questions raised by the shareholders. The right to ask questions and the obligation of the Company to answer are subject to the measures to be taken by the Company to ensure the identification of shareholders, the good order of general meetings and their preparation as well as the protection of confidentiality and business interests of the Company.

The contact details of the Company are as follows:

#### **COMPANY**

d'Amico International Shipping S.A.

25C, 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 LUXEMBOURG BRANCH**

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 2000

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

11 May 2023

For the Board of Directors

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Paolo d'Amico

Chairman and CEO