

**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**

to the holders of shares with Common Code 259231566 and ISIN Code LU2592315662 (the "Shareholders" and singularly the "Shareholder")

The annual general meeting of the Shareholders of the Company (hereinafter, the "Meeting") will be held at the registered address of the Company, 25C boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, on 23 April 2024 at 11 a.m. (CEST) 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 independent auditor (*réviseur d'entreprises agréé*) on the consolidated and statutory annual accounts of the Company for the financial year ended on 31 December 2023.**
- 2. Consideration and approval of the Company's statutory annual accounts for the financial year ended on 31 December 2023.**
- 3. Consideration and approval of the Company's consolidated annual accounts for the financial year ended on 31 December 2023.**
- 4. Approval of the allocation of results of the financial year ended on 31 December 2023 and payment of dividends in relation to the financial year ended on 31 December 2023.**
- 5. Discharge to the members of the Board of Directors in respect of the performance of their duties during the financial year ended on 31 December 2023.**
- 6. Setting of the number of the members of the Company's Board of Directors at nine (9), re-election of Mr. Paolo d'Amico, Mr. Cesare d'Amico, Mr. Antonio Carlos Balestra di Mottola, Mrs. Monique Maller, Mr. Marcel Saucy and Mr. Tom Loesch and appointment of Mr. Lorenzo d'Amico, Mrs. Antonia d'Amico and Mr. Massimiliano della Zonca as new members of the Board of Directors, all for a fixed term ending at the Company's annual general meeting of shareholders called to approve the Company's financial statements for the financial year ended on 31 December 2026.**
- 7. Approval of fees payable to the members of the Board of Directors for the financial year 2024.**
- 8. Consideration and advisory vote on the general remuneration policy for the financial year 2024 and on the remuneration report for the financial year ended on 31 December 2023.**

**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 present or represented at the Meeting.

**RIGHT TO PARTICIPATE AT THE MEETING****RECORD DATE**

The rights of a Shareholder to participate at the Meeting and to the exercise of voting rights attached to the shares held by a Shareholder is determined with respect to the shares held by that Shareholder on the **fourteenth (14th) day prior to the Meeting (i.e. 09/04/2024) at 24:00 (CEST) Luxembourg time** (the "Record Date").

### **DECLARATION OF INTENTION TO PARTICIPATE**

Only persons who are Shareholders on the Record Date will have the right to participate and vote in the Meeting and shall notify the Company of their intention to participate in the Meeting by sending a declaration in writing in accordance with articles 24 of the Company's articles of association (the "Articles of Association") ("Declaration of Intention to Participate") at the latest **on the Record Date to ABN AMRO via e-mail to [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com)**.

The Declaration of Intention to Participate - which form is available on the Company's website at [www.damicointernationalshipping.com](http://www.damicointernationalshipping.com) (the "Website") - shall notably indicate the name or corporate name, address or registered office, and the number of shares of the Company held as at the Record Date .

### **CERTIFICATE OF HOLDING**

The certificate of holding shall indicate the identity of the Shareholder, the number of shares registered held, and a statement that the relevant shares were registered in the financial intermediary's records in the Shareholder's name on the Record Date (the "Certificate of Holding") to be issued by the Shareholder's financial institution or professional depository (the "Intermediary"). The Certificate of Holding shall be sent exclusively by the Intermediary **no later than the 7th day prior to the date of the Meeting (i.e. 16/04/2024) at 5 p.m. (CEST) Luxembourg time to ABN AMRO via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) or via swift through Clearstream Luxembourg/Euroclear or via email to [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com)**.

**ONLY THOSE WHO HAVE SENT THE CERTIFICATE OF HOLDING AND THE DECLARATION OF INTENTION TO PARTICIPATE WITHIN THE ABOVE DEADLINES WILL BE ENTITLED TO PARTICIPATE AND VOTE AT THE MEETING.**

### **PARTICIPATION IN PERSON**

In accordance with Articles of Association, a Shareholder at the Record Date may act at the Meeting in person. Shareholders participating in person shall bring to the Meeting the original of the completed and executed Declaration of Intention to Participate and a copy of the Certificate of Holding.

### **REPRESENTATION BY PROXY**

In accordance with the 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 (the "Proxy Holder").

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 or 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 for more than one Shareholder without limitation as to the number of Shareholders so represented. Where a Proxy Holder holds proxies for several Shareholders, it may cast votes for a certain Shareholder differently from votes cast for another Shareholder.

The Proxy Holder shall be constituted and appointed in writing using the proxy form including the voting instructions as available on the Company's Website (the "Proxy Form"). In the absence of indication of a specific Proxy Holder, alternatively the chairman of the Meeting or any other identified delegated representatives of the Company shall be automatically constituted and appointed for the purpose of representing the Shareholder and will vote in accordance with the voting instructions given by the Shareholder in the Proxy Form.

If no voting or partial instructions are given in the Proxy Form, the Proxy Holder or the chairman of the Meeting or any other identified delegated representatives of the Company will vote in favour of the resolutions proposed and supported by the board of directors of the Company.

The Proxy Form duly completed and executed by the Shareholder shall be filed ***no later than the 3<sup>rd</sup> business day prior to the date of the Meeting (i.e. 18/04/2024) at 5 p.m. (CEST) Luxembourg time to ABN AMRO via e-mail to [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com) or via [www.abnamro.com/evoting](http://www.abnamro.com/evoting)***

The original of the completed and executed Proxy Form along with the original of the completed and executed Declaration of Intention to Participate and a copy of the Certificate of Holding shall be brought and delivered to the Meeting by the Proxy Holder who will also be asked for his/her identity document.

#### **VOTE BY BALLOT PAPER**

In accordance with the Articles of Association, a Shareholder may cast his vote by a ballot paper.

The ballot paper shall be completed in writing using the ballot paper form expressed in the English language as available on the Company's Website (the "Ballot Paper Form"). The Ballot Paper Form, duly completed and executed, shall be sent to the Company ***no later than the 3<sup>rd</sup> business day prior to the date of the Meeting (i.e. 18/04/2024) at 5 p.m. (CEST) Luxembourg time to ABN AMRO via e-mail to [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com)***

Any ballot paper ("Formulaire") either received by the Company after such deadline or which does not bear the mentions or indications of the Ballot Paper Form 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.

#### **CONSENT TO THE PROCESSING OF PERSONAL DATA**

Shareholders acknowledge that by sending their Proxy Forms with their voting instructions or their Ballot Paper Form duly completed and executed they will be deemed to consent to having the relevant Intermediary provide all details concerning their identity to the Company and any person designated by the Company.

#### **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 Paper Forms are deposited and available to the public at the Company's Website. The above-mentioned set of documents is also disclosed through the e-Market SDIR and stored through the e-market STORAGE mechanism and the Luxembourg OAM.

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

In accordance with the 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 to be submitted in writing ***at the latest on the 22nd day before the date of the Meeting (i.e. 01/04/2024) at 5 p.m. (CEST) Luxembourg time to the Company via e-mail to [ir@damicointernationalshipping.com](mailto:ir@damicointernationalshipping.com)***.

The requests must include: the name of a contact person and a contact electronic address to enable the Company to confirm receipt within 48 hours, and proof must be provided that the requestor(s) was/were a Shareholder(s) of the Company on the Record Date and either (i) the text of the new agenda item and a draft resolution or a background explanation or (ii) an alternative resolution or a new resolution for an existing

agenda item, with a clear identification of the agenda item concerned and the text of the proposed resolution or a background explanation.

### **RIGHT TO ASK QUESTIONS AT THE MEETING**

In accordance with the Articles of Association, Shareholders and their Proxy Holders shall have the right to ask questions at the Meeting related to items on the agenda of the Meeting and 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 Shareholders' meetings regulation as drafted in compliance with the provisions of the Articles of Association and according to the applicable Luxembourg laws and available on the Company's Website.

### **CONTACT DETAILS**

#### **COMPANY**

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

#### **CENTRALISING BANK MANDATED BY THE COMPANY:**

ABN AMRO Bank N.V. ("ABN AMRO")

Equity Capital Markets / Corporate Broking & Issuer Services HQ 7212

Gustav Mahlerlaan 10

NL-1082 PP Amsterdam, The Netherlands

E-mail: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com)

Phone: +31 20 628 6070

#### **COMMON DEPOSITARY:**

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

Luxembourg, 21 March 2024

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For the Board of Directors

Paolo d'Amico

Chairman of the Board of Directors

Chief Executive Officer