

## P R O X Y

I/We, the undersigned, .....  
(name of shareholder) with registered office at/residing at .....(the "Principal"),  
being the holder of .....shares of

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

a *société anonyme* governed by the laws of the Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under section B, number 124.790 and having its registered office at 25 C, boulevard Royal, L-2449 Luxembourg (the "**Company**"), hereby constitute and appoint

.....  
or, in his absence, the Chairman of the meeting (the "**Agent**"), as the Principal's true and lawful Agent with power to designate such other person as such Agent may appoint, for the purpose of representing the Principal at the annual general meeting of the Shareholders of the Company to be held in Luxembourg, on March 30<sup>th</sup> 2010 (the "**Meeting**"), with the following:

### **Agenda**

- I. *Consideration of the reports of the Board of Directors and the auditor on the annual accounts of the Company at December 31<sup>st</sup>, 2009;*
- II. *Consideration and approval of the consolidated annual accounts of the Company at December 31<sup>st</sup>, 2009 and the statutory annual accounts of the Company at December 31<sup>st</sup>, 2009;*
- III. *Approval of the allocation of results for the 2009 financial year;*
- IV. *Discharge to the members of the Board of Directors of the Company for the financial year ended on December 31<sup>st</sup>, 2009;*
- V. *Approval of Directors' fees (tantièmes);*
- VI. *Appointment of the external independent auditor.*

The Agent may represent the Principal at the Meeting or any adjourned meeting of the annual general meeting of Shareholders convened for the purpose of resolving on the above agenda, waive any convening formalities or publications, vote on the Principal's behalf on any resolutions submitted to said meeting, sign any attendance list, minutes or any other documents, delegate the present power of attorney to another representative and, in general, do whatever seems appropriate or useful, promising ratification.

The Agent is more in particular instructed to vote in the following manner on behalf of the Principal on the resolutions of the agenda of the Meeting:

- *Acknowledgment of the reports of each of the Board of Directors and the independent external auditor on the statutory annual accounts of the Company at December 31<sup>st</sup>, 2009.*

**For  Against  Abstention**

- *Acknowledgment of the reports of each of the Board of Directors and the independent external auditor on the consolidated annual accounts of the Company at December 31<sup>st</sup>, 2009.*

**For  Against  Abstention**

- *Approval of the statutory annual accounts of the Company at December 31<sup>st</sup>, 2009 and of the consolidated annual accounts of the Company at December 31<sup>st</sup>, 2009.*

**For  Against  Abstention**

- *Approval of the allocation of the net profit of the Company for the 2009 financial year amounting to USD 598,341.00 as proposed by the Board of Directors of the Company in its report to the Shareholders, allocating US\$ 29,917.05 to the Company's legal reserve and the residual amount of US\$ 568,423.95 to retained earnings.*

**For  Against  Abstention**

- *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 31<sup>st</sup>, 2009.*

**For  Against  Abstention**

- *Approval of the set up of the Directors' fees (tantièmes) for the 2010 financial year at the aggregate fixed gross amount of EUR 725,000.00 and authorization and empowerment of the Board of Directors to allocate the said amount amongst the Directors in particular those vested with additional.*

**For  Against  Abstention**

- *Appointment of Moore Stephens S.à r.l, réviseur d'entreprises agréé, a company having its registered office at 16, Allée Marconi, L-2120, Luxembourg, Grand Duchy of Luxembourg, as the external independent auditor of the Company 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 to be held on 2013 and authorization to the Board of Directors of the Company to approve any adjustment of the external independent auditor's fees as may be necessary and appropriate.*

**For  Against  Abstention**

**Please indicate with an "X" in the appropriate boxes how you wish the Agent to vote.**

The Principal acknowledges that the Agent is to vote as instructed in respect of the resolutions specified above and that, in the absence of instructions, the Agent may vote or abstain as he thinks fit on the resolutions specified above and, unless instructed otherwise, on any other business (including amendments to resolutions) which may come before the Meeting.

The Principal acknowledges that if the Principal completes and returns this proxy form this will not prevent the Principal from attending in person and voting at the Meeting should the Principal subsequently decide to do so.

Executed in \_\_\_\_\_ on March \_\_\_\_, 2010.

\_\_\_\_\_

By  
Name of shareholder:  
Represented by:  
Name of representative:  
Title of representative: