

d'AMICO INTERNATIONAL SHIPPING S.A.

POLICY FOR MANAGING DIALOGUE WITH SHAREHOLDERS

Approved by the Board of Directors on May 11th, 2023

d'Amico International Shipping SA

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1. Definitions

“**Board of Directors**” means the Board of Directors of the Company.

“**Corporate Governance Code**” means the Corporate Governance Code of listed companies approved by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A.

“**CEO**”: refers to the Company’s Chief Executive Officer.

“**CFO**”: refers to the Company’s Chief Financial Officer.

“**Chairman**”: refers to the Chairman of the Company’s Board of Director.

“**Dialogue**” means the dialogue established between the Shareholders, on the one hand, and the Company, on the other hand, in accordance with this Policy.

“**DIS**” or the “**Company**” refers to d’Amico International Shipping S.A.

“**Directors**” means the members of the Board of Directors of the Company.

“**IR Function**”: refers to the structure and office responsible for investor relations activity within the Company.

“**Investor Relator**”: indicates the head of the IR Function.

“**Law**” means any law, regulation, decree, directive, convention, order, ordinance, use, other source of law or Provision, whether federal, state, regional, provincial, municipal, local, foreign, international or EU.

“**Market Abuse Regulation**” “**MAR**”: Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on Market Abuse, repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC.

“**Sensitive Information**” means any inside information in accordance with the Law and notably with the Market Abuse Regulation and/or any relevant information for which a relevant information list may be created and/or any information which in any case could be considered by its nature or for legal or contractual obligations as confidential.

“**Shareholders**” means the owners of Company’s shares.



“**Policy**” means this document, as amended from time to time, which refers to the policy for the management of dialogue with the Shareholders as approved by the Board of Directors or any of its delegated person.

2. Introduction

d’Amico International Shipping S.A., listed on the STAR segment of Borsa Italiana S.p.A., believes it is in its specific interest to establish and maintain a constant, open and transparent relationship with the Company’s current and/or potential Shareholders, to increase their level of understanding of the activities performed by the Company and to share the strategic actions and visions underlying the Company's operations. Also, DIS believes that a transparent dialogue with its Shareholders can support and inspire the Company’s actions, contributing to the success and the generation of value in the medium-long term.

With these objectives and in accordance with the highest standards of the Corporate Governance Code, with which the Company complies with, DIS' Board of Directors has approved this policy for managing the dialogue with its Shareholders, also considering the engagement policies adopted by institutional investors and asset managers.

3. Scope

This Policy governs the relations between the Company and its current and/or potential Shareholders. Dialogue may be initiated at the request of the current and/or potential Shareholders, or at the initiative of the Company, and it is implemented, in the interest and on behalf of the Company, solely by the parties identified in this Policy.

DIS’ Board of Directors has approved this Policy for managing the dialogue with its Shareholders on the basis, amongst other elements, of the recommendations of the Corporate Governance Code, to which the Company adheres.

DIS provides its Shareholders with information regarding its activities, strategies, and performance, in the manner set out in this Policy and promotes a dialogue with its Shareholders to ensure adequate information is provided to them, to acquire opinions and proposals and provide the requested answers and clarifications, and generally to maintain an adequate channel of communication with these parties.

This Policy is not addressed to those persons who, as suppliers or other stakeholders, have interests other than the pursuit of a current or potential investment in the shares of the Company.



Dialogue thus revolves around the matters within the purview of DIS' Board of Directors and its Committees, including: corporate governance (e.g., information regarding the composition of the Board of Directors in terms of size, competencies, professionalism, independence and diversity of the members of the Board of Directors and its Committees), sustainability and environmental matters, the Company's strategies, the financial statements and other results for the period, transactions carried out by the Company or by its subsidiaries that are of strategic, economic, or of financial importance, management remuneration policies, dividend policies, internal control and risk management system, share performance, buyback programs, and all other topics that may enable a better understanding of the activities performed by DIS, useful in supporting investment decisions.

The following subjects, notably, are therefore excluded from the scope of this Policy:

- information given to, and conversations with the Shareholders during the General Shareholders' Meetings, as governed by specific laws and regulations in effect from time to time, the Articles of Association and the Shareholders' Meeting regulation.
- exchanges between Shareholders and corporate departments regarding clarifications or technical clarifications regarding information issued to the market that do not require the involvement of the Board of Directors.

4. Parties in charge of managing dialogue between the Company and its Shareholders

The implementation of Dialogue with the Shareholders is entrusted to the parties identified below and this section defines the duties of certain corporate bodies in relation to this Dialogue.

4.1 Board of Directors

The Board of Directors is the corporate body responsible for managing the Shareholder Dialogue, providing guidance, monitoring and verification of Dialogue, whilst delegating all the operational aspects and implementation to the Chairman and/or the CEO and in particular:

- it approves the Policy and amendments and changes thereto, as it monitors regulatory and best practice changes to make amendments to the Policy, where necessary and to ensure that the Policy is up to date with evolving legislation on corporations and/or related best practices.
- it delegates the Chairman and/or the CEO and/or the CFO to carry out the activities required to implement the Policy effectively and may delegate other directors to participate in specific events, meetings, discussions, or other opportunities for dialogue with the current and/or potential Shareholders, considering their respective



roles and competencies, while granting them adequate powers from time to time. In the exercise of the powers assigned, the Chairman and/or the CEO coordinate with, and are supported by, the CFO and the Investor Relator.

- it monitors and periodically assesses the application of the Policy and the course of the Dialogue based on the reports received from the Chairman and/or the CEO or any appointed officers to ensure that the activity is performed:
 - i) in the Company's interest, having regard, in particular, to sustainable development and the creation of value in the medium/long term.
 - ii) in accordance with the Policy and applicable legislation, including with regard to MAR and the principles of transparency, truthfulness, timeliness, equal treatment and symmetry of information.
 - iii) In accordance and coordinating with the existing policies and procedures regarding the managing of Sensitive Information (hereinafter the "Internal Rules") and notably:
 - the Company's Code of Ethics and 231 Organization, Management and Control Model;
 - the Company's Internal Regulation governing Inside Information and the set-up of a list of persons who have access to Inside Information.
 - iv) it may, at any time, take upon itself the power to assess and pass resolutions on matters emerging from dialogue with the current and/or potential Shareholders that are deemed particularly important and/or problematic.

4.2 Chairman and Chief Executive Officer

The Board of Directors delegates, notably, the Chairman and/or the CEO to handle the operational management of all processes of engagement and dialogue with the current and/or potential Shareholders, ensuring that such processes are always performed in the Company's interest and in accordance with the laws, regulations, this Policy, and Internal Rules. In the exercise of the delegated powers, the Chairman and/or the CEO coordinate with, and are supported by, the CFO and the Investor Relator. Therefore, the Chairman and/or the CEO deal, amongst other things, with the following:

- Evaluating, with the support of the CFO and the Investor Relator, the request of a current and/or potential Shareholder to initiate a dialogue with the Company, based on the best interests of the latter and establishing whether this request may be accepted or should be refused;
- implementing initiatives designed to encourage dialogue with current and/or potential Shareholders, and identification of the methods of conducting the dialogue, in terms, for example, of choice between the use of means of communication (such as the publication of press releases and/or documents, the Company's website and social



channels) and meetings (one-to-one meetings between CEO/CFO/Investor Relator and current and/or potential Shareholders, group meetings, presentations, virtual meetings, conference calls, etc.), and, in this latter case, the number of meetings to be held and identification of the participants;

- examining the requests for information from Shareholders and collecting information from relevant corporate functions to provide feedback to Shareholders' questions and requests;
- assessing whether to involve other directors, managers, or employees of the Company or working for the Company in view of their respective specific competencies, the subject-matter and purpose of the discussion and the characteristics of the interlocutor, to: (i) satisfy any requests for clarification from current and/or potential Shareholders, and (ii) enable open, constructive and transparent dialogue;
- ensuring that current and/or potential Shareholders enjoy access to information, in accordance with applicable laws, regulations, this Policy, and Internal Rules with particular reference to the disclosure obligations to the market, the general confidentiality obligations and the Company's Internal Regulation governing Inside Information;
- periodically reporting, with the support of the CFO, to the Board of Directors on dialogues and discussions with current and/or potential Shareholders of the Company at the next meeting where significant elements emerge and, in any event, within the framework of Board of Directors' meetings dedicated to examining periodic financial reports, to allow the Board of Directors to perform its function of monitoring engagement activity and formulate directives or guidelines, where needed.

4.3 CFO and Investor Relator

The CFO and the Investor Relator support the Chairman and/or the CEO from an operational perspective in managing the dialogue with current and/or potential Shareholders, mainly through the definition of the information to provide and the organization of initiatives aimed at establishing and/or promoting dialogue with Shareholders.

The Investor Relations deals with relations and Dialogue with Shareholders and the financial community, and it represents the first point of contact with current and/or potential Shareholders. The Investor Relations acts in coordination with, and under the direct responsibility of the CFO, regarding the implementation of this Policy and regularly conveys to the CFO the information received and content arising from dialogue with current or potential Shareholders. DIS' Investor Relations function runs a structured program aimed at promoting an ongoing Dialogue with Shareholders and the markets to ensure systematic dissemination of exhaustive, complete, and timely information on the Company's activities, in accordance with legal requirements and on the basis of corporate governance standards



and recommendations from relevant organizations and Internal Rules, with the sole limitation imposed by the confidential nature of certain information.

In detail, the Investor Relations:

- receives requests from the current and/or potential Shareholders aimed at establishing a dialogue with the Company and shares them with the CFO for the appropriate assessments;
- communicates and interacts with Shareholders to ensure that information is provided in a transparent, constant, and constructive manner;
- interacts on an ongoing basis with institutional investors, as well as financial analysts and rating agencies;
- organizes special meetings and roadshows with the current and/or potential Shareholders;
- proposes to the CFO and the Chairman and/or the CEO initiatives aimed at fostering dialogue with the current and/or potential Shareholders;
- coordinates with the CFO to involve the heads of other departments working for the Company, with regard to issues falling under their respective area of responsibility;
- prepares reports or other documents instrumental to the information flows to be forwarded to the Board of Directors, including based on the material, if any, collected from the heads of the other departments involved;
- ensures the Policy is made available to the public through the Company's website.

5. Dialogue between DIS and its current and/or potential Shareholders

In implementing this Policy, DIS assures that the principles of transparency and completeness of information are always respected, whilst always preserving the importance of parity of treatment amongst different Shareholders. In fact, DIS always ensures that the information provided during Dialogue is correct and consistent with the information already disclosed by the Company. When a Shareholder becomes aware of relevant or inside information during meetings or discussions with the Company, DIS will perform all necessary and appropriate activity to ensure compliance with the provisions governing the public disclosure and management of such information in accordance with the MAR and Internal Rules.

5.1 Company disclosure to Shareholders and the public

In addition to the reports and information that the Company must publish by applicable laws and regulations, DIS uses the following channels/occasions to engage in discussion with its current and/or potential Shareholders, to allow them to act in an informed, clear and transparent manner:



- presentations via streaming/webcast or conference calls with financial analysts and institutional investors are periodically organized over the year, during which the Company's representatives illustrate the operating and financial results previously disclosed to the market;
- participation in meetings, events, roadshows, and event organized by Borsa Italiana (STAR Segment): meetings with the financial community, conferences or other events that allow to provide information to current and/or potential Shareholders and to the public at large regarding the activities of the Company or to comment on the most recent financial results as published. DIS also organizes several one-on-one virtual and in-person meetings with Shareholders that are deemed to have a particular interest in investing in our Company, considering DIS' market capitalization, equity valuation, sector of operation and the cyclical nature of the business;
- publication of recordings and/or documents related to the events described under points (i) and (ii) on the Investor Relations area of the Company's website ([d'Amico International Shipping.com](http://dAmicoInternationalShipping.com)). The Investor Relations area of the DIS' website is divided into various sections that contain the most interesting and useful information regarding the Company, in both Italian and English language, ensuring uniform, symmetrical information content;
- press releases to the market: to keep a constant contact with its own Shareholders and the general public, DIS publishes press releases disclosing the most significant events, activities, transactions involving the Company. If the content of a press release is price-sensitive, the press release and any regulated information is disclosed, in accordance with the applicable laws and regulations governing the publication and disclosure of regulated information to the public, through the disclosure circuit from time to time chosen by the Company. The Company currently uses the e-market SDIR circuit (System for the Disclosure of Regulated Information);
- participation in industry meetings or other events that may allow the Company to share information with Shareholders and the public;
- Social media: to allow current and/or potential Shareholders to be constantly up to date on the latest news about the Company and to further develop dialogue, DIS is present on LinkedIn (<https://www.linkedin.com/company/d-amico-international-shipping-s-a/>);
- other channels: this refers to all channels of interaction used from time to time and not specifically identified above, which may be employed according to various needs and/or specific meetings.

5.2 *Contacting the Company*

- For each Shareholders' Meeting, the Company informs the public notably through the publication of the respective convening notice of the methods by which Shareholders



- can submit questions and receive answers, or submit proposals to the Shareholders' Meeting, in compliance with its Articles of Association and applicable law;
- the Company may be contacted regarding engagement activities, through the Investor Relator, who then informs the CFO, taking into account the following elements, which must be specified by the Shareholder: (i) the topics to be discussed in the context of the dialogue, (ii) the reasons behind the request for the dialogue, (iii) the proposed methods for the dialogue, (iv) the representatives of the Shareholders that intend to participate in the dialogue;
 - the Chairman and/or the CEO, with the support of the CFO and the Investor Relator, evaluate whether the dialogue requested is in the interests of the Company, from a medium/long-term perspective and in terms of sustainable development of the Company, and whether it can be performed in compliance with the applicable laws and Internal Rules, therefore adopting all measures considered necessary or appropriate. For the performance of these assessments, the Shareholders may be requested to specify the reasons and purposes of the request for dialogue or also of the simple request for information, as well as to generally provide clarifications regarding their activities;
 - engagement and dialogue between DIS and its current and/or potential Shareholders may occur throughout the year, except during black-out periods, i.e., the 30 days before meetings of DIS' Board of Directors for the approval of the annual, half-yearly or quarterly accounting results that the Company is required (or has decided) to publish, including the date on which the meeting is held and until the press release on results is disclosed to the public. However, whenever dialogue initiatives are deemed urgent, necessary and/or appropriate by the Company and provided that the symmetry of information, and all the MAR prescriptions and Internal Rules are observed the Company may interact with current and/or potential Shareholders, including during the black-out periods;
 - all requests from Company's current and/or potential Shareholders may be sent to DIS via the channels specified on the Company's website [d'Amico \(damicointernationalshipping.com\)](https://www.damicointernationalshipping.com) and through the Investor Relator's e-mail: ir@damicointernationalshipping.com.