

**DRAFT OF THE RESOLUTIONS ON THE ISSUES OF THE AGENDA OF THE ANNUAL GENERAL
ASSEMBLY OF THE SOCIETE ANONYME "MINOAN LINES SHIPPING S.A.",
of the 20th June 2014**

1st Issue : Submission and approval of the Annual Financial Report of the financial year commencing on 1st January 2013 and ending on 31st December 2013, including the Annual Corporate and Consolidated Financial Statements of the financial year commencing on 1st January 2013 and ending on 31st December 2013 with the relevant Annual Report of the Board of Directors and the Certified Auditors' Report and re-approval of the Financial Statements and the Consolidated Financial Statements of the financial year commencing on 1st January 2012 and ending on 31st December 2012, as they were restated due to a restatement of the accounting handling in accordance with the International Financial Reporting Standards 8 and the amendment of the International Financial Reporting Standards 19 "benefits to employees".

Required quorum: 1/5 (20%) of the paid up share capital of the Company.

Required majority: 50% plus one of the votes, represented in the General Assembly.

It is proposed that the Annual Financial Report of the financial year commencing on 1st January 2013 and ending on 31st December 2013, including the Annual Corporate and Consolidated Financial Statements of the financial year commencing on 1st January 2013 and ending on 31st December 2013 with the relevant Annual Report of the Board of Directors and the Certified Auditors' Report and re-approval of the Financial Statements and the Consolidated Financial Statements of the financial year commencing on 1st January 2012 and ending on 31st December 2012, as they were restated due to a restatement of the accounting handling in accordance with the International Financial Reporting Standards 8 and the amendment of the International Financial Reporting Standards 19 "benefits to employees" be approved.

The Company will not proceed to the distribution of dividend for the financial year 2013, due to financial losses.

2nd Issue : Discharge of the members of the Board of Directors and of the Auditors from any liability for damages with regard to the Financial Statements and the Consolidated Financial Statements for the aforementioned financial year of 1st January 2013 until 31st December 2013.

Required quorum: 1/5 (20%) of the paid up share capital of the Company.

Required majority: 50% plus one of the votes, represented in the General Assembly.

It is proposed that the members of the Board of Directors and the Auditors be discharged from any liability for damages with regard to the Financial Statements and the Consolidated Financial Statements for the aforementioned financial year of 1st January 2013 until 31st December 2013.

3rd Issue : Approval of every kind of fees and remuneration paid to the members of the Board of Directors during the year 2013.

Required quorum: 1/5 (20%) of the paid up share capital of the Company.

Required majority: 50% plus one of the votes, represented in the General Assembly.

It is proposed that fees and remuneration paid to the members of the Board of Directors during the year 2013, mentioned here below, be approved :

Remuneration of the members of the Board of Directors for their participation in meetings and committees as well as remuneration for business trips.	€ 4.160,00
Fees of the Board of Directors	€ 689.807,40
Total amount:	€ 693.967,40

4th Issue : Election of regular and alternate Certified Auditors for the audit of the financial year 2014 and determination of their fees.

Required quorum: 1/5 (20%) of the paid up share capital of the Company.

Required majority: 50% plus one of the votes represented in the General Assembly.

The General Assembly unanimously / with a majority of % of the paid-up share capital, resolved on the election of the Chartered Auditors' Firm for the audit of the Company for the financial year 2014. As remuneration of the said audit firm the amount of EUROplus VAT is approved by the General Assembly.

5th Issue : Granting of permission according to article 23 paragraph 1 of the C.L. 2190/1920 as currently in force, for the participation of the Members of the Board of Directors of the Company as well as of the Directors of the Company in the Board of Directors or the management and the bodies of other companies, affiliated or associated to the Company or companies of Grimaldi Group, as well as in the management of companies having the same or similar purposes to those of the Company.

Required quorum: 1/5 (20%) of the paid up share capital of the Company.

Required majority: 50% plus one of the votes represented in the General Assembly.

It is proposed that the Members of the Board of Directors of the Company as well as of the Directors of the Company may participate in the Board of Directors or the management or the bodies of other companies, affiliated or associated to the Company or companies of Grimaldi Group, as well as in the management and the bodies of companies having the same or similar purposes to those of the Company, according to article 23, par. 1 of the C.L. 2190/1920, as currently in force.

6th Issue : ***Approval, according to article 23a of the C.L 2190/1920 as currently in force, of a) the amendment, dated 3rd July 2013 of the existing time charter agreement of the vessel of the company IKARUS PALACE to the company ATLANTICA DI NAVIGAZIONE S.p.A. of GRIMALDI GROUP b) of the amendments, dated 18th July 2013, 10th December 2013 and 1st January 2014 of the existing time charter agreements of the vessels CRUISE EUROPA and***

CRUISE OLYMPIA of the company GRIMALDI COMPAGNIA DI NAVIGAZIONE S.p.A. of GRIMALDI GROUP to the Company and c) of the amendments, dated 10th December 2013 and 1st January 2014 of the existing time charter agreement of the vessel EUROPALINK of the company ATLANTICA DI NAVIGAZIONE S.p.A. of GRIMALDI GROUP to the Company.

Required quorum: 1/5 (20%) of the paid up share capital of the Company.

Required majority: 50% plus one of the votes represented in the General Assembly.

It is proposed, according to article 23a of the C.L. 2190/1920, as is in force, that the following be approved :

a) the amendment, dated 3rd July 2013 of the existing time charter agreement of the vessel of the company IKARUS PALACE to the company ATLANTICA DI NAVIGAZIONE S.p.A. of GRIMALDI GROUP b) of the amendments, dated 18th July 2013, of the existing time charter agreements of the vessels CRUISE EUROPA and CRUISE OLYMPIA of the company GRIMALDI COMPAGNIA DI NAVIGAZIONE S.p.A. of GRIMALDI GROUP to the Company and c) of the amendments, dated 10th December 2013 and 1st January 2014 of the existing time charter agreement of the vessel EUROPALINK of the company ATLANTICA DI NAVIGAZIONE S.p.A. of GRIMALDI GROUP to the Company.

7th Issue : Approval, according to article 23a of the C.L 2190/1920, of the time charter agreement of the vessel ZEUS PALACE, dated 15th July 2013, of the company ATLANTICA DI NAVIGAZIONE S.p.A. of GRIMALDI GROUP to the Company.

Required quorum: 1/5 (20%) of the paid up share capital of the Company.

Required majority: 50% plus one of the votes represented in the General Assembly.

It is proposed, according to article 23a of the C.L. 2190/1920, as is in force, that the time charter agreement of the vessel ZEUS PALACE, dated 15th July 2013, of the company ATLANTICA DI NAVIGAZIONE S.p.A. of GRIMALDI GROUP to the Company be approved.

8th Issue : Approval, according to article 23a of the C.L 2190/1920, of the existing Agency Agreements with the companies ATLANTICA DI NAVIGAZIONE S.p.A. and GRIMALDI COPMPAGNIA DI NAVIGAZIONE SPA for the agency of the vessels of the first of them that call at the port of Igoumenitsa as well as of the existing Agency Agreement for the agency and commercial representation of the owned or chartered by the Group vessels calling at the port of Piraeus.

Required quorum: 1/5 (20%) of the paid up share capital of the Company.

Required majority: 50% plus one of the votes represented in the General Assembly.

It is proposed that the existing Agency Agreements with the companies ATLANTICA DI NAVIGAZIONE S.p.A. and GRIMALDI COPMPAGNIA DI NAVIGAZIONE SPA for the agency of the vessels of the first of them that call at the port of Igoumenitsa as well as of the existing Agency Agreement for the agency and commercial representation of the owned or chartered by the Group vessels, calling at the port of Piraeus be approved.