

International Seaways / Diamond S Shipping Merger Investor Presentation

March 2021

International Seaways, Inc.

Diamond S Shipping Inc.

INSW
LISTED
NYSE

Disclaimer

Cautionary Statement Regarding Forward-Looking Statements

This presentation contains certain statements that are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, as amended. International Seaways, Inc. (the "Company" or "Seaways") and Diamond S Shipping, Inc. ("Diamond") have identified some of these forward-looking statements with words like "believe," "may," "could," "would," "might," "possible," "will," "should," "expect," "intend," "plan," "anticipate," "estimate", "potential", "outlook" or "continue," the negative of these words, other terms of similar meaning or the use of future dates. Forward-looking statements in this communication include without limitation, statements about the benefits of the proposed transaction, including future financial and operating results and synergies, Seaways', Diamond's and the combined company's plans, objectives, expectations and intentions, and the expected timing of the completion of the transaction. Such statements are qualified by the inherent risks and uncertainties surrounding future expectations generally, and actual results could differ materially from those currently anticipated due to a number of risks and uncertainties. Risks and uncertainties that could cause results to differ from expectations include: uncertainties as to the timing of the contemplated transaction; uncertainties as to the approval of Seaways' and Diamond's shareholders required in connection with the contemplated transaction; the possibility that a competing proposal will be made; the possibility that the closing conditions to the contemplated transaction may not be satisfied or waived, including that a governmental entity may prohibit, delay or refuse to grant a necessary regulatory approval; the effects of disruption caused by the announcement of the contemplated transaction making it more difficult to maintain relationships with employees, customers, vendors and other business partners; the risk that stockholder litigation in connection with the contemplated transaction may affect the timing or occurrence of the contemplated transaction or result in significant costs of defense, indemnification and liability; the risk that the anticipated tax treatment of the proposed transaction between Seaways and Diamond is not obtained; other business effects, including the effects of industry, economic or political conditions outside of the control of the parties to the contemplated transaction; transaction costs; actual or contingent liabilities; and other risks and uncertainties discussed in Seaways' and Diamond's filings with the U.S. Securities and Exchange Commission (the "SEC"), including the "Risk Factors" section of Seaways' and Diamond's respective annual reports on Form 10-K for the fiscal year ended December 31, 2020. You can obtain copies of these documents free of charge from the sources indicated above. Neither Seaways nor Diamond undertake any obligation to update any forward-looking statements as a result of new information, future developments or otherwise, except as expressly required by law. All forward-looking statements in this communication are qualified in their entirety by this cautionary statement.

Non-GAAP Financial Measures

Included in this presentation are certain non-GAAP financial measures, including Time Charter Equivalent ("TCE") revenue, EBITDA, Adjusted EBITDA, and total leverage ratios, designed to complement the financial information presented in accordance with generally accepted accounting principles in the United States of America because management believes such measures are useful to investors. TCE revenues, which represents shipping revenues less voyage expenses, is a measure to compare revenue generated from a voyage charter to revenue generated from a time charter. EBITDA represents net (loss)/income before interest expense, income taxes and depreciation and amortization expense. Adjusted EBITDA consists of EBITDA adjusted for the impact of certain items that we do not consider indicative of our ongoing operating performance. Total leverage ratios are calculated as total debt divided by Adjusted EBITDA. We present non-GAAP measures when we believe that the additional information is useful and meaningful to investors. Non-GAAP financial measures do not have any standardized meaning and are therefore unlikely to be comparable to similar measures presented by other companies. The presentation of non-GAAP financial measures is not intended to be a substitute for, and should not be considered in isolation from, the financial measures reported in accordance with GAAP. See Appendix for a reconciliation of certain non-GAAP measures to the comparable GAAP measures.

This presentation also contains estimates and other information concerning our industry that are based on industry publications, surveys and forecasts. This information involves a number of assumptions and limitations, and we have not independently verified the accuracy or completeness of the information.

Securities Disclaimer

Additional Information and Where to Find It

This presentation may be deemed to be solicitation material in respect of the proposed transaction between Seaways and Diamond. In connection with the proposed transaction, Seaways intends to file with the SEC a registration statement on Form S-4 that will include a joint proxy statement of Seaways and Diamond that also constitutes a prospectus of Seaways. Seaways and Diamond may also file other documents with the SEC regarding the proposed transaction. This presentation is not a substitute for the joint proxy statement/prospectus, Form S-4 or any other document which Seaways or Diamond may file with the SEC. Investors and security holders of Seaways and Diamond are urged to read the joint proxy statement/prospectus, Form S-4 and all other relevant documents filed or to be filed with the SEC carefully when they become available because they will contain important information about Seaways, Diamond, the transaction and related matters. Investors will be able to obtain free copies of the joint proxy statement/prospectus and Form S-4 (when available) and other documents filed with the SEC by Seaways and Diamond through the website maintained by the SEC at www.sec.gov. Copies of documents filed with the SEC by Seaways will be made available free of charge on Seaways' investor relations website at https://www.intlseas.com/investor-relations. Copies of documents filed with the SEC by Diamond will be made available free of charge on Diamond's investor relations website at https://diamondsshipping.com/investor-relations.

No Offer or Solicitation

This presentation is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Participants in the Solicitation

Seaways, Diamond and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the holders of Seaways and Diamond securities in connection with the contemplated transaction. Information regarding these directors and executive officers and a description of their direct and indirect interests, by security holdings or otherwise, will be included in the Form S-4 and joint proxy statement/prospectus regarding the proposed transaction (when available) and other relevant materials to be filed with the SEC by Seaways and Diamond. Information regarding Seaways' directors and executive officers is available in Seaway's proxy statement relating to its 2020 annual meeting of stockholders filed with the SEC on April 29, 2020. Information regarding Diamond's directors and executive officers is available in Diamond's proxy statement relating to its 2020 annual meeting of shareholders filed with the SEC on April 16, 2020. These documents will be available free of charge from the sources indicated above.

A Transformational Strategic Combination

Today's Presenters



Lois Zabrocky
Chief Executive Officer
International Seaways Inc.



Jeffrey Pribor
Chief Financial Officer
International Seaways Inc.



Craig Stevenson, Jr.
Chief Executive Officer
Diamond S Shipping Inc.

Key Company Information

	International Seaways, Inc.	Diamond S Shipping Inc.	International Seaways, Inc. Pro Forma
Owned Fully-Delivered Fleet[1]	*36*	*64*	***100***
Owned Tanker DWT Capacity[1]	*6.7mm*	*4.6mm*	***11.3mm***
Other Business Units	*Lightering*	*--*	***Lightering***
Weighted Avg. Age[2]	*9.2 years*	*10.2 years*	***9.7 years***
Crude / Product Mix (%)[1]	*90 / 10*	*55 / 45*	***70 / 30***
Incorporation	*Marshall Islands*	*Marshall Islands*	***Marshall Islands***
Headquarters	*New York, NY*	*Greenwich, CT*	***NY / CT***
Equity Market Capitalization[3]	*$522.5 million*	*$393.1 million*	***$938.8 million***
Enterprise Value[3]	*$849.5 million*	*$994.1 million*	***$1,866.8 million***
2020			
TCE Revenues[4]	*$402.0 million*	*$408.3 million*	***$810.3 million***
Adjusted EBITDA	*$220.2 million*	*$203.9 million*	***$424.1 million***
Annual Dividend / Share	*$0.24 / sh*	*--*	***$0.24 / sh***

Source: Public filings. Capital IQ. Market data as of 3/30/21.
(1) INSW includes 3 VLCC newbuilidings and FSO JV assets. DSSI excludes two Suezmax assets sold in 4Q20 and delivered to their new owner in 1Q21.
(2) Deadweight Weighted Average age excludes vessels under construction and FSO assets.
(3) Based on fully diluted shares outstanding. Pro forma assumes exchange ratio of 0.55375x.
(4) See Appendix for TCE and Adjusted EBITDA reconciliation.

Transaction Summary

International Seaways ("INSW") and Diamond S Shipping ("DSSI") will merge in a stock-for-stock transaction (the "Transaction") to create a diversified tanker company with an enterprise value of nearly $2 billion

Key Terms

- INSW will merge with DSSI in a stock-for-stock transaction
- DSSI shareholders will receive 0.55375 shares in INSW in consideration for each share held
- Post-Transaction, INSW and DSSI shareholders will own approximately 55.75% and 44.25% of the combined company, respectively

Actions Concurrent with Transaction

- Special dividend to INSW Shareholders
  - Immediately prior to closing, existing INSW shareholders will receive a special dividend of approximately $1.10 per share
- Capital Ship Management ("CSM") transition of services
  - Affiliated management services agreements to be phased out, with majority of vessels re-delivered by Q3-Q4 2021

PF Company Management Leadership & Governance

- Combined company will be led by INSW's Chief Executive Officer Lois Zabrocky and Chief Financial Officer Jeffrey Pribor, with DSSI Chief Executive Officer Craig Stevenson, Jr. assuming the role of a special advisor for an interim period
- Pro forma Board of Directors will be comprised of 10 Directors, of which seven (7) will be appointed by INSW and three (3) by DSSI
- Formation of Integration Committee to ensure seamless transition

Path to Closing

- The lenders under DSSI's credit facilities have consented to the change of control and therefore these facilities will remain outstanding (with amendments) following the Closing
  - DSSI banking group has provided consent to amend facilities as required to permit transaction
- The bank amendments harmonize covenants across main facilities
- Expected Transaction closing in Q3 2021
- Transaction subject to approvals of INSW and DSSI shareholders and customary regulatory approvals
  - A group of shareholders, representing approximately 14% and 29% of the issued and outstanding shares of INSW and DSSI, respectively, has committed to vote in favor of the Transaction

Key Transaction Highlights

The combination of INSW and DSSI will create a leader in the tanker segment – the second largest US-listed tanker owner by vessel count and the third largest US-listed tanker owner by DWT

- Leading tanker platform with diverse fleet of 100 tankers and combined dead-weight tonnage ("DWT") of approximately 11.3 million
- Strong presence in crude (71% by DWT) and clean products (29% by DWT) trades across all sizes; creation of "power alleys" within VLCC, Suezmax, LR1 / Panamax and MR vessel classes
- Broad operating footprint and strengthened financial profile improves positioning for accretive growth opportunities; organic growth / fleet renewal remain key priorities – as evidenced by Shell LNG-fueled VLCC project

Improved operating profile: benefits of scale with material operational synergies

- Transaction expected to generate over $23 million in preliminary annual cost synergies and over $9 million of annual revenue synergies
- Cost savings and commercial alignment across entirety of fleet
- Peer group leader in ESG initiatives and transparency; INSW named #1 tanker owner in Webber Research ESG rankings three years running

Value enhancing transaction for both INSW and DSSI shareholders: improved trading liquidity, conservative leverage, highly-experienced management and Board to guide INSW into next decade

- Merger approximately doubles INSW net asset value in a cashless, accretive transaction
- Growth in equity market capitalization and increased depth in share trading offers potential for valuation re-rating as a sector bellwether
- Net leverage of approximately 42% compares favorably to tanker peers and across global shipping; DSSI's comparable capitalization preserves pro forma INSW's financial flexibility in rapidly changing markets
- Highly experienced combined leadership and Board of Directors

Strategic Vision for New International Seaways

Enhance position as a diversified tanker sector bellwether

- Enhanced scale of 100 vessel fleet
- Creates “power alley” footprint in large crude (VLCC, Suezmax) and LR1/Panamax and MR markets
- Enhanced share liquidity to aid trading and provide currency for continued growth
- Maintain and build upon best-in-class safety and ESG track record
- Integrate and optimize global operating platforms to drive material cost synergies

Strong balance sheet preserves financial flexibility

- Attractive net leverage ratio of approximately 42% remains one of the lowest in the sector
- Share repurchase authorization stands at $50 million
- Facilitates selective organic growth that embraces core competencies, renews fleet, and delivers accretive returns to equity (i.e., Shell LNG-fueled VLCC project)
- Manage incremental liquidity from asset sales, undrawn revolver capacity
- Maintain annual dividend of $0.24 / share with opportunity to expand

Maximize Shareholder Value

- **Merger expands INSW operating footprint and provides substantial upside potential**
- **Strong financial profile with significant asset base, supported by overlapping bank group with long-term sector commitment**
- **Potential to realize tightening of Price-to-Net Asset Value through enhanced platform and larger market capitalization and attendant trading liquidity**
- **Executing on flexible capital allocation**

Disciplined Capital Allocation – Fleet Renewal

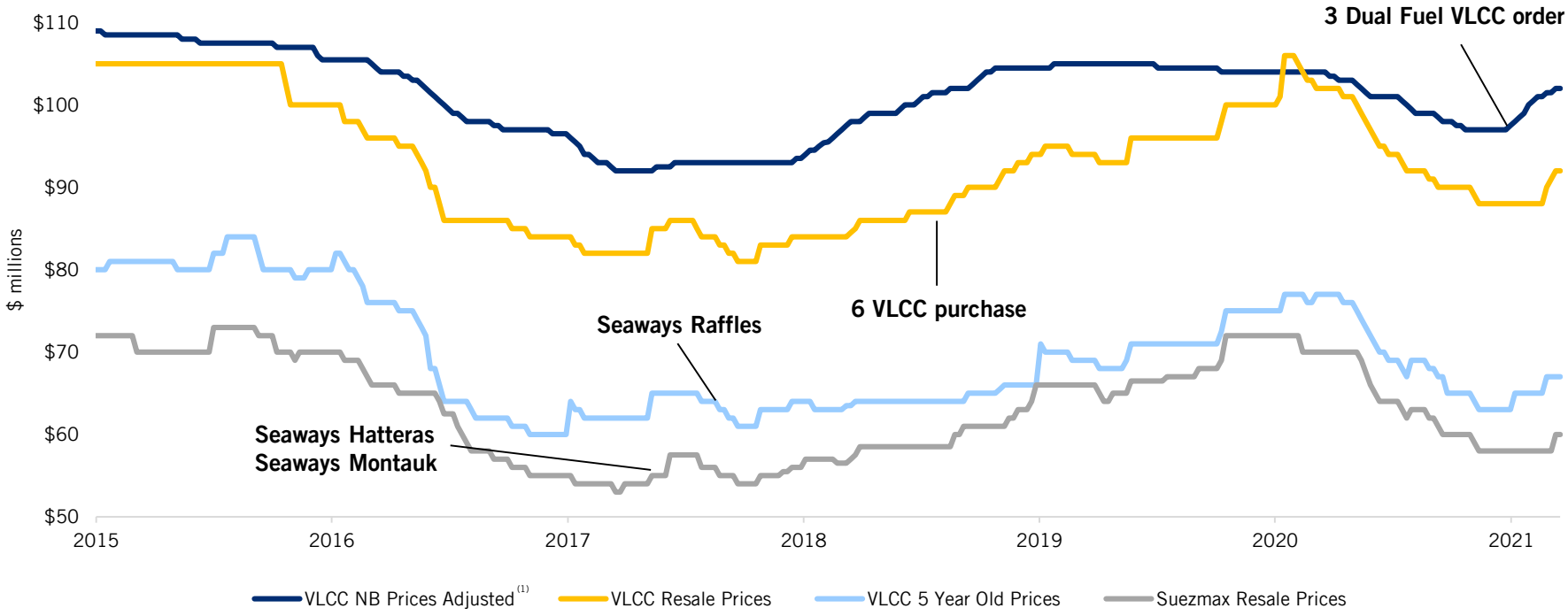
International Seaways Invested $600 million at the bottom of the cycle

- Two Suezmax newbuilding resales purchased for $58 million each in 2017
- 2010-built VLCC purchased for $53 million in 2017
- Six VLCCs built 2016 and 2015 purchased for $434 million total in 2018

The nine ships have contributed $111 million in operating income (TCE revenue minus opex) LTM ended Dec 31, 2020

- Newbuilding order for 3 Dual Fuel VLCCs for a total of $290 million in 2021

Timely Asset Purchases Provide Maximum Return



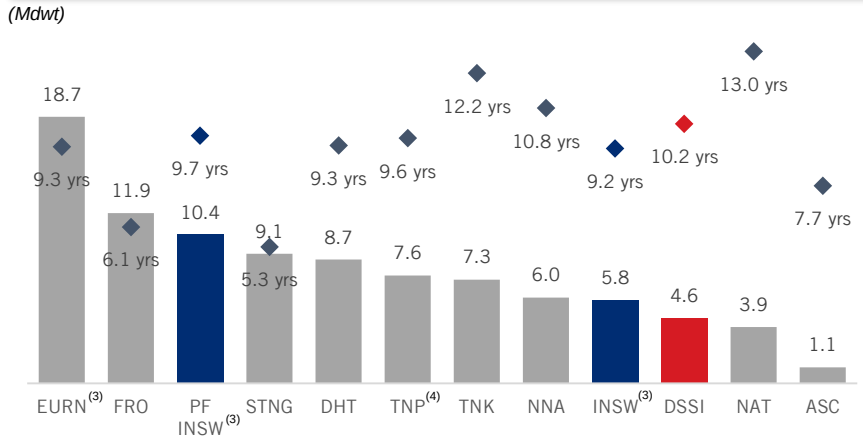
Source: Clarksons.
(1) VLCC NB Prices Adjusted includes a $12 million premium to reflect incremental cost of dual fuel vessel.

Combined Platform Metrics – Pro Forma Company Visualized

2nd Largest US Listed Tanker Company by Vessel Count(1)

	International Seaways, Inc.		Diamond S Shipping Inc.		Pro Forma
VLCC	14	+	0	=	14
Suezmax	2	+	13	=	15
Aframax / LR2	2	+	1	=	3
Panamax / LR1	12	+	0	=	12
MR	4	+	50	=	54
FSO JV	2	+	0	=	2
Total Asset Count	**36**	+	**64**	=	**100**
Other Assets	lightering llc				lightering llc

3rd Largest US Listed Tanker Company by DWT(1)(2)



Leading Commercial Platforms Provide Global Trading Footprint

- Tanker International is largest VLCC pool with 60 vessels under commercial management
- Headquartered in London with offices in New York and Singapore

- Penfield Marine is a commercial manager operating a Suezmax, Aframax / LR2 and Panamax / LR1 pool
- Headquartered in Connecticut with offices in London and Singapore

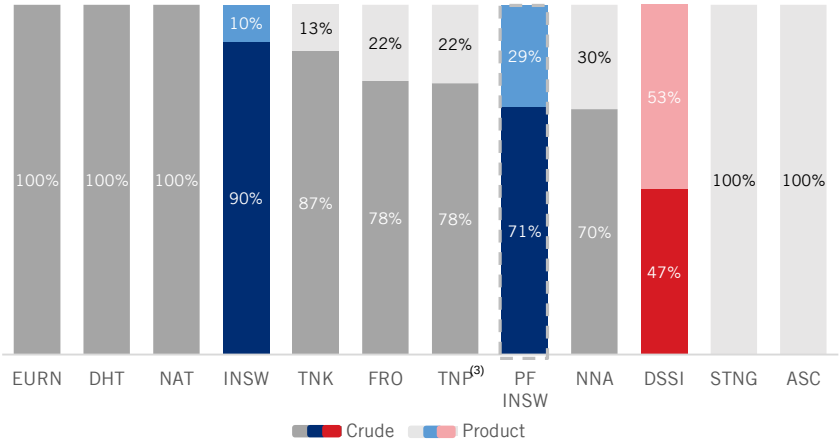
- Concord Maritime operates Dakota Tankers, a pool specializing in Aframax / LR2 trades
- Headquartered in Connecticut with an office in London

- Panamax International is a commercial management joint-venture between Ultranav, Flopec and International Seaways, specializing in Panamax vessels in South America trade lanes
- Based in Miami with an office in Santiago, Chile

- CPT Alliance is the commercial manager of Clean Products Tankers and one of the largest clean product pools
- Headquartered in Santiago, Chile

- Norden operates Norient Product Pool, one of the largest product tanker operators in the world
- Headquartered in Denmark with offices in Annapolis and Singapore

Crude vs. Product (by dwt)(1)



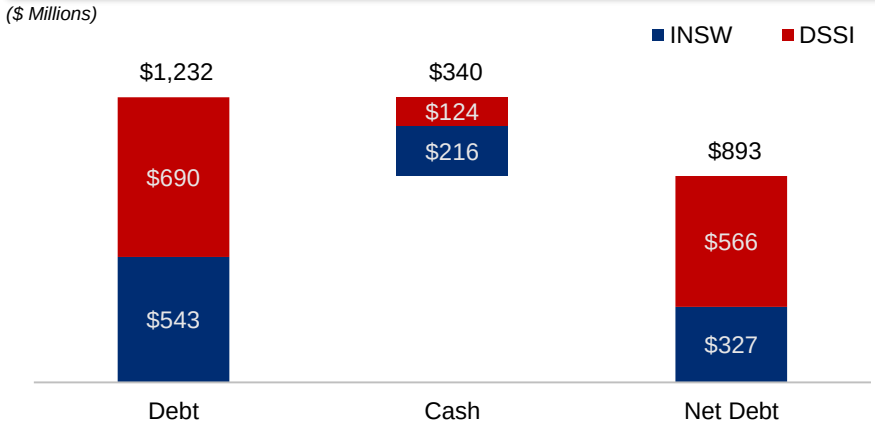
Source: Company filings. Publicly available materials.
(1) Represents owned tanker fleets and on a fully delivered basis.
(2) Deadweight Weighted Average age excludes vessels under construction.
(3) INSW and EURN exclude FSO JV assets.
(4) Excludes gas carriers.

Combined Balance Sheet Strength

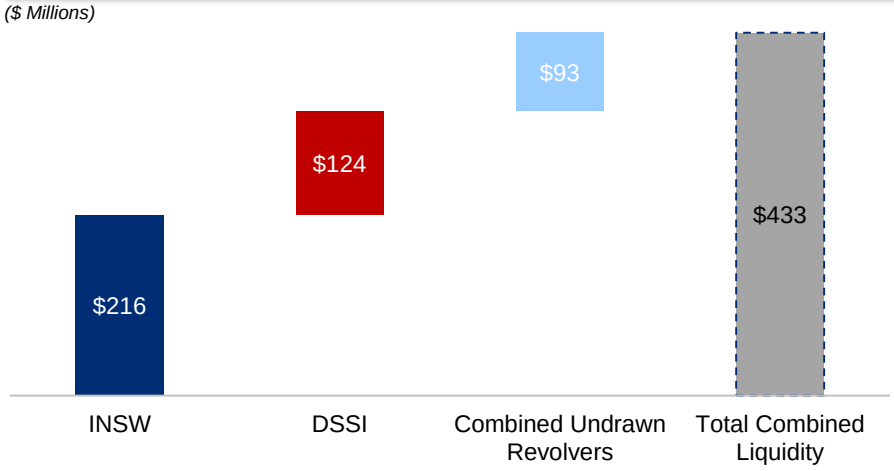
Debt Summary *($ Millions)*

Name	# Collateral Vessels	Balance 12/31/2020	Interest Rate	Quarterly Repayment	Maturity Date
Core Facility	14	$271.6	L + 240bps	$9.5	2025
Sinosure Facility	6	246.1	L + 200bps	5.9	2027-2028
8.5% Senior Notes		25.0	8.50%		2023
$525M Facility	36	440.0	L + 250bps	18.8	2024
$360M Facility[1]	26	202.2	L + 265bps	12.2	2024
$66M Facility[2]	2	47.4	L + 325bps	1.1	2021
Total		**$1,232.3**		**$47.5**	

Capital Structure as of 12/31/20[3]



Cash & Liquidity as of 12/31/20[3][4]



Lender Support with Global Reach

ABN·AMRO · CRÉDIT AGRICOLE · BNP PARIBAS · Nordea · SEB · DNB · NIBC · DANISH SHIP FINANCE · citi · 中国银行 BANK OF CHINA · nab · 中国进出口银行 THE EXPORT-IMPORT BANK OF CHINA

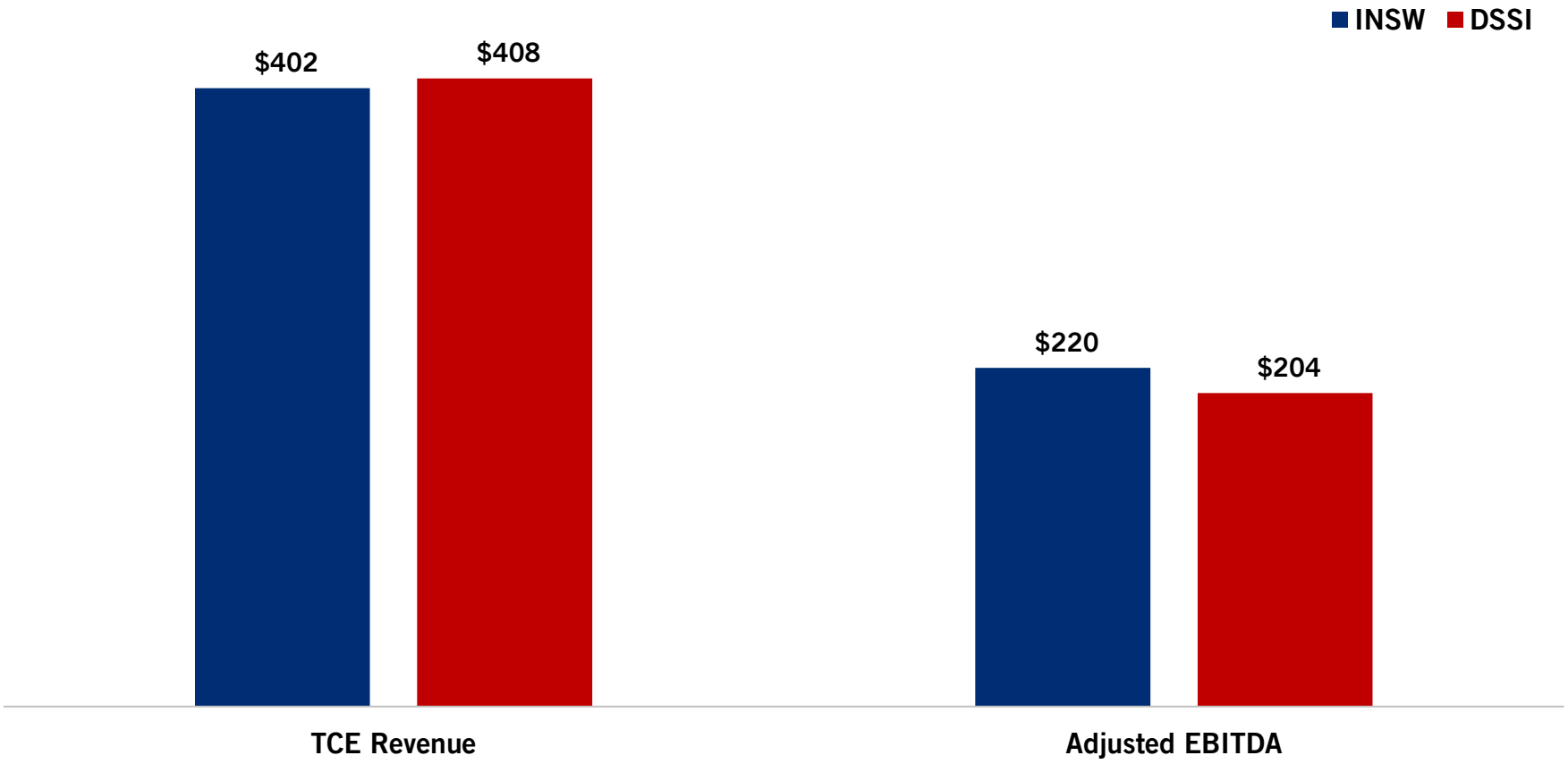
Source: Company filings.
(1) $360M facility pro forma for vessel sales completed in 1Q21.
(2) Reflects full balance of facility related to a 51% joint venture.
(3) Cash for both INSW and DSSI includes restricted cash. All figures for DSSI are pro forma for vessel sales completed in 1Q21.
(4) Undrawn revolvers of is the sum of $40 million and $53 million for INSW and DSSI, respectively.

International Seaways, Inc. · Diamond S Shipping Inc.

Selected Financial Data

FY 2020

($ Millions)



Source: See Appendix for TCE and Adjusted EBITDA reconciliation.

International Seaways, Inc.

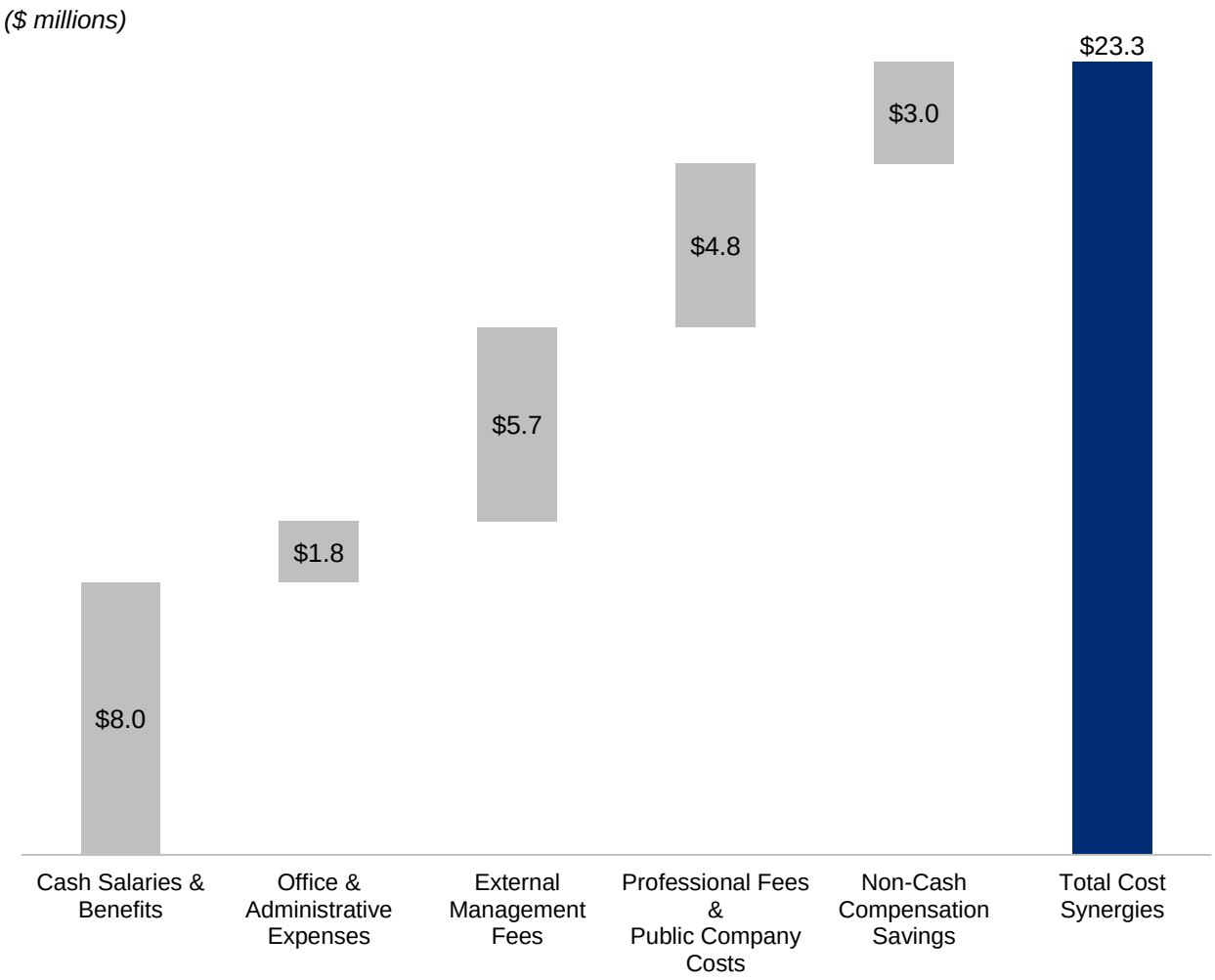
Diamond S Shipping Inc.

Significant Transaction Synergies

Clear runway to material cost reductions and revenue synergies from complementary platforms

- Significant reduction in overhead through consolidation of headquarters and workforce, elimination of duplicative typical public company costs, and streamlining of ship management arrangements
- Expected annual revenue synergies of over $9 million
- Expected synergies fully realizable within 2022

Overview of Potential Cost Synergies (Annually)



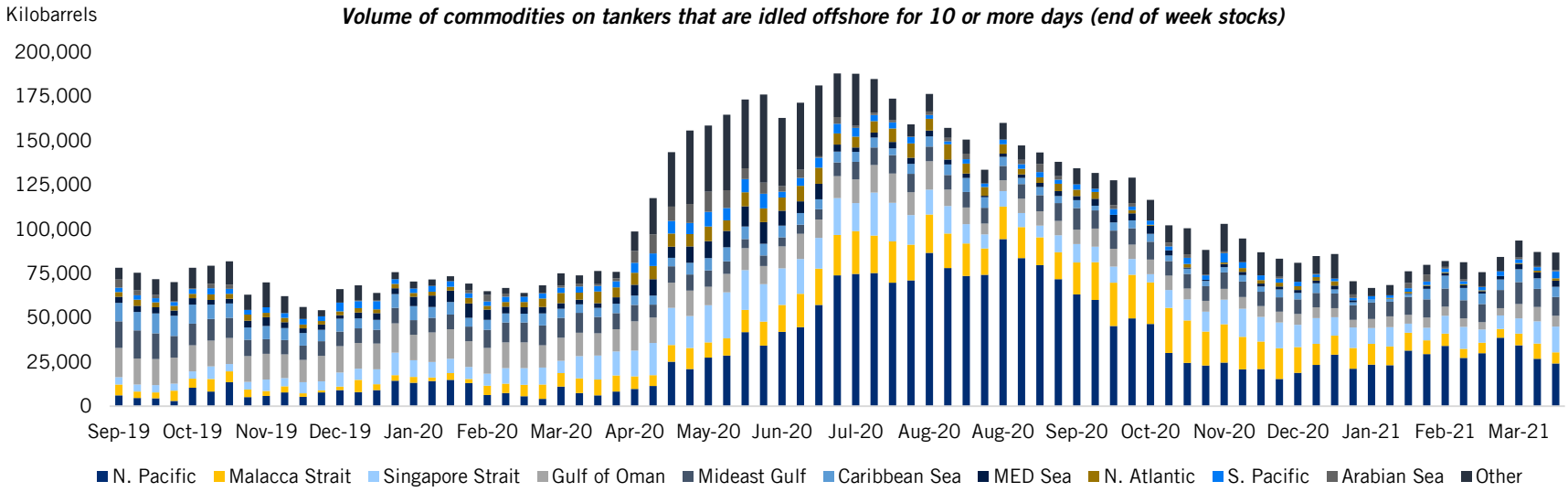
Source: INSW management estimates.

Market Update – Oil Supply, Demand and Implications

Oil Supply and Demand

- IEA's March forecast estimates 2021 demand to be up 5.5 mb/d, recovering about 60% of the volume lost in 2020, and increasing to 99.2 mb/d by Q4 2021
- EIA expects a similar 5.4 mb/d increase in demand for 2021 and 3.5 mb/d for 2022
- IEA reported global oil stocks were 62.8 mb below the May 2020 peak, which is needed to set the stage for tanker recovery
- OPEC meeting on March 3 did not lead to a lifting of production quotas aside from small amounts for Russia and Kazakhstan
- Floating oil storage has decreased to pre-pandemic levels

World Weekly Floating Storage (crude/co, by current sea) (Last 18 months)



Sources: EIA, IEA, Kpler.

International Seaways, Inc.

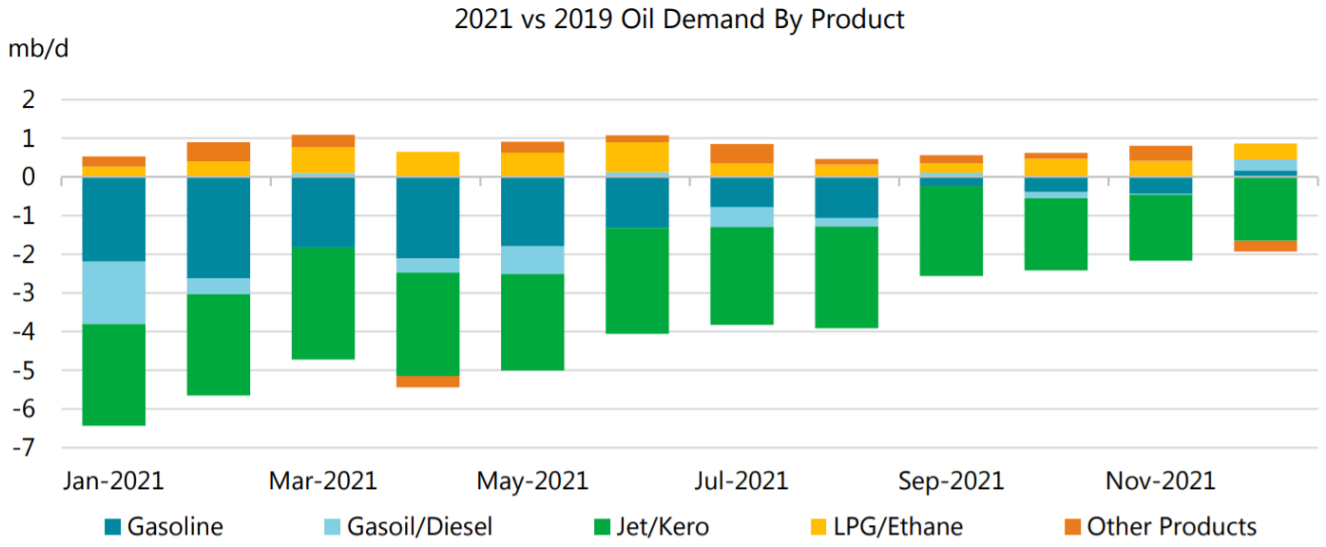
Diamond S Shipping Inc.

Market Update – Product Tanker Demand and Implications

Product Fundamentals

- Global refinery throughput up 440 kb/d in January, although February saw a decline of 1.9 mb/d due to frigid weather in US
- IEA expects 2Q 2021 refinery throughput to be up 8.0 mb/d year over year and 4.3 mb/d for all of 2021
- Aside from jet fuel, product demand expected to exceed 2019 demand by year end
- Refined product floating storage down to near pre-pandemic levels
- Refinery maintenance expected to be much lower than the last two years which saw high levels of maintenance

Product Demand



Sources: IEA.

Market Update – Ship Supply

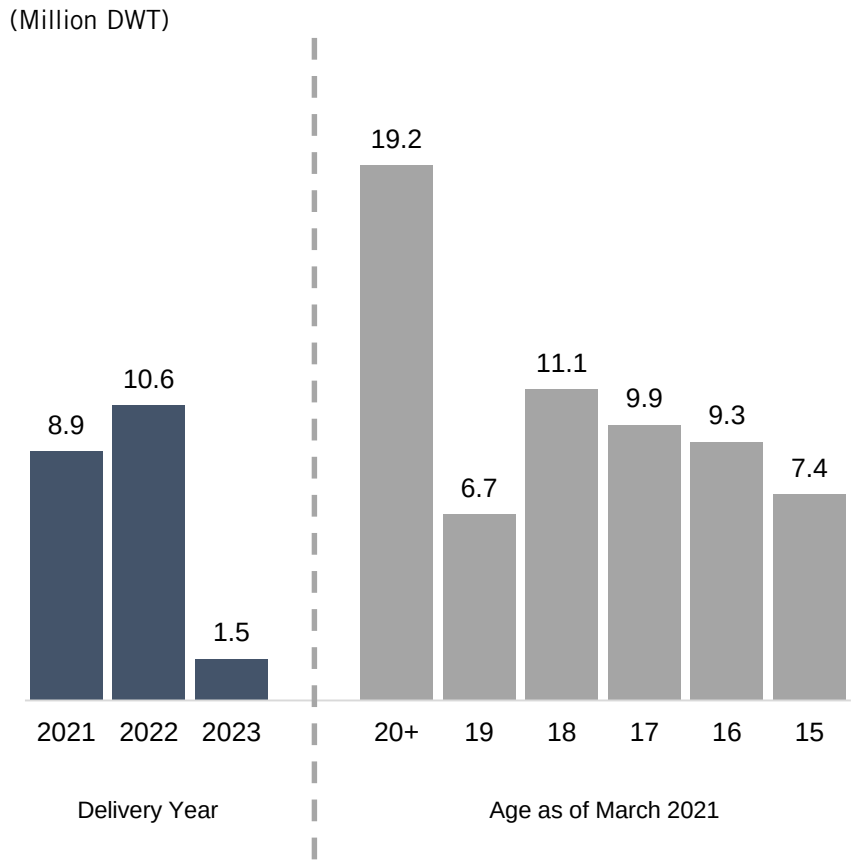
Orderbook Update

- Orderbook remains at historical lows:
  - VLCC 8.1%
  - Suezmax 10.0%
  - Aframax/LR2 10.2%
  - Panamax/LR1 1.8%
  - MR 6.1%
- 31 VLCCs ordered in 2019; 41 in 2020; 10 cancelled recently
- Ordering tempered by uncertainty surrounding markets, decarbonization, and higher steel and newbuilding prices

Recycling Potential

- The VLCC fleet is aging – 208 (25%) ships out of a fleet of 836 are 15 years old or older and 64 (8%) are already 20 years old or older. This is equal to the entire VLCC orderbook
- A further 13 VLCCs will reach age 20 during the balance of 2021
- At age 15 and every 2.5 years thereafter, significant investment required to continue to trade
- As ships reach ballast water treatment deadlines, even greater capital expenditure is required to keep trading
- After a record 31 ships recycled in 2018, only four VLCCs were recycled in both of 2019 and 2020. At current spot rates and steel prices, we expect to see recycling increase

VLCC Orderbook | Recycling Candidates



Sources: Clarksons.

Closing Remarks

International Seaways, Inc.

Diamond S Shipping Inc.

Transaction will create one of the largest US publicly-listed tanker platforms with over 100 vessels diversified across segment and size, including "power alleys" in large crude and product segments

Larger operating footprint and strategic alignment unlocks substantial cost and commercial synergies fully realizable within 2022

Strong balance sheet preserves financial and strategic flexibility; conservative leverage and supportive lender group with long-term sector commitment

Highly-experienced management and Board leadership focused on efficient transaction integration and critical initiatives to drive shareholder value including fleet renewal and ESG



Appendix

TCE Reconciliation

International Seaways	
($000s)	**FY 2020**
Shipping revenues	$421,648
Less: Voyage expenses	19,643
Time charter equivalent revenues	**$402,005**

Diamond S Shipping		
($000s)	**FY 2020**	
	Crude Fleet	**Product Fleet**
Voyage revenue	$235,563	$360,347
Voyage expense	(73,337)	(115,244)
Amortization of TC contracts acquired	2,324	466
Off-hire bunkers in voyage expenses	503	376
Commercial management pool fees	-	2,377
Load-to-discharge / Discharge-to-discharge	(3,730)	(1,359)
Revenue from sold vessels	-	(15)
TCE revenue	**$161,323**	**$246,948**

Source: Company filings and corporate presentations.

Adjusted EBITDA Reconciliation

International Seaways	
($000s)	**FY 2020**
Net income / (loss)	$(5,531)
Income tax provision	1
Interest expense	36,712
Depreciation and amortization	74,343
EBITDA	**$105,525**
Third-party debt modification fees	232
Loss on disposal of vessels, net of impairments	100,087
Write-off deferred financing costs	13,073
Loss on extinguishment of debt	1,197
Adjusted EBITDA	**$220,214**

Diamond S Shipping	
($000s)	**FY 2020**
Net income / (loss)	$26,396
Interest expense, net	34,401
Operating income	**$60,797**
Depreciation and amortization	115,783
Noncontrolling interest	(6,508)
EBITDA	**$170,072**
Fair value of TC amortization	2,789
Nonrecurring corporate expenses	1,474
Loss on sale of assets	29,551
Adjusted EBITDA	**$203,886**

Source: Company filings and corporate presentations.