



SUMMARY FOR DIANA SHIPPING INC. LISTING PROSPECTUS

Dated 28 January 2022

1. SUMMARY

Introduction

Warnings.....	This summary should be read as an introduction to the Prospectus (consisting of this summary, the registration document dated 28 January 2022 and the securities note dated 28 January 2022). Any decision to invest in the securities should be based on a consideration of the Prospectus as a whole by the investor. An investment in the Issuer's securities involves inherent risk and the investor could lose all or part of its invested capital. Where a claim relating to the information in the Prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.
The securities	The securities are senior unsecured callable bonds each with a nominal value of USD 50,000 and with an interest rate of 8.375% (the " Bonds "). The Bonds were issued on 22 June 2021 and mature on 22 June 2026. The ISIN of the Bonds is NO0011021974.
The issuer and offeror	The issuer and offeror's name is Diana Shipping Inc. (the " Issuer " or the " Company ", and together with its subsidiaries the " Group "), with business registration number 13671 in the Republic of the Marshall Islands and legal entity identifier (" LEI ") 549300XD7FHNJ0THIV12. The Issuer's registered office is at Trust Company Complex, Ajeltake Road, Ajeltake Island, Majuro, Marshall Islands MH 96960. The main telephone number at the headquarters is +30 21094 70100. The Issuer's website is www.dianashippinginc.com .
Approval of the Prospectus.....	The Prospectus has been approved by the Financial Supervisory Authority of Norway as competent authority, with business registration number 840 747 972, registered address at Revierstredet 3, N-0151 Oslo, Norway, telephone number +47 22 93 98 00 and e-mail: post@finansstilsynet.no . The Prospectus was approved on 28 January 2022.

Key information on the issuer

Who is the issuer of the securities?

Corporate information The Issuer is a corporation with limited liability but not a limited liability company or LLC, existing under the laws of the Republic of the Marshall Islands. The Issuer was incorporated on March 8, 1999 and registered in the Republic of the Marshall Islands on February 15, 2005 with company registration number 13671. The Issuer's LEI is 549300XD7FHNJ0THIV12.

Principal activities .. The Issuer is a global provider of shipping transportation services who specializes in the ownership of dry bulk vessels. As of the date of this Prospectus the Group's fleet consists of 33 dry bulk vessels (4 Newcastlemax, 11 Capesize, 5 Post-Panamax, 5 Kamsarmax and 8 Panamax). The Company also expects to take delivery of one Kamsarmax dry bulk vessel and one new-building Capesize dry bulk vessel by the end of February 2022 and by the end of the first quarter of 2022, respectively. As of the same date, the combined carrying capacity of the Group's fleet, excluding the two vessels not yet delivered, is approximately 4.3 million dwt with a weighted average age of 10.33 years. The commercial and technical management of the Group's fleet, as well as the provision of administrative services relating to the Group's fleet's operations, are carried out by Diana Shipping Services S.A., the Issuer's wholly-owned subsidiary, and Diana Wilhelmsen Management Limited, a 50/50 joint venture with Wilhelmsen Ship Management.

The Group's vessels are employed primarily on short to medium term time charters and transport a range of dry bulk cargoes, including such commodities as iron ore, coal, grain and other materials along worldwide shipping routes.

Major shareholders As of November 22, 2021, the Issuer has 4 shareholders owning more than 5% of the Company's issued shares, as illustrated in the table below:

Shareholder	Number of shares	Percentage of share capital
Semiramis Paliou	16,062,285	18.2%
Anastasios Margaronis	7,888,131	8.9%
Kopernik Global Investors, LLC	7,384,879	8.4%
Hosking Partners LLP	5,724,407	6.5%

Key managing directors	Name	Position
	Semiramis Paliou	Director and Chief Executive Officer
	Anastasios Margaronis	Director and President
	Ioannis Zafirakis	Director, Chief Financial Officer, Chief Strategy Officer, Treasurer and Secretary

Statutory auditor The Issuer's statutory auditor is Ernst & Young (Hellas) Certified Auditors-Accountants S.A., with business registration number 107 in the Body of Certified-Auditors-Accountants ("**SOEL**"), Greece and registered address at Chimarras 8B, 15125, Maroussi, Athens, Greece.

What is the key financial information regarding the issuer?

Selected historical key financial information The following tables set forth the Group's consolidated financial data as of and for the years ended December 31, 2020 and 2019, and the nine months ended September 30, 2021 and 2020. The consolidated financial data as of and for the years ended December 31, 2020 and 2019 are derived from the Group's audited consolidated financial statements and notes thereto which have been prepared in accordance with U.S. generally accepted accounting principles, or U.S. GAAP. The following data should be read in conjunction with the

consolidated financial statements, related notes and other financial information included in the 2020 annual report.

Income statement and other comprehensive income

	Nine months ended September 30		Year ended December 31		
	2021	2020	2020	2019	2018
<i>In USD 1,000</i>	(Unaudited)	(Unaudited)	(Audited)	(Audited)	(Audited)
Revenue.....	145,358	127,076	169,733	220,728	226,189
Net income / (loss)	16,254	(126,767)	(134,197)	(10,535)	16,580
Net income / (loss) attributed to common stockholders	11,927	(131,094)	(139,966)	(16,304)	10,811
Basic earnings / (loss) per share (in USD)	0.15	(1.53)	(1.62)	(0.17)	0.10
Diluted earnings / (loss) per share (in USD)	0.14	(1.53)	(1.62)	(0.17)	0.10

Statement of financial position

	As of September 30		As of December 31		
	2021	2020	2019	2018	
<i>In USD 1,000</i>	(Unaudited)	(Audited)	(Audited)	(Audited)	
Total assets.....	878,812	872,410	1,071,280	1,187,796	
Total equity	415,901	428,570	570,064	627,684	
Total liabilities.....	462,911	443,840	501,216	560,112	
Total equity and liabilities	878,812	872,410	1,071,280	1,187,796	

Statement of cash flow

	Nine months ended September 30		Year ended December 31		
	2021	2020	2020	2019	2018
<i>In USD 1,000</i>	(Unaudited)	(Unaudited)	(Audited)	(Audited)	(Audited)
Net cash flow from operating activities	57,489	11,307	17,234	49,882	79,930
Net cash flow from investing activities	28,065	11,598	10,484	38,397	99,370
Net cash flow from financing activities	(22,214)	(60,807)	(73,097)	(111,398)	(93,702)
Net increase / (decrease) in cash, cash equivalents and restricted cash	63,340	(37,902)	(45,379)	(23,119)	85,598
Cash, cash equivalents and restricted cash at beginning of year	82,909	128,288	128,288	151,407	65,809
Cash, cash equivalents and restricted cash at end of period/year	146,249	90,386	82,909	128,288	151,407

What are the key risks that are specific to the issuer?

- Key risks specific to the issuer
- Charter hire rates for dry bulk carriers are volatile, which may adversely affect the Group's earnings, revenue and profitability and the Group's ability to comply with its loan covenants.
 - An over-supply of dry bulk carrier capacity may depress the charter rates and, in turn, adversely affect the Group's profitability.
 - Outbreaks of epidemic and pandemic diseases, including COVID-19, and governmental responses thereto could adversely affect the Group's business.
 - The Group is subject to complex laws and regulations, including environmental regulations that can adversely affect the cost, manner or feasibility of doing business.
 - Failure to comply with the U.S. Foreign Corrupt Practices Act could result in fines, criminal penalties and an adverse effect on the Group's business.
 - A cyber-attack could materially disrupt the Group's business.
 - The Group is subject to certain risks with respect to its counterparties on contracts, and failure of such counterparties to meet their obligations could cause the Group's to suffer losses or otherwise adversely affect the Group's business.
 - Because the Company is organized under the laws of the Marshall Islands, it may be difficult to serve it with legal process or enforce judgments against the Company, the Company's directors or its management.

Key information the securities

What are the main features of the securities?

- Type, class and ISIN The Bonds are senior unsecured callable bonds with an interest rate of 8.375%. All of the Bonds are of the same class and rank *pari passu* with each other and with all other senior unsecured obligations of the Issuer other than obligations which are mandatorily preferred by law. The ISIN of the Bonds is NO0011021974.
- Currency, number of bonds and nominal value
- The currency of the Bonds is USD. The total number of Bonds issued is 2,500, each with a nominal value of USD 50,000, and a total Issue amount of USD 125,000,000.
- Rights attaching to the securities.....
- The bond terms dated 18 June 2021 (the "**Bond Terms**") have been entered into between the Issuer and Nordic Trustee AS as bond trustee (the "**Bond Trustee**"). The Bond Terms regulate the Bondholder's rights and obligations in relation to the issue. The Bond Trustee enters into the Bond Terms on behalf of the Bondholders and is granted authority to act on behalf of the Bondholders to the extent provided for in the Bond Terms. When Bonds are purchased, the Bondholder has accepted the Bond Terms and is bound by the terms of the Bond Terms. The Bond Terms include descriptions of rights and any limitations of those rights, such as:
- Voluntary early redemption - Call Option;

- Mandatory repurchase due to a Put Option Event;
- Early redemption option due to a tax event; and
- Events of default and acceleration of the Bonds.

Seniority of the securities..... The Bonds will constitute senior debt obligations of the Issuer. The Bonds shall rank at least *pari passu* with each other and with all other senior unsecured obligations of the Issuer other than obligations which are mandatorily preferred by law. The Bonds shall rank ahead of subordinated capital.

Restrictions on transfer..... Certain purchase or selling restrictions may apply to Bondholders under applicable local laws and regulations from time to time. Neither the Issuer nor the Bond Trustee shall be responsible for ensuring compliance with such laws and regulations and each Bondholder is responsible for ensuring compliance with the relevant laws and regulations at its own cost and expense.

A Bondholder who has purchased Bonds in breach of applicable restrictions may, notwithstanding such breach, benefit from the rights attached to the Bonds pursuant to the Bond Terms (including, but not limited to, voting rights), provided that the Issuer shall not incur any additional liability by complying with its obligations to such Bondholder.

Where will the securities be traded?

Admission to trading Oslo Stock Exchange.

What are the key risks that are specific to the securities?

- Key risks specific to the securities.....
- The Company's ability to make payments on and to refinance its indebtedness, including the Bonds, and to fund planned capital expenditures and other general corporate purposes will depend, among other things, on its ability to generate cash in the future. This, to a certain extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond its control.
 - The Bonds are subject to optional redemption by the Company at their outstanding principal amount, plus accrued and unpaid interest to the date of redemption, plus in some events a premium calculated in accordance with the Bond Terms, which is likely to limit the market value of the Bonds.
 - The Company's ability to repurchase the Bonds upon a Change of Control would be limited by its access to funds at the time of the repurchase and the terms of agreements governing the Company's other indebtedness.
 - The Bond Terms contains provisions that permit defined majorities to bind all holders of the Bonds. The Bond Trustee may, without the consent of the bondholders, agree to certain non-material modifications of the Bond Terms and other finance documents that, in the opinion of the Bond Trustee, are not detrimental to the rights and benefits of the bondholders in any material respect, or is made solely for the purpose of rectifying obvious errors and mistakes. Such modifications will be binding upon the bondholders.
 - The terms and conditions of the Bond Terms will impose significant operating and financial restrictions, which may prevent the Issuer from capitalizing on business opportunities and taking some actions.

- The Bonds are a new issue of securities, and there are currently no active public trading markets for the Bonds. There can be no assurance as to: (i) the liquidity of any market that may develop; (ii) the bondholders' ability to sell the Bonds; or (iii) the price at which bondholders would be able to sell the Bonds.
- The Bonds are being issued by the Company pursuant to exemptions from the prospectus requirements under applicable securities laws and furthermore have not been, and will not be, registered under the U.S. Securities Act or any United States state securities laws.

Key information on the offer of securities to the public and/or the admission to trading on a regulated market

Under which conditions and timetable can I invest in the security?

Terms and conditions of the offering..... N/A. There will be no public offering of the Bonds. The Bonds have not been subject to a public offer, the Bonds are already issued and settled.

Who is the offeror and/or the person asking for admission to trading?

Brief description of the offeror(s) The Issuer is the offeror.

Why is the Prospectus being produced?

Reasons for the admission to trading The Prospectus is being produced in connection with the listing of the Bonds on the Oslo Stock Exchange. The purpose of the issuance and listing of the Bonds is to refinance the remaining portion of DIASH01 and otherwise to establish a financial buffer for general corporate purposes.

Use of proceeds The net proceeds from the bonds were used to refinance the Company's USD 100 million senior unsecured bonds 2018/ 2023 with ISIN NO0010832868 and for general corporate purposes.

Conflicts of interest .. Arctic Securities AS and Nordea Bank Abp, filial i Norge (together the "**Joint Lead Managers**") or their respective affiliates have provided from time to time, and may provide in the future, financial advisory, investment and commercial banking services, as well as financing, to the Issuer and its affiliates in the ordinary course of business, for which they may have received and may continue to receive customary fees and commissions. The Joint Lead Managers do not intend to disclose the extent of any such investments or transactions otherwise than in accordance with any legal or regulatory obligation to do so. The Joint Lead Managers received a fee in connection with the issuance of the Bonds, as such, had an interest in the issuance.

The Issuer is not aware of any interest, including conflicting ones, of any natural or legal persons involved in the listing.