



INSIDER TRADING POLICY

1. NEED FOR A POLICY

Federal and state securities laws prohibit each employee, officer, and director of Overseas Shipholding Group, Inc. or any of its subsidiaries (together, the "Company"), and certain other people with whom they have relationships, including immediate family members, from purchasing or selling securities of the Company while aware of material nonpublic information or from disclosing material nonpublic information to others. The Company has adopted this Insider Trading Policy ("Policy") to assist in preventing insider trading and to help Company personnel avoid the severe consequences associated with violations of the insider trading laws. This Policy also is intended to prevent even the appearance of improper conduct on the part of anyone employed by or associated with the Company. The Company reserves the right to update or amend this Policy at any time.

1.1 The Consequences

The consequences of insider trading violations can be severe and may impact others beyond persons associated with the Company. Consequences of violation include (without limitation) the following:

1.1.1 Traders and Tippers. A person who possesses material nonpublic information and who trades on such information, and an employee who conveys material nonpublic information ("tipper") to another person ("tippees") who then trades, are subject to the following possible penalties:

- A civil penalty of up to three times the profit gained or loss avoided;
- A criminal fine of up to \$5,000,000 (no matter how small the profit); and
- A jail term of up to 20 years.

A tipper is subject to the same penalties as the tippee even if the tipper did not trade and did not profit from the tippee's trading.

1.1.2 Company-Imposed Sanctions. Violation of this Policy is a serious matter. An employee's failure to comply with the Policy may subject the employee to Company-imposed sanctions, including disciplinary action or dismissal for cause, whether or not the employee's failure to comply results in a violation of law. A violation of law, or even an SEC investigation that does not result in prosecution, can tarnish one's reputation and irreparably damage a career.

1.2.3 Compliance. The General Counsel has discretionary authority to construe, interpret and apply the terms of this Policy and to determine compliance with this Policy. Every finding, decision and determination made by the General Counsel shall, to the full extent permitted by law, be final and binding.

2. STATEMENT OF POLICY

No director, officer or other employee of the Company, nor a shareholder with a representative on the Company's Board of Directors ("**Significant Shareholder**") who is aware of material nonpublic information relating to the Company may, directly or through immediate family members or other persons or entities:

- (a) buy or sell securities of the Company (other than pursuant to a pre-approved trading plan that complies with SEC Rule 10b5-1);
- (b) engage in any other action to take personal advantage of that information;
- (c) intentionally or otherwise pass that information on to others outside the Company; or
- (d) buy or sell any security of any other company while in possession of material nonpublic information about the other company that was obtained in the course of his or her involvement with the Company.

Any of these transactions are "**Prohibited Transactions**". Transactions that may be justifiable for independent reasons (such as the need to raise money for any emergency expenditure) are **not** excepted from this Policy. The securities laws do not recognize such mitigating circumstances, and, in any event, even the appearance of an improper transaction must be avoided to preserve the Company's reputation for adhering to the highest standards of conduct. If you have any questions regarding a particular situation you may be facing, you should contact the Company's General Counsel.

2.1 When Information becomes "Public"

2.1.1 Public disclosure. If you are aware of material nonpublic information, you may not trade until the information has been made "**public**" by the Company by being disclosed broadly to the marketplace (such as by press release or an SEC filing) and the investing public has had time to absorb the information fully. To avoid the appearance of impropriety, as a general rule, information should not be considered "public" or fully absorbed by the marketplace until after the second full business day after the information is released. If you are unsure whether information has been made "public," you should seek guidance in advance of trading.

2.1.2 Disclosure of information to others. This Policy is complemented by the Company's Regulation Fair Disclosure Policy, which prohibits any person, other than the Company's designated spokespersons, from speaking on behalf of the Company, and prohibits the selective disclosure of confidential and material nonpublic information. The Regulation Fair Disclosure Policy establishes procedures to release material information in a manner that is designed to achieve broad public dissemination of the information immediately upon its release. You must not, therefore, disclose material nonpublic information to anyone outside the Company, including family members and friends, without the prior consent of the Chief Executive Officer or the General Counsel. Similarly, you should never discuss the Company or its business in any public space such as an elevator or on the internet.

2.2 Material Information

"Material information" is any information that a reasonable investor would consider important in making a decision to buy, hold, or sell securities. Any information that could be expected to affect the Company's stock price, whether it is positive or negative, should be considered **"material"**. Some examples of information that ordinarily would be regarded as material include (without limitation) the following:

- Projections of future earnings or losses, or other earnings guidance;
- Information about earnings that is inconsistent with the consensus expectations of the investment community or previously published earnings guidance;
- A pending or proposed acquisition or disposition of a significant asset;
- A change in management;
- Unusual gains or losses in the Company's business operations;
- Proposals, plans, negotiations and agreements regarding significant acquisitions, divestitures, business combinations, joint ventures or similar transactions;
- The award or loss of major contracts, and developments regarding significant customers;
- New equity or debt offerings or other financing transactions;
- Developments regarding litigation or government agency investigations, whether actual or threatened;
- Changes in Company's credit rating; or
- Information that will be included in forthcoming Company, industry or research publications that may affect market price of the Company's securities.

2.3 Twenty-Twenty Hindsight

Remember, anyone scrutinizing your transactions will be doing so after the fact, with the benefit of hindsight. As a practical matter, before engaging in any transaction, you should carefully consider how enforcement authorities and others might view the transaction in hindsight and when necessary or advisable, contact others for assistance or guidance before making a decision which might be prohibited under this Policy.

2.4 Transactions by Family Members

This Policy also applies to any of your family members who reside with you, anyone else who lives in your household, and any immediate family members who do not live in your household but whose transactions in Company's securities are subject to your influence or control (such as parents or children who consult with you before they trade in the Company's or other securities). "Immediate family members" includes any child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law, and adoptive relationships.

You are legally responsible for any transactions made by these immediate family members and household members, and therefore should make them aware of the need to confer with you before they trade in the Company's or other affected securities.

2.5 Transactions Under Company Plans – Certain Limited Exceptions to the Policy

2.5.1 Stock Option Exercises. This Policy generally does not apply to the *exercise* of an employee stock option by an employee. This Policy does apply, however, to any *sale* of stock as part of a broker-assisted cashless exercise of an option, or any other market sale for the purpose of generating the cash needed to pay the exercise price of an option.

2.5.2 401(k) Plan. If the Company's 401(k) plan includes an option to purchase Company stock, this Policy typically would not apply to purchases of Company stock in the 401(k) plan resulting from a predetermined periodic contribution of money to the plan pursuant to your payroll deduction election. This Policy does, however, apply to certain decisions you may make under the 401(k) plan (including with respect to Company stock you may already own), including (a) an election to make an intra-plan transfer of an existing account balance into or out of the Company stock fund, (b) an election to borrow money against your 401(k) plan account if the loan will result in a liquidation of some or all of your Company stock fund balance, and (c) an election to pre-pay a plan loan if the pre-payment will result in allocation of loan proceeds to the Company stock fund.

2.5.3 Employee Stock Purchase Plan.

If the Company offers an Employee Stock Purchase Plan to purchase Company stock, this Policy typically would not apply to purchases of Company stock in an employee stock purchase plan resulting from your predetermined periodic contributions of money to the plan pursuant to the election you made at the time of your enrollment in the plan.

2.6 Prohibition on Hedging

Many hedging or monetization strategies with respect to a security involve the establishment of a short position in the security. The Company considers the establishment of a short position in the Company's securities, such as through a short sale, as evidence of an expectation on the part of the seller that the securities will decline in value, and therefore a signal to the market that the seller has no confidence in the Company or its short-term prospects. In addition, short sales may reduce the seller's incentive to improve the Company's performance. For these reasons, directors, officers, employees, and Significant Shareholders of the Company are prohibited from hedging their ownership of Company securities, including investing in options, puts, calls, short sales, futures contracts, or other derivative instruments relating to Company securities, regardless of whether such persons have material nonpublic information about the Company.

2.7 Post-Employment Transactions

This Policy continues to apply to Prohibited Transactions even after a person's association with the Company, including employment, has ended with respect to material nonpublic information. If you are in possession of material nonpublic information when your association with the Company ends, you may not trade in Company securities until that information has become public or is no longer material. In addition, Insiders may be subject to additional restrictions on trading in the Company's securities for a period of time after their association with the Company ends even if they do not have material nonpublic information about the Company.

2.8 Insiders

The following persons are considered, collectively, to be “**Insiders**”:

- all of the members of the Board of Directors,
- all executive officers of the Company,
- Significant Shareholders, and
- certain other employees of the Company who have been separately notified that these provisions apply to them, including employees who regularly become aware of earnings information or other material nonpublic information about the Company.

The list of employees designated as Insiders will be reviewed and individuals will be added or removed from coverage as necessary. Those who are determined to be Insiders will be notified.

2.9 Restrictions

Insiders are subject to certain additional restrictions on trading beyond those applicable to other employees:

2.9.1 All Trades by Insiders Must Be Pre-Cleared. Insiders may not trade in any Company securities, except after first consulting and pre-clearing each such transaction with the Company’s General Counsel (or, if unavailable, the Chief Executive Officer). The General Counsel will review and either approve or prohibit proposed trades by Insiders. If a transaction is approved under the pre-clearance policy, it must be executed within the period specified by the General Counsel, but regardless may not be executed if the Insider has or acquires material non-public information concerning the Company before the trade takes place. If the transaction is not completed within the approved period, the transaction must be approved again before it may be executed. If any proposed transaction is not approved, the Insider must refrain from initiating any transaction in the Company’s securities and shall not inform anyone within or outside the Company of the restriction.

2.9.2 Blackout Periods. Insiders are prohibited from trading in the Company’s securities during these blackout periods:

(a) Quarterly Blackout Periods. Insiders may not trade any Company securities during the period commencing on the 25th day of the month in which the Company’s quarter ends and ending at the close of the second full trading day after the broad public release of the Company’s financial results with respect to the preceding fiscal quarter. During these periods, Insiders generally possess or are presumed to possess material nonpublic information about the Company’s financial results.

(b) Lock ups. In addition, from time to time, the Company may impose event-specific blackout periods during which Insiders are prohibited from trading. If the Company imposes a lock up, notice may be sent to the individuals to whom the lock up applies, and if pre-clearance for a proposed trade is requested during the lock-up period, the trade will not be approved. The Insider shall not inform anyone within or outside the Company of the existence of a lock up.

3 EXCEPTION REQUESTS OR OTHER COMPANY ASSISTANCE

Any person who requests an exception to, or has a question about, this Policy or its application or any proposed transaction should obtain additional guidance from the Company's General Counsel. Any such guidance should be obtained prior to the execution of any trade to which this Policy may apply. Ultimately, however, the responsibility for adhering to this Policy and avoiding prohibited or unlawful transactions rests with the individual.

4 RAISING QUESTIONS OR REPORTING CONCERNS

If you have any other questions or are concerned about something that seems to be in conflict with the law, regulations, the Company Code of Business Conduct, or this Policy, you have several options:

- Inform your manager. Be as specific and detailed as possible so they understand the situation and your concerns;
- Contact the General Counsel; or
- Contact the Employee Hotline toll-free anytime.

All questions or concerns will be handled in as confidential manner as appropriate and will be investigated without retaliation.

5. CERTIFICATIONS

Employees, officers, directors, and Significant Shareholders must certify their understanding of, and intent to comply with this Policy. This certification may be made electronically, such as by e-mail, if approved by the General Counsel.