
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of February 2025

Commission File Number 001-41717

C3IS INC.

(Translation of registrant's name into English)

331 Kifissias Avenue Erithrea 14561 Athens, Greece
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒

Form 40-F ☐

EXHIBIT INDEX

- 99.1 [Proxy Statement for Special Meeting of Stockholders.](#)
- 99.2 [Proxy Card for Special Meeting of Stockholders](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 18, 2025

C3IS INC.

By: /s/ Nina Pyndiah
Name: Nina Pyndiah
Title: Chief Financial Officer



C3IS INC.
331 Kifissias Avenue
Erithrea 14561
Athens, Greece

February 18, 2025

Dear Stockholder:

You are cordially invited to attend a Special Meeting of Stockholders of C3is Inc., which will be held on Thursday, March 20, 2025 at 11:00 a.m. Greek local time at the Company's offices at 331 Kifissias Avenue, Erithrea 14561 in Athens, Greece. The Special Meeting has been called by the Board of Directors of C3is Inc. for the stockholders to consider approval of one or more amendments to our Restated Articles of Incorporation, as amended, to effect one or more reverse stock splits of our issued and outstanding shares of common stock, as described in the following Notice of Special Meeting of Stockholders and Proxy Statement.

Whether or not you are able to attend the Special Meeting in person, it is important that your shares be represented. You can vote your shares by using the Internet, by telephone, or by signing and returning the enclosed proxy card or voting instruction form as soon as possible in the envelope provided. Instructions on each of these voting methods are outlined in the enclosed Proxy Statement. Even if you plan to attend the meeting, we urge you to vote as promptly as possible. Voting your shares by using the Internet, by telephone, or by returning the proxy card or voting instruction card does not affect your right to vote in person, should you decide to attend the Special Meeting. We look forward to seeing you.

Sincerely,

Harry N. Vafias
Non-Executive Chairman of the Board of Directors

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE
SPECIAL STOCKHOLDERS MEETING TO BE HELD ON THURSDAY, MARCH 20, 2025**

The notice of Special Meeting of Stockholders, Proxy Statement and Proxy Card are available at are available at www.C3is.pro under the heading "Investor Relations" or at www.proxyvote.com.

YOUR VOTE IS IMPORTANT. IN ORDER TO ENSURE YOUR REPRESENTATION AT THE SPECIAL MEETING AND THAT A QUORUM WILL BE PRESENT, WE URGE YOU TO VOTE AS PROMPTLY AS POSSIBLE BY USING THE INTERNET, BY TELEPHONE OR BY COMPLETING, SIGNING, DATING AND RETURNING YOUR PROXY CARD OR VOTING INSTRUCTION FORM. A PROMPT RESPONSE IS HELPFUL AND YOUR COOPERATION WILL BE APPRECIATED. VOTING PRIOR TO THE MEETING BY ONE OF THE AFOREMENTIONED METHODS WILL NOT AFFECT YOUR RIGHT TO VOTE IN PERSON, SHOULD YOU DECIDE TO ATTEND THE SPECIAL MEETING.



C3IS INC.
331 Kifissias Avenue
Erithrea 14561
Athens, Greece

PROXY STATEMENT FOR THE SPECIAL MEETING OF STOCKHOLDERS

To be held on Thursday, March 20, 2025

NOTICE IS HEREBY GIVEN that the Special Meeting of Stockholders of C3is Inc. (the "Special Meeting"), a Marshall Islands corporation, which has been called by the Board of Directors of C3is Inc., will be held at 11:00 a.m. Greek local time, on Thursday, March 20, 2025 at the Company's offices at 331 Kifissias Avenue, Erithrea 14561 in Athens, Greece, for the following purpose:

- To approve one or more amendments to our Restated Articles of Incorporation, as amended, to effect one or more reverse stock splits of our issued and outstanding shares of common stock, at a ratio of not less than one-for-two and not more than one-for-1,000 and in the aggregate of not more than one-for-1,000, inclusive, with the exact ratio to be determined by our Board of Directors in its discretion; provided each such reverse stock split is effected within three years of such approval.

Only holders of record of our common stock, par value \$0.01 per share, or Series A Convertible Preferred Stock, par value \$0.01 per share, at the close of business on February 12, 2025 will be entitled to receive notice of, and to vote at, the Special Meeting and at any adjournments or postponements thereof.

You are cordially invited to attend the Special Meeting. Whether or not you expect to attend the Special Meeting in person, please vote your shares by using the Internet, by telephone, or by completing and returning by mail, in the envelope provided, the enclosed proxy card or voting instruction form, which is being solicited on behalf of our Board of Directors. The proxy card or voting instruction form shows the form in which your shares of common stock are registered. Your signature must be in the same form. Voting your shares by using the Internet, by telephone, or by returning the proxy card or voting instruction form does not affect your right to vote in person, should you decide to attend the Special Meeting. We look forward to seeing you.

By Order of the Board of Directors

Harry N. Vafias
Non-Executive Chairman of the Board of Directors
Athens, Greece
February 18, 2025



C3IS INC.
331 Kifissias Avenue
Erithrea 14561
Athens, Greece

PROXY STATEMENT FOR THE SPECIAL MEETING OF STOCKHOLDERS

To be held on Thursday, March 20, 2025

This Proxy Statement is furnished in connection with the solicitation of proxies by and on behalf of the Board of Directors of C3is Inc., a corporation incorporated in the Republic of the Marshall Islands, for use at the Special Meeting of Stockholders of the Company to be held at 11:00 a.m. Greek local time, Thursday, March 20, 2025, at the Company's offices at 331 Kifissias Avenue, Erithrea 14561 in Athens, Greece and at any adjournments or postponements thereof.

VOTING METHODS

Internet Voting

All stockholders of record and street name holders may vote on the Internet by accessing the following website address:
<http://www.proxyvote.com>.

Telephone Voting

All stockholders of record may vote by calling the following toll-free telephone number: 1-800-690-6903. Please follow the voice prompts.

If you are a street name holder, and you requested to receive printed proxy materials, you may vote by telephone if your bank or broker makes that method available to you in the voting instruction form enclosed with the proxy materials that your bank or broker sends you.

Vote by Mail

You may also vote by completing the enclosed proxy card or voting instruction form and returning it in the envelope provided. If you voted by Internet or telephone, you do not need to return your proxy card or voting instruction form..

Stockholders of Record and Beneficial Owners

If your shares are registered directly in your name on the books of the Company maintained with the Company's transfer agent, Equiniti Trust Company, LLC, you are considered the "stockholder of record" of those shares and, if you request to receive a paper copy of them, the proxy materials will be mailed directly to you.

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the "beneficial owner" of shares held in street name (also called a "street name" holder) and the Notice of Special Meeting of Stockholders and Proxy Statement is being forwarded to you by your broker, bank or nominee. As a beneficial owner, you have the right to direct your broker, bank or other nominee how to vote and are also invited to attend the Special Meeting. However, since you are not a stockholder of record, you may not vote these shares in person at the Special Meeting unless you bring with you a legal proxy from the stockholder of record. A legal proxy may be obtained from your broker, bank or other nominee.

VOTING OF PROXY, REVOCATION

A proxy that is properly executed, whether on the Internet, by telephone or by mail and not subsequently revoked will be voted in accordance with instructions contained therein. If no instructions are given with respect to the matters to be acted upon, proxies will be voted for the approval of one or more amendments to our Restated Articles of Incorporation, as amended (the "Restated Articles of Incorporation"), to effect one or more reverse stock splits and otherwise in accordance with the best judgment of the person or persons voting the proxy on any other matter properly brought before the Special Meeting or any adjournments or postponements thereof.

Any stockholder who votes by using the Internet, by telephone or by completing and returning by mail the proxy card or voting instruction form may revoke it at any time before it is exercised by (i) delivering written notice to our Secretary of its revocation, (ii) executing and delivering to our Secretary a later dated proxy by using the Internet, by telephone or by mail, or (iii) appearing in person at the Special Meeting and expressing a desire to vote his, her or its shares in person. You may not revoke a proxy merely by attending the Special Meeting. To revoke a proxy, you must take one of the actions described above.

EXPENSES OF SOLICITATION

The expenses of the preparation of proxy materials and the solicitation of proxies for the Special Meeting will be borne by us. In addition to solicitation by mail, proxies may be solicited in person, by telephone, telecopy, electronically or other means, or by our directors, officers and regular employees who will not receive additional compensation for such solicitations. If you choose to vote on the Internet, you are responsible for Internet access charges you may incur. If you choose to vote by telephone, you are responsible for telephone charges you may incur. Although there is no formal agreement to do so, we will reimburse banks, brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in forwarding the proxy soliciting materials to the beneficial owners of our common stock and Series A Convertible Preferred Stock.

VOTING SECURITIES

Holders of our common stock and Series A Convertible Preferred Stock as of the close of business on February 12, 2025 will be entitled to notice of, and to vote at, the Special Meeting or any adjournments or postponements thereof. On that date there were (1) 4,239,004 shares of our common stock outstanding, the holders of which are entitled to one vote for each share registered in their names with respect to each matter to be voted on at the Special Meeting and (2) 600,000 shares of Series A Convertible Preferred Stock, with an aggregate liquidation preference of \$15,000,000 and a conversion price of \$1.3007, outstanding, the holder of which, Imperial Petroleum Inc., is entitled to 30 votes for each share of common stock into which the Series A Convertible Preferred Stock registered in their name is convertible with respect to each matter to be voted on at the Special Meeting; provided, that the holder of Series A Convertible Preferred Stock may not exercise voting rights that would result in the aggregate voting power of any beneficial owner of such shares and its affiliates (whether pursuant to ownership of Series A Convertible Preferred Stock, Common Stock or otherwise) exceeding 49.99% of the total number of votes eligible to be cast on any matter submitted to a vote of stockholders of the Company. The holders of common stock and Series A Convertible Preferred Stock shall vote on the proposals as a single class. The presence in person or by proxy (regardless of whether the proxy has authority to vote on all matters) of stockholders of record holding a majority of the total voting rights of shares entitled to vote at the Special Meeting will constitute a quorum at the Special Meeting.

Assuming that a quorum is present at the Special Meeting, the approval of the proposal to approve one or more amendments to the Restated Articles of Incorporation requires the affirmative vote of the holders of a majority of the total voting power of the total number of shares issued and outstanding and entitled to vote at the Special Meeting. Abstentions and broker non-votes will have the effect of a vote "Against" this proposal.

PROPOSAL ONE—APPROVAL OF ONE OR MORE AMENDMENTS TO THE RESTATED ARTICLES OF INCORPORATION TO EFFECT ONE OR MORE REVERSE STOCK SPLITS

Our Board deems it advisable that the Board be granted the authority to implement, in its sole discretion, one or more reverse stock splits of the issued and outstanding shares of our common stock at a specific exchange ratio, to be set by the Board, between one-for-two and one-for-1,000 and in the aggregate of not more than one-for-1,000, inclusive, at the discretion of the Board; provided each such reverse stock split is effected within three years of the stockholders' approval. Except as described below with respect to fractional shares, at the effective time of a reverse stock split, shares of our common stock issued and outstanding immediately prior thereto will be automatically and without any action on the part of the stockholders, combined, converted and changed into new shares of common stock in accordance with the reverse split ratio, which shall be determined by the Board in its discretion within the set of ratios described above.

On June 15, 2023, the Company's then sole stockholder approved, among other things, a form of amendment to the Company's Restated Articles of Incorporation to, in the Board's discretion, effect one or more reverse stock splits of the Company's issued and outstanding shares of common stock by a ratio of between one-for-two and one-for-500, inclusive, with the exact ratio to be set at a number within this range to be determined by the Board in its discretion, within three years after such stockholder's approval. A one-for-100 reverse stock split and a one-for-2.5 reverse stock split have been implemented by the Board pursuant to this stockholder approval, on April 11, 2024 and December 31, 2024, respectively, in order to regain and to maintain compliance with the minimum bid price requirement of the Nasdaq Capital Market ("Nasdaq").

The Board has determined to seek approval from the Company's stockholders to effect one or more reverse stock splits within a wider range of reverse stock split ratios, namely one-for-two to one-for-1,000 and in the aggregate of not more than one-for-1,000, inclusive, as described herein, to provide the Board with the flexibility to effect one or more reverse stock splits at a specific ratio within this range to best facilitate achieving the objectives of the reverse stock splits described below.

Reasons for the Possible Reverse Stock Splits. The Board anticipates that a reverse stock split would increase our stock price, and consequently reduce the risk that our stock could be delisted from Nasdaq. To continue our listing on Nasdaq, which the Company and the Board believe is in the best interests of the Company and its stockholders, we must comply with Nasdaq Listing Rules, which include a minimum bid price of \$1.00 per share.

The Board intends to effect a reverse stock split in connection with Proposal One only if it believes that a decrease in the number of shares of common stock outstanding is likely to improve the trading price for the Company's shares of common stock, and only if the implementation of a reverse stock split is determined by the Board to be in the best interests of the Company and its stockholders. There can be no assurance that any reverse stock split, if and when implemented, will achieve any of the desired results. There also can be no assurance that the Company will be successful in regaining and/or maintaining compliance with Nasdaq requirements or that the price per share of the Company's common stock immediately after any such reverse stock split, if implemented, will increase proportionately with any reverse stock split, or that any increase will be sustained for any period of time.

The Board does not intend for this transaction to be the first step in a series of plans or proposals of a "going private transaction" within the meaning of Rule 13e-3 of the U.S. Securities Exchange Act of 1934.

The Company is seeking approval from the stockholders of one or more amendments, substantially in the form below, to the Company's Restated Articles of Incorporation to effect one or more reverse stock splits, at a ratio of not less than one-for-two and not more than one-for-1,000 and in the aggregate of not more than one-for-1,000, inclusive, with the Board granted authority to determine, in its sole discretion, whether to implement a reverse stock split, as well as its specific timing and ratio, within the set of ratios described above; provided such reverse stock split is effected within three years of such stockholder approval. If the stockholders approve this Proposal One, the Board will have the sole authority to elect, in its sole discretion, without the need

for any further action on the part of our stockholders, whether to implement one or more reverse stock splits, as well as its specific timing and ratio (within the set of ratios described above) of such reverse stock splits. Notwithstanding approval of one or more reverse stock splits by the stockholders, the Board of Directors may, in its sole discretion, abandon a proposed amendment and determine prior to the effectiveness of any filing with the Marshall Islands Registrar of Corporations not to effect a reverse stock split.

This proposed amendment to the Restated Articles of Incorporation would add a new paragraph to Section FOURTH of our Restated Articles of Incorporation reading in its entirety as follows:

"(f) Reverse Stock Split. As of 11:59 p.m. Eastern time on _____, 202__ (the "Reverse Stock Split Effective Time"), each [insert number between two (2) and one thousand (1,000), inclusive.] shares of Common Stock issued and outstanding immediately prior to the Reverse Stock Split Effective Time either issued and outstanding or held by the Corporation as treasury stock shall be combined into one (1) validly issued, fully paid and non-assessable share of Common Stock without any further action by the Corporation or the holder thereof (the "Reverse Stock Split"); provided that no fractional shares shall be issued to any holder and that in lieu of issuing any such fractional shares, fractional shares resulting from the Reverse Stock Split will be rounded down to the nearest whole share and provided, further, that stockholders who would otherwise be entitled to receive fractional shares because they hold a number of shares not evenly divisible by the ratio of the Reverse Stock Split will receive a cash payment (without interest and subject to applicable withholding taxes) in an amount per share equal to the closing price per share of Common Stock on the Nasdaq Stock Market on the trading day immediately preceding the Reverse Stock Split Effective Time, as adjusted for the reverse stock split as appropriate. Each certificate, if any, that immediately prior to the Reverse Stock Split Effective Time represented shares of Common Stock ("Old Certificates"), shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the elimination of fractional shares as described above. The reverse stock split described in this paragraph shall not change the number of shares of Common Stock authorized to be issued or the par value of the Common Stock. No change was made to the number of registered shares of Preferred Stock the Corporation is authorized to issue or to the par value of the Preferred Stock."

Effective Date. If implemented, a reverse stock split will become effective after filing of the Articles of Amendment reflecting such language with the Marshall Islands Registrar of Companies at the effective time specified therein. Except as explained below with respect to fractional shares, at the Reverse Stock Split Effective Time, shares of our common stock issued and outstanding immediately prior thereto will be, automatically and without any action on the part of the stockholders, combined, converted and changed into new shares of common stock in accordance with the exchange ratio selected by the Board from the approved exchange ratio range set forth above.

Fractional Shares. No fractional shares of common stock will be created or issued in connection with a reverse stock split. Stockholders of record who otherwise would be entitled to receive fractional shares of our common stock as a consequence of a reverse stock split will be entitled, upon surrender to the exchange agent of certificates representing such shares of our common stock or, in the case of non-certificated shares of our common stock, such proof of ownership as required by the exchange agent, to a cash payment in lieu thereof at a price equal to the fraction to which the stockholder would otherwise be entitled multiplied by the closing price per share of our common stock on Nasdaq on the last trading day prior to the effective date of a reverse stock split, as adjusted for the reverse stock split as appropriate or, if such price is not available, a price to be determined by our Board. The ownership of a fractional interest will not give the holder thereof any voting, dividend or other rights except to receive payment therefor as described herein.

Odd Lots. A reverse stock split may result in some stockholders owning "odd lots" of less than 100 shares of common stock. Odd lot shares may be more difficult to sell, and brokerage commissions and other costs of transactions in odd lots are generally somewhat higher than the costs of transactions in "round lots" of even multiples of 100 shares.

Authorized Common Stock and Par Value. A reverse stock split will not result in a change in the number of shares of authorized common stock or par value of the common stock. Because the Company's authorized number of shares of common stock, which is currently set at 2,000,000,000 shares of common stock under the Company's Restated Articles of Incorporation, will not decrease in accordance with a reverse stock split, effecting a reverse stock split would provide the Company with additional shares of common stock that would then be available for issuance from time to time for corporate purposes such as acquisitions of vessels or companies, sales of stock or securities convertible into shares of common stock and raising additional capital.

Effects of the Reverse Stock Split on Outstanding Warrants to Purchase Common Stock and Convertible Preferred Stock; Equity Awards and Warrants to Purchase Common Stock; Future Equity Issuances

If a reverse stock split is effected, the terms of equity awards granted under our equity plans, including the per share exercise price of options and the number of shares issuable under such options, will be proportionally adjusted to maintain their economic value, subject to adjustments for any fractional shares as described herein. In addition, the total number of shares of common stock that may be the subject of future grants under the equity plans, as well as any plan limits on the size of such grants will be adjusted and proportionately decreased as a result of any reverse stock split.

The number and exercise prices of outstanding warrants that we have issued will be correspondingly adjusted. Any reverse stock split that is effected is likely to result in a decrease in the exercise price and an increase in the number of Common Shares issuable upon exercise of our outstanding Class B-1, Class B-2, Class C-1 and Class C-2 Warrants pursuant to their terms. The conversion price of our Series A Convertible Preferred Shares would also adjust in the event of certain adjustments to the consideration per shares of common stock payable upon exercise of our outstanding warrants.

To raise capital to grow our business, we expect that in the future we sell shares of our common stock, and/or securities convertible into or exercisable for shares of our common stock, in one or more transactions at prices and in a manner the Company determines from time to time. These equity securities may contain terms providing for adjustments to the price and number of shares of common stock issuable thereunder upon the occurrence of a reverse stock split, which may be similar or differ from those contained in our outstanding Class B-1, Class B-2, Class C-1 and Class C-2 Warrants, which could result in the issuance of a significantly larger number of shares of common stock and consequently, greater dilution to existing stockholders.

Accounting Consequences. The par value per share of common stock would remain unchanged at \$0.01 per share after a reverse stock split. As a result, on the effective date of a reverse stock split, the stated capital on our balance sheet attributable to the common stock will be reduced proportionally, based on the exchange ratio of a reverse stock split, from its present amount, and the additional paid-in capital account will be credited with the amount by which the stated capital is reduced. The per share common stock net income or loss and net book value will be increased because there will be fewer shares of common stock outstanding. We will reclassify prior period per share amounts and the Consolidated Statements of Stockholders' Equity for the effect of the reverse stock split for any prior periods in our financial statements and reports such that prior periods are comparable to current period presentation. We do not anticipate that any other accounting consequences would arise as a result of a reverse stock split.

Material U.S. Federal Income Tax Consequences. The following is a summary of the material U.S. federal income tax consequences of a reverse stock split to U.S. Holders (as defined below) of our common stock. This summary is based on the Internal Revenue Code of 1986, as amended (the "Code"), the Treasury regulations promulgated thereunder, and administrative rulings and court decisions in effect as of the date of this proxy statement, all of which may be subject to change, possibly with retroactive effect. This summary only addresses holders who hold their shares as capital assets within the meaning of the Code and does not address all aspects of U.S. federal income taxation that may be relevant to U.S. Holders subject to special tax treatment, such as financial institutions, dealers in securities, insurance companies, regulated investment companies, persons that own shares as part of a hedge, straddle, or conversion transaction, persons whose functional currency

is not the U.S. dollar, foreign persons and tax-exempt entities. In addition, this summary does not consider the effects of any applicable state, local, foreign or other tax laws and does not address the U.S. federal income tax consequences of a reverse stock split to persons who are not U.S. Holders.

As used herein, the term "U.S. Holder" means a beneficial owner of shares of common stock that is a U.S. citizen or resident, a corporation or other entity taxable as a corporation created or organized in or under the laws of the United States, any state thereof or the District of Columbia, an estate the income of which is subject to U.S. federal income taxation regardless of its source, or a trust if a court within the United States is able to exercise primary jurisdiction over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust.

If a partnership holds our common stock, the tax treatment of a partner will generally depend upon the status of the partner and upon the activities of the partnership. If you are a partner in a partnership holding our common stock, you are encouraged to consult your tax advisor.

We have not sought and will not seek any ruling from the Internal Revenue Service (the "IRS"), or an opinion from counsel with respect to the U.S. federal income tax consequences discussed below. There can be no assurance that the tax consequences discussed below would be accepted by the IRS or a court. The authorities on which this summary is based are subject to various interpretations, and it is therefore possible that the U.S. federal income tax treatment may differ from the treatment described below.

We urge holders to consult with their own tax advisors as to any U.S. federal, state, or local or foreign tax consequences applicable to them that could result from a reverse stock split.

A reverse stock split is intended to constitute a "reorganization" within the meaning of Section 368 of the Code and is not intended to be part of a plan to increase periodically a stockholder's proportionate interest in our earnings and profits. Assuming a reverse stock split so qualifies, for U.S. federal income tax purposes,

- A U.S. Holder should not recognize any gain or loss on a reverse stock split (except for cash, if any, received in lieu of a fractional share of common stock);
- The U.S. Holder's aggregate tax basis of the common stock received pursuant to a reverse stock split, including any fractional shares of common stock not actually received, should be equal to the aggregate tax basis of such holder's common stock surrendered in the exchange;
- The U.S. Holder's holding period for the common stock received pursuant to a reverse stock split should include such holder's holding period for the common stock surrendered in the exchange; and
- Cash payments received by the U.S. Holder for a fractional share of common stock generally should be treated as if such fractional share had been issued pursuant to a reverse stock split and then redeemed by us, and such U.S. Holder generally should recognize capital gain or loss with respect to such payment, measured by the difference between the amount of cash received and such U.S. Holder's tax basis in such fractional share. However, in certain circumstances, it is possible that the cash received in lieu of a fractional share could be characterized as a dividend for such purposes. U.S. Holders are encouraged to consult their tax adviser on the treatment of the receipt of cash in lieu of fractional shares in their specific situation.

U.S. Holders will be required to provide their social security or other taxpayer identification numbers (or, in some instances, additional information) to the exchange agent in connection with a reverse stock split to avoid backup withholding requirements that might otherwise apply. This information is generally provided on IRS Form W-9 or a substitute form. Failure to provide such information may result in backup withholding at a rate of 24%.

THE FOREGOING IS A SUMMARY OF THE MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES OF THE REVERSE STOCK SPLIT TO U.S. HOLDERS UNDER CURRENT LAW AND IS FOR GENERAL INFORMATION ONLY. THE FOREGOING DOES NOT PURPORT TO

ADDRESS ALL U.S. FEDERAL INCOME TAX CONSEQUENCES OR TAX CONSEQUENCES THAT MAY ARISE UNDER THE TAX LAWS OF OTHER JURISDICTIONS OR THAT MAY ARISE UNDER THE TAX LAWS OF OTHER JURISDICTIONS OR THAT MAY APPLY TO PARTICULAR CATEGORIES OF STOCKHOLDERS. YOU ARE ENCOURAGED TO CONSULT YOUR OWN TAX ADVISOR AS TO THE PARTICULAR TAX CONSEQUENCES OF A REVERSE STOCK SPLIT TO YOU, INCLUDING THE APPLICATION OF U.S. FEDERAL, STATE, LOCAL AND FOREIGN TAX LAWS, AND THE EFFECT OF POSSIBLE CHANGES IN TAX LAWS THAT MAY AFFECT THE TAX CONSEQUENCES DESCRIBED ABOVE.

Procedures for Effecting Reverse Stock Split. As soon as practicable after the effective date of a reverse stock split, the Company's stockholders will be notified that the reverse stock split has been effected. The Company expects that its transfer agent, Equiniti Trust Company, LLC, will act as exchange agent for purposes of implementing the exchange of share certificates. Holders of pre-split shares will be asked to surrender to the exchange agent certificates representing pre-split shares of common stock in exchange for post-split common stock or, in the case of holders of non-certificated shares, such proof of ownership as required by the exchange agent. No new stock certificates will be issued to stockholders, and any stockholder submitting a stock certificate will receive uncertificated shares of stock in return. Any pre-split shares of common stock submitted for transfer, whether pursuant to a sale or other disposition, or otherwise, will automatically be exchanged for post-split shares of common stock. **STOCKHOLDERS SHOULD NOT DESTROY ANY STOCK CERTIFICATE(S) AND SHOULD NOT SUBMIT ANY CERTIFICATE(S) UNTIL REQUESTED TO DO SO.**

Stockholders holding their shares of stock in book-entry form with the transfer agent need not take any action to receive post-split shares of stock or cash payment in lieu of any fractional interest, if applicable. If a stockholder is entitled to post-split shares of stock, a transaction statement will automatically be sent to the stockholder's address of record indicating the number of shares of common stock held following a reverse stock split.

Banks, brokers or other nominees will be instructed to effect a reverse stock split for their beneficial holders holding shares of stock in "street name." However, these banks, brokers or other nominees may have different procedures from those that apply to registered stockholders for processing a reverse stock split and making payment for fractional shares of stock. If a stockholder holds shares of stock with a bank, broker or other nominee and has any questions in this regard, stockholders are encouraged to contact their bank, broker or other nominee.

Approval of one or more amendments to the Restated Articles of Incorporation requires the affirmative vote of the total voting power of the total number of shares issued and outstanding and entitled to vote at the Special Meeting.

Our Board of Directors recommends that stockholders vote "FOR" the approval of one or more amendments to the C3is Inc. Restated Articles of Incorporation, as amended, to effect one or more reverse stock splits of the Company's issued and outstanding shares of common stock, at a ratio of not less than one-for-two and not more than one-for-1,000 and in the aggregate of not more than one-for-1,000, inclusive, with the exact ratio to be determined by the Company's Board of Directors in its discretion; provided each such reverse stock split is effected within three years of such approval.

OTHER MATTERS

Principal Executive Offices

Our registered address in the Republic of The Marshall Islands is Trust Company Complex, Ajeltake Road, Ajeltake Island, Marshall Islands MH96960. Our principal executive offices are located at 331 Kifissias Avenue, Erithrea 14561 Athens, Greece and our telephone number at that address is + 30 210 625 0001. Our corporate website address is <http://www.C3is.pro>.

General

The enclosed proxy is solicited on behalf of the Company's Board of Directors. Unless otherwise directed, proxies held by Diamantis Andriotis, our President and Chief Executive Officer, or Nina Pyndiah, our Chief Financial Officer, will be voted at the Special Meeting or any adjournments or postponements thereof FOR the approval of one or more amendments to our Restated Articles of Incorporation, as amended, to effect one or more reverse stock splits of the Company's issued and outstanding shares of common stock. If any matter other than those described in this Proxy Statement properly comes before the Special Meeting, or with respect to any adjournments or postponements thereof, the proxies will vote the shares of common stock and Series A Convertible Preferred Stock represented by such proxies in accordance with their best judgment.

Please vote all of your shares. Beneficial stockholders sharing an address who are receiving multiple copies of the proxy materials to Stockholders should contact their broker, bank or other nominee to request that in the future only a single copy of each document be mailed to all stockholders at the shared address.

In addition, if you are the beneficial owner, but not the record holder, of shares of common stock, your broker, bank or other nominee may deliver only one copy of the Proxy Statement and Proxy Card to multiple stockholders who share an address unless that nominee has received contrary instructions from one or more of the stockholders. We will deliver promptly, upon written or oral request, a separate copy of the Proxy Statement and Proxy Card to a stockholder at a shared address to which a single copy of the documents was delivered. Stockholders who wish to receive a separate copy of the Proxy Statement and Proxy Cards, now or in the future, should submit their request to us by telephone at + 30 210 625 0001 or by submitting a written request to C3is Inc. at 331 Kifissias Avenue, Erithrea 14561 Athens, Greece.

C3IS INC.
331 KIRISSIAS AVE.
14561 ATHENS, GREECE



SCAN TO
VIEW MATERIALS & VOTE



VOTE BY INTERNET - www.proxyvote.com or scan the QR Barcode above
Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V62907-S09891

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

C3IS INC.

The Board of Directors recommends you vote **FOR** the following proposal:

For Against Abstain

1. Approval of one or more amendments to the C3is Inc. Restated Articles of Incorporation, as amended, to effect one or more reverse stock splits of the Company's issued and outstanding common stock, at a ratio of not less than one-for-two and not more than one-for-1,000 and in the aggregate of not more than one-for-1,000, inclusive, with the exact ratio to be determined by the Company's Board of Directors in its discretion; provided each such reverse stock split is effected within three years of such approval.

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NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

Important Notice Regarding the Availability of Proxy Materials for the Special Meeting:
The Notice and Proxy Statement and Proxy Card are available at www.proxyvote.com.

V62908-509891

**C3IS INC.
SPECIAL MEETING OF STOCKHOLDERS
March 20, 2025, 11:00 a.m. Greek Local Time
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The stockholder(s) hereby appoint(s) Dr. Diamantis Andriotis and Nina Pyndiah, or either of them, as proxies, each with the power to appoint (his/her) substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Common Stock or Series A Convertible Preferred Stock of C3IS INC. that the stockholder(s) is/are entitled to vote at the Special Meeting of Stockholders to be held on Thursday, March 20, 2025 at 11:00 a.m. Greek local time, at the Company's principal executive offices at 331 Kifissias Avenue, Erithrea 14561 in Athens, Greece, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

CONTINUED AND TO BE SIGNED ON REVERSE SIDE