

*TRANSLATION FOR INFORMATION PURPOSES ONLY***CONVENING NOTICE FOR THE ORDINARY, SPECIAL AND  
EXTRAORDINARY SHAREHOLDERS' MEETINGS**

The supervisory board invites the shareholders to attend, at 2000 Antwerp, De Gerlachekaai 20, on Thursday 22 May 2025, at 10:00 a.m. Belgian time, the (i) ordinary shareholders' meeting, immediately followed by (ii) the special shareholders' meeting, immediately followed by (iii) the extraordinary shareholders' meeting to deliberate on the agenda's mentioned below containing proposed decisions.

As the agenda of the extraordinary general meeting relates to an amendment to the Company's articles of association, the extraordinary general meeting will only be able to validly deliberate and decide on the agenda listed below if, in accordance with article 7:153 of the Belgian Code of Companies and Associations, the shareholders attending or represented at the meeting represent at least one half of the capital. Should this condition not be fulfilled, the supervisory board shall timely convene a second extraordinary general meeting, which meeting may validly deliberate and decide on the agenda below irrespective of the portion of the capital present or represented by the shareholders at the meeting.

The ordinary and special general meeting shall validly deliberate and decide on 22 May 2025, irrespective of the portion of the capital present or represented by the shareholders at the meeting.

**Agenda of the ordinary general meeting****1 Report of the supervisory board and of the statutory auditor for the financial year closed on 31 December 2024****2 Acknowledgment and approval of the remuneration report**Proposed decision:

*" The general meeting decides to approve the remuneration report."*

**3 Approval of the annual accounts of the Company for the financial year closed on 31 December 2024**Proposed decision:

*" The annual accounts for the financial year closed on 31 December 2024, prepared by the supervisory board, are approved."*

**4 Allocation of the result for the financial year closed on 31 December 2024**Proposed decision:

*"The result to be allocated for the financial year 2024 amounts to USD 779,269,157.80. Together with the profit carried forward of USD 469,050,759.40 of the previous financial year, this results in a profit to be allocated of USD 1,248,319,917.20, which the general meeting resolves to allocate as follows:*

<i>Reserves</i>	<i>USD 127,001,568.32</i>
<i>Dividends (*)</i>	<i>USD 52,438,545.45</i>
<i>Carried forward</i>	<i>USD 1,068,879,803.43</i>

*(\*) already paid as intermediary dividend in a gross amount of 0.27 USD per share during the financial year closed on 31 December 2024."*

**5 Discharge (release of liability) granted to the members of the supervisory board and to the statutory auditor, by means of separate voting, for the execution of their mandate in the course of the financial year 2024**Proposed decision:

*"Discharge is granted to the members of the supervisory board of the Company: Ms. Julie De Nul, Ms. Catharina Scheers, Mr. Patrick De Brabandere, Mr. Marc Saverys, Mr. Patrick Molis and Mr. Bjarte Bøe, all members of the supervisory board, for any liability arising from the execution of their mandate in the course of the financial year under revision.*

*Discharge is granted to the auditor of the Company: BDO Bedrijfsrevisoren represented by Veerle Catry (partner) for the period from 1 January 2024 to 31 December 2024, for any liability arising from the execution of its mandate in the course of the financial year under revision."*

**6 Special discharge (release of liability) granted to the members of the supervisory board, by means of separate voting, in relation to the date of the ordinary general meeting**Proposed decision:

*"Special discharge is granted to the members of the supervisory board of the Company: Ms. Julie De Nul, Ms. Catharina Scheers, Mr. Patrick De Brabandere, Mr. Marc Saverys, Mr. Patrick Molis and Mr. Bjarte Bøe, all members of the supervisory board, for any liability arising from the fact that the ordinary general meeting is not held on the date provided in the articles of association."*



**7 End of term of office and reappointment of Ms. Julie De Nul as member of the supervisory board**

Proposed decision:

*"The general meeting resolves to reappoint Ms. Julie De Nul, of whom the term of office expires today, as independent member of the supervisory board for a term of two years until and including the ordinary general meeting to be held in 2027. It appears from the information provided by Ms. Julie De Nul that the applicable legal requirements with respect to independence under Belgian law are satisfied. The supervisory board confirms that it has no indication of any element that could call into question such independence. The general meeting acknowledges the determination of the supervisory board that Ms. Julie De Nul can be considered independent under Belgian law, SEC and NYSE rules."*

**8 Resignation of Mr. Patrick Molis as independent member of the supervisory board**

Proposed decision:

*"The general meeting approves the resignation of Mr. Patrick Molis, residing at Rue de Bourgogne 28, 75007 Paris, France, as an independent member of the supervisory board."*

**9 Appointment of Compagnie Nationale de Navigation S.A.S., permanently represented by Mr. Patrick Molis, as independent member of the supervisory board**

Proposed decision:

*"The general meeting resolves to appoint Compagnie Nationale de Navigation S.A.S., a simplified public limited company (société par actions simplifiée) under the laws of France, with registered office at rue de Verneuil 4, 75007 Paris, France and registered under number 512 178 039 R.C.S. Paris ("**Compagnie Nationale de Navigation**"), permanently represented by Mr. Patrick Molis, as independent member of the supervisory board, for a term of two years until and including the ordinary general meeting to be held in 2027.*

*It appears from the information provided by Compagnie Nationale de Navigation, permanently represented by Mr. Patrick Molis, that the applicable legal requirements with respect to independence under Belgian law are satisfied. The supervisory board confirms that it has no indication of any element that could call into question such independence. The general meeting acknowledges the determination of the supervisory board that Compagnie Nationale de Navigation, permanently represented by Mr. Patrick Molis, can be considered independent under Belgian Law, SEC and NYSE rules."*



## **10 Remuneration of the members of the supervisory board**

### Proposed decision:

*" For the execution of his/her mandate, every member of the supervisory board receives a gross fixed annual remuneration of EUR 60,000. The chairman receives a gross fixed annual remuneration of EUR 160,000. Each member of the supervisory board, including the chairman, shall receive an attendance fee of EUR 10,000 for each board meeting attended. The aggregate annual amount of the attendance fee shall not exceed EUR 40,000.*

*Every member of the audit and risk committee receives a gross fixed annual remuneration of EUR 20,000. The chairman of the audit and risk committee receives a gross fixed annual remuneration of EUR 40,000. Each member of the audit and risk committee, including the chairman, shall receive an attendance fee of EUR 5,000 for each committee meeting attended. The aggregate annual amount of the attendance fee shall not exceed EUR 20,000.*

*Every member of the remuneration committee, the corporate governance and nomination committee and the sustainability committee (who is also a member of the supervisory board) receives a gross fixed annual remuneration of EUR 5,000. The chairman of each of these committees receives a gross fixed annual remuneration of EUR 7,500. Each member of these committees, including the chairman, shall receive an attendance fee of EUR 5,000 for each committee meeting attended. The aggregate annual amount of the attendance fee shall not exceed EUR 20,000."*

## **11 Remuneration of the statutory auditor**

### Proposed decision:

*" For the financial year ending 31 December 2025, the total amount of the remuneration for the statutory auditor is fixed at EUR 1,295,820 for the audit of the statutory and consolidated accounts, which includes the audit on financial reporting."*

## **12 Proxy Crossroad Bank for Enterprises, counters for enterprises, registers of the enterprise court, administrative agencies and fiscal administrations**

### Proposed decision:

*"The general meeting decides to grant authority to Mr. Peter Laurijssen, Ms. Kathleen Denoodt, Ms. Sanae Aiau as well as any other duly authorised representative or employee of the Company, to act alone with power to substitute, to fulfil all necessary formalities with the Crossroad Bank for Enterprises, counters for enterprises, registers of the enterprise courts, administrative agencies and fiscal administrations with respect to the decisions taken at the present meeting."*



### Agenda of the special general meeting

#### **1 Approvals of change of control clauses in credit agreements in accordance with Article 7:151 of the Code of Companies and Associations**

- A. Approval of the change of control clauses in relation to the bridge facilities agreement dated 4 March 2025 in accordance with Article 7:151 of the Belgian Code of Companies and Associations

Proposed decision:

*"The general meeting approves and, to the extent necessary, ratifies in accordance with Article 7:151 of the Code of Companies and Associations, all provisions of the following credit agreement which provides for a mandatory prepayment and/or cancellation in case of a change of control over the Company: a bridge facilities agreement dated 4 March 2025 entered into by CMB.TECH NV as borrower with (i) Crédit Agricole Corporate and Investment Bank, KBC Bank NV and Société Générale as bookrunning mandated lead arrangers and underwriters and, (ii) certain financial institutions listed therein as lenders, in respect of (a) a term loan bridge facility in an aggregate amount of USD 1,150,000,000 and (b) a term loan bridge facility in an aggregate amount of USD 250,000,000 (the "**Bridge Facility**")."*

- B. Approval of the change of control clauses in relation to the bareboat charters of two bulk carriers dated 2 February 2024 in accordance with Article 7:151 of the Belgian Code of Companies and Associations

Proposed decision:

*"The general meeting approves and, to the extent necessary, ratifies in accordance with Article 7:151 of the Code of Companies and Associations, all provisions of the following agreement which provides for a mandatory prepayment and/or cancellation in case of a change of control over the Company: the bareboat charters of two bulk carriers entered into between CMB.TECH Netherlands B.V. as charterers and Xiang T63 HK International Ship Lease Co. Limited and Xiang T64 HK International Ship Lease Co. Limited, subsidiaries of Bank of Communications Financial Leasing Co., Ltd., respectively, each as future owner of the relevant vessel, on 2 February 2024, whereby CMB.TECH NV (formerly known as Euronav NV), as of 2 May 2024, acts as "guarantor"."*

- C. Approval of the change of control clauses in relation to the bareboat charters of five chemical tankers dated 13 October 2022 in accordance with Article 7:151 of the Belgian Code of Companies and Associations



Proposed decision:

*" The general meeting approves and, to the extent necessary, ratifies in accordance with Article 7:151 of the Code of Companies and Associations, all provisions of the following agreement which provides for a mandatory prepayment and/or cancellation in case of a change of control over the Company: the bareboat charters of five chemical tankers entered into between CMB.TECH Netherlands B.V. as charterers and Sea 305 Leasing Co. Limited, Sea 306 Leasing Co. Limited, Sea 307 Leasing Co. Limited, Sea 308 Leasing Co. Limited and Sea 321 Leasing Co. Limited, subsidiaries of CMB Financial Leasing Co., Ltd., respectively, each as future owner of the relevant vessel, on 13 October 2022, whereby CMB.TECH NV (formerly known as Euronav NV), as of 19 August 2024, acts as "guarantor"."*

- D. Approval of the change of control clauses in relation to the bareboat charters of two bulk carriers dated 14 December 2022 in accordance with Article 7:151 of the Belgian Code of Companies and Associations

Proposed decision:

*" The general meeting approves and, to the extent necessary, ratifies in accordance with Article 7:151 of the Code of Companies and Associations, all provisions of the following agreement which provides for a mandatory prepayment and/or cancellation in case of a change of control over the Company: the bareboat charters of two bulk carriers entered into between CMB.TECH Netherlands B.V. as charterers and Sea 322 Leasing Co. Limited and Sea 323 Leasing Co. Limited, subsidiaries of CMB Financial Leasing Co., Ltd., respectively, each as future owner of the relevant vessel, on 14 December 2022, whereby CMB.TECH NV (formerly known as Euronav NV), as of 19 August 2024, acts as "guarantor"."*

- E. Approval of the change of control clauses in relation to the bareboat charters of two bulk carriers dated 18 December 2023 in accordance with Article 7:151 of the Belgian Code of Companies and Associations

Proposed decision:

*" The general meeting approves and, to the extent necessary, ratifies in accordance with Article 7:151 of the Code of Companies and Associations, all provisions of the following agreement which provides for a mandatory prepayment and/or cancellation in case of a change of control over the Company: the bareboat charters of two bulk carriers entered into between CMB.TECH Netherlands B.V. as charterers and Sea 22 Leasing Co. Limited and Sea 49 Leasing Co. Limited, subsidiaries of CMB Financial Leasing Co., Ltd., respectively, each as future owner of the relevant vessel, on 18 December 2023, whereby CMB.TECH NV (formerly known as Euronav NV), as of 19 August 2024, acts as "guarantor"."*



- F. Approval of the change of control clauses in relation to a supplemental agreement dated 30 September 2024 to a credit facility agreement in accordance with Article 7:151 of the Belgian Code of Companies and Associations

Proposed decision:

*"The general meeting approves and, to the extent necessary, ratifies in accordance with Article 7:151 of the Code of Companies and Associations, all provisions of the following credit agreement which provides for a mandatory prepayment and/or cancellation in case of a change of control over the Company: a supplemental agreement dated 30 September 2024 to a credit facility agreement dated 23 June 2021, as amended from time to time, entered into between (i) Windcat Workboats Holdings Ltd., Windcat Workboats B.V. and Windcat Workboats International B.V. as borrowers and (ii) KBC Bank NV and Belfius Bank SA/NV as lenders in respect of a credit facility of up to EUR 57,983,336 which may be increased to up to EUR 77,983,336, whereby CMB.TECH NV (formerly known as Euronav NV), as of 8 February 2024, acts as "guarantor"."*

**2 Acknowledgement of supervisory board report and approval of the potential transfer of assets in accordance with Article 7:151/1 of the Code of Companies and Associations**

Proposed decision:

2.1 *"Acknowledgement and discussion of the report of the supervisory board in accordance with Article 7:151/1 of the Code of Companies and Associations with respect to a potential transfer of assets exceeding three quarters of the assets of the Company."*

2.2 *"Having discussed the report of the supervisory board, the general meeting resolves to approve the potential transfer of assets (as described in the board report) of the Company or its subsidiaries in the event of an enforcement of the securities granted in the context of the Bridge Facility in accordance with Article 7:151/1 of the Code of Companies and Associations."*

**3 Proxy Crossroad Bank for Enterprises, counters for enterprises, registers of the enterprise court, administrative agencies and fiscal administrations**

Proposed decision:

*"The general meeting decides to grant authority to Mr. Peter Laurijssen, Ms. Kathleen Denoodt, Ms. Sanae Aiau as well as any other duly authorised representative or employee of the Company, to act alone with power to substitute, to fulfil all necessary formalities with the Crossroad Bank for Enterprises, counters for enterprises, registers of the enterprise courts, administrative agencies and fiscal administrations with respect to the decisions taken at the present meeting."*



## Agenda of the extraordinary general meeting

### **1 Authorization of the supervisory board to increase the share capital of the Company within the framework of the authorized capital.**

#### Proposed decision:

1.1 *"Acknowledgement and discussion of the report of the supervisory board in accordance with Article 7:199 of the Code of Companies and Associations with respect to the specific circumstances under which the supervisory board may make use of the authorized capital and the pursued objectives."*

1.2 *"Authorization of the supervisory board to increase the share capital of the Company and to issue convertible bonds or subscription rights, with the possibility to (i) restrict or suspend the preferential subscription rights of the existing shareholders, (ii) restrict or suspend the preferential subscription rights of the existing shareholders in favor of one or more specific persons, other than members of the personnel of the Company or of its subsidiaries, and (iii) increase the share capital by means of the conversion of reserves."*

*Having discussed the report of the supervisory board, the general meeting resolves to authorize the supervisory board to increase the share capital of the Company and to issue convertible bonds or subscription rights, with the possibility to (i) restrict or suspend the preferential subscription rights of the existing shareholders, (ii) restrict or suspend the preferential subscription rights of the existing shareholders in favor of one or more specific persons, other than members of the personnel of the Company or of its subsidiaries, and (iii) increase the share capital by means of the conversion of reserves, in one or several times, within the framework of the authorized capital, for a total maximum amount of USD 239,147,500."*

### **2 Amendments to article 7 of the articles of association.**

#### Proposed decision:

*"The general meeting decides to replace article 7 of the articles of association in full with the following text:*

*"The supervisory board is authorized to increase the share capital in one or several times subject to the terms and conditions to be determined by the supervisory board and in accordance with the at the time of the share capital increase prevailing legal provisions.*

*Furthermore, the supervisory board is authorized to decide in one or several times on the issue of convertible bonds, subordinated or otherwise, or subscription rights, whether or not linked to subordinated or unsubordinated bonds and which may lead to increases of share capital.*





This authorization is granted for an amount of two hundred thirty-nine million one hundred forty-seven thousand five hundred (239,147,500) US Dollars. Upon deciding on a share capital increase or on an issue of the aforementioned convertible bonds or subscription rights to which in principle the preferential subscription rights of the existing shareholders apply, the supervisory board is authorized, in the company's interest, to (i) restrict or suspend the preferential subscription rights of the existing shareholders, (ii) restrict or suspend the preferential subscription rights of the existing shareholders in favor of one or more specific persons, other than members of the personnel of the company or of its subsidiaries, or (iii) increase the share capital by means of the conversion of reserves. If the preferential subscription rights are suspended or restricted, the supervisory board may grant a right of priority to the existing shareholders on allotment of the new shares, convertible bonds or subscription rights.

The reference value of the authorized capital by implementation of the applicable law amounts to [•] euro and [•] cents (EUR [•]). This value is based on the exchange rate of the US Dollar on [•] ([•]h[•]) published by the European Central Bank, as it appears from the bank statement delivered by BNP Paribas Fortis Bank on [•], attached to the authentic deed executed on 15 May 2025 before the Civil Law Notary Wesley Cielen, in Antwerp.

The increases of the share capital decided upon under this authorization may be carried out by contribution in cash, by contribution in kind or by the incorporation of reserves, including the share premium account available for distribution. The reserves may be incorporated with or without new shares being issued.

In addition, the supervisory board is authorized to determine the dividend entitlement of the shares that will be issued following share capital increases and of the shares that will be issued following the conversion of the bonds or exercise of the subscription rights carried out under this authorization.

The supervisory board may exercise this authorization during the five years following publication of the decision of the extraordinary general shareholders' meeting of 15 May 2025. This authorization can be extended in accordance with the at the time of the renewal prevailing legal provisions."

### **3 Renewal of the authorization of the supervisory board to acquire the Company's shares**

#### Proposed decision:

*" The general meeting resolves to renew the authorization of the supervisory board to acquire existing shares of the Company, for a maximum of 60,000,000 shares during a period of five years as from the publication of this decision in the Annexes to the Belgian Official Gazette, at a price per share not exceeding the maximum price allowed under applicable law and not less than EUR 0.01."*



**4 Authorization of the supervisory board to dispose of the Company's shares to one or more specific persons, other than members of the personnel of the Company or its subsidiaries**

Proposed decision:

*"The general meeting resolves to grant the authorization to the supervisory board to dispose of the Company's shares to one or more specific persons, other than members of the personnel of the Company or its subsidiaries."*

**5 Amendments to article 13 of the articles of association.**

Proposed decision:

*"The general meeting decides to amend article 13 of the articles of association whereby the following additional text will be included as paragraph 2:*

*"The supervisory board is authorized to dispose of the acquired shares of the company to one or more specific persons, other than members of the personnel of the company or one of its subsidiaries."*

**6 Authorization to the notary public to amend and coordinate the articles of association in order to align these with the previous decisions.**

Proposed decision:

*"The general meeting decides to authorize the notary public to coordinate the articles of association in accordance with the aforementioned decisions."*

**7 Proxy Crossroad Bank for Enterprises, counters for enterprises, registers of the enterprise court, administrative agencies and fiscal administrations**

Proposed decision:

*"The general meeting decides to grant authority to Mr. Peter Laurijssen, Ms. Kathleen Denoodt, Ms. Sanae Aiau as well as any other duly authorised representative or employee of the Company, to act alone with power to substitute, to fulfil all necessary formalities with the Crossroad Bank for Enterprises, counters for enterprises, registers of the enterprise courts, administrative agencies and fiscal administrations with respect to the decisions taken at the present meeting."*



## CONDITIONS OF ADMISSION

### I. Admission requirements

In accordance with article 32 of the articles of association and article 7:134 of the Belgian Code of Companies and Associations, the shareholders have to fulfil the following requirements in order to be admitted to the shareholders' meetings and to exercise their right to vote at the meetings in person or by proxy (card).

The company is working with Lumi Connect (<https://www.lumiconnect.com/en/events>) to assist shareholders with the registration to (i) participate in the shareholders' meetings, (ii) vote before the shareholders' meetings or (iii) grant a power of attorney to another person to vote in the shareholders' meetings. We advise all shareholders to use this efficient platform.

All shareholders attending the shareholders' meetings in person are kindly requested to arrive in advance of the meetings, taking into account that they shall have to register before being allowed to enter the shareholders' meetings. Registration will open at 9 a.m. and will be closed 10 minutes prior to the start of the meetings.

The company's ordinary shares are comprised of (a) shares that are tradable on the regulated market of Euronext Brussels and reflected directly or indirectly in the part of the company's shareholders register which is kept in its registered office (the "Belgian Share Register" and, the shares, the "European Shares"), and (b) shares that are tradable on the New York Stock Exchange and reflected directly or indirectly in the part of the company's shareholders register maintained in the United States by the company's U.S. transfer agent, which is Computershare (the "U.S. Share Register" and, the shares, the "U.S. Shares").

#### 1. *Record Date*

Shareholders have the right to be admitted to the shareholders' meetings provided they have their shares recorded in their name (i.e. can prove they own these shares) on **Thursday 08 May 2025** at 24:00 hours Belgian time (the "Record Date").

In view of the Record Date set for the company's shareholders' meetings on Thursday 22 May 2025, shareholders may not reposition shares between the Belgian Share Register and the U.S. Share Register during the period from 07 May 2025 at 8.00 am (Belgian time) until 09 May 2025 at 8.00 am (Belgian time) (the "Freeze Period"). Please consult the company's website for the applicable Freeze Periods.

#### *(a) Holders of European Shares (registered shares)*

The holders of registered European Shares may only be admitted to the shareholders' meetings if their shares are registered in the company's Belgian Share Register on the Record Date.

#### *(b) Holders of European Shares (dematerialised shares)*



If a shareholder who holds dematerialised European Shares decides to use the Lumi Connect Platform and registers for the shareholders' meetings of the company on <https://www.lumiconnect.com/en/events>, the below mentioned procedure should not be followed and Lumi Connect shall determine the shareholding on the Record Date.

If a shareholder who holds dematerialised European Shares decides not to use the Lumi Connect Platform, the following procedure should be followed: The holders of dematerialised European Shares should request their financial institution to issue a certificate stating the number of dematerialised shares registered in the name of the shareholder in its books on the Record Date and to send it directly to Euroclear Belgium, attn. Issuer Services, 1 Boulevard du Roi Albert II, 1210 Brussels (Belgium) (copy by e-mail: [ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com) / fax: +32 2 337 54 46) at the latest by **16 May 2025**, 5.00 pm (Belgian time) (the "Notification Deadline"). The company shall determine the ownership of the shares at the Record Date on the basis of the certificate provided by the relevant financial institution to Euroclear Belgium.

*(c) Holders of U.S. Shares, reflected directly in the U.S. Share Register (not through DTCC)*

The holders of U.S. Shares reflected directly in the U.S. Share Register may only be admitted to the shareholders' meetings if such holder's ownership of U.S. Shares is reflected in the U.S. Share Register on the Record Date. The company's U.S. transfer agent will provide the company directly or indirectly with a shareholder list at the Record Date that contains all of the registered holders of the company's U.S. Shares on the Record Date no later than the Notification Deadline. The company shall determine the ownership of the shares at the Record Date based solely on the aforementioned information.

The company encourages such shareholders to participate in the meetings through the U.S. proxy card that will be provided to them and according to the accompanying instructions. Should such shareholder nevertheless wish to attend the meetings in person, such holder is referred to "Attending the meeting in person".

*(d) Holders of U.S. Shares reflected indirectly in the U.S. Share Register (through DTCC)*

The holders of U.S. Shares reflected indirectly in the U.S. Share Register, through CEDE & Co., the nominee holder of the U.S. Shares held for the beneficial owners through the DTCC system, may only be admitted to the shareholders' meetings if such holder's ownership of U.S. Shares is included in the information provided to the company through the broker, financial institution or other intermediary of such shareholders no later than the Notification Deadline. The company shall determine the ownership of the shares at the Record Date based solely on the aforementioned information.



The company encourages such shareholders to participate in the meetings through the U.S. proxy card that will be provided to them and according to the accompanying instructions. Should such shareholder nevertheless wish to attend the meetings in person, such holder is referred to "Attending the meeting in person".

*2. Attending the meeting in person.*

A. European Shares

All shareholders, holding European Shares, wishing to attend the shareholders' meetings in person must notify the company as set out below no later than the Notification Deadline:

- electronically on the Lumi Connect platform via the link <https://www.lumiconnect.com/en/events> (in case of dematerialised European Shares, whether or not through the intervention of a financial intermediary acting on instruction of the shareholder);
- by e-mail to the company as set out in Section III (Notifications) below;
- by post addressed to the company as set out in Section III (Notifications) below.

In addition, proof of identification may be asked when entering the meeting room.

If a shareholder, holding European Shares, decides not to register electronically via the Lumi Connect Platform and decides to notify the company via e-mail or post, the following procedures should be followed:

*(a) Holders of European Shares (registered shares)*

Owners of registered European Shares wishing to attend the shareholders' meetings must complete the attendance form included as part of their individual notice and notify the company thereof by the Notification Deadline.

*(b) Holders of European Shares (dematerialised shares)*

Holders of dematerialised European Shares must complete and submit to the company no later than the Notification Deadline, the attendance form, which is available on the company's website, together with proof of registration that is provided by such holder's financial institution.

B. U.S. Shares

All shareholders, holding US Shares, wishing to attend the shareholders' meetings in person must notify the company as set out below and in Section III (Notifications) no later than the Notification Deadline.

*(a) Holders of U.S. Shares reflected directly in the U.S. Share Register (not through DTCC)*



The holders of U.S. Shares registered directly in the U.S. Share Register wishing to attend the shareholders' meetings must complete and submit to the company no later than the Notification Deadline, the attendance form included as part of their individual notice. Holders are strongly encouraged to contact the company to ensure admission to the meetings.

*(b) Holders of U.S. Shares reflected indirectly in the U.S. Share Register (through DTCC)*

Holders of U.S. Shares registered indirectly in the U.S. Share Register, through CEDE & Co., the nominee holder of the U.S. Shares held for the beneficial owners through the DTCC system, wishing to attend the shareholders' meetings must complete and submit to the company no later than the Notification Deadline, the attendance form available on the company's website together with an account statement or letter from a broker, bank or other nominee indicating that such holder was the owner of the shares on the Record Date. Holders are strongly encouraged to contact the company to ensure admission to the meetings.

#### **HOLDERS OF U.S. SHARES:**

**IF YOU DECIDE TO PARTICIPATE IN THE MEETINGS THROUGH A PROXY (CARD), PLEASE FOLLOW THE ACCOMPANYING INSTRUCTIONS. IF YOU ATTEND THE MEETINGS, YOU MAY REVOKE YOUR PROXY (CARD) UNTIL THE NOTIFICATION DEADLINE AND VOTE IN PERSON.**

#### *3. Powers of attorney – U.S. proxy card*

Each shareholder may appoint a special proxy to represent him or her at the shareholders' meetings or issue their votes through a U.S. proxy card, as the case may be. In the first case, the original proxy for this purpose must be submitted to the company.

*(a) Holders of European Shares (registered shares)*

Holders of registered European Shares who want to appoint a special proxy must complete:

- the electronic proxy available to the shareholders who have registered electronically by using the Lumi Connect platform, using the link <https://www.lumiconnect.com/en/events> where the shareholder can issue a proxy with voting instructions via an electronic form, no later than the Notification Deadline; or
- the proxy form included as part of their individual notice and submit the original form to Euroclear Belgium, attn. Issuer Services, 1 Boulevard du Roi Albert II, 1210 Brussels (Belgium) (copy by e-mail: [ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com) / fax: +32 2 337 54 46) no later than the Notification Deadline.



*(b) Holders of European Shares (dematerialised shares)*

Holders of dematerialised European Shares who want to appoint a special proxy must complete:

- the electronic proxy available to the shareholders who have registered electronically by using the Lumi Connect platform, using the link <https://www.lumiconnect.com/en/events> where the shareholder can issue a proxy with voting instructions via an electronic form, no later than the Notification Deadline; or
- the proxy form available on the company's website and submit the original form to Euroclear Belgium no later than the Notification Deadline, attn. Issuer Services, Koning Albert II-laan 1, 1210 Brussel (copy by e-mail: [ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com) / fax: +32 2 337 54 46). Holders of dematerialised European Shares who wish to vote by proxy, must also comply with the conditions to participate in the meetings, as described above in '1. Record date – (b) Holders of European Shares (dematerialised shares)'.

*(c) Holders of U.S. Shares reflected directly in the U.S. Share Register (not through DTCC)*

Holders of U.S. Shares reflected directly in the U.S. Share Register who want to appoint a special proxy are strongly encouraged to use the U.S. proxy card that will be provided to them and according to the accompanying instructions. Subsequently, the required information will be provided to the company through the broker, financial institution or other intermediary no later than the Notification Deadline.

*(d) Holders of U.S. Shares reflected indirectly in the U.S. Share Register (through DTCC)*

Holders of U.S. Shares reflected indirectly in the U.S. Share Register through CEDE & Co., the nominee holder of the U.S. Shares held for the beneficial owners through the DTCC system, who want to appoint a special proxy are strongly encouraged to use the U.S. proxy card that will be provided to them and according to the accompanying instructions. Subsequently, the required information will be provided to the company through the broker, financial institution or other intermediary no later than the Notification Deadline.

*All shareholders must carefully read and comply with the instructions on the company's website, in the Meeting Materials and accompanying the U.S. proxy card in order to be validly represented at the shareholders' meetings. No other forms will be accepted, nor will proxy forms completed without complying with the instructions.*



4. *Voting by letter by holders of European Shares (both registered and dematerialised shares)*

Holders of registered or dematerialised European Shares who want to vote upfront prior to the meetings by letter, must complete:

- the advance electronic vote that can be cast on the Lumi Connect platform, using the link <https://www.lumiconnect.com/en/events>, no later than the Notification Deadline; or
- the designated form for voting by letter available on the company's website, of which a completed signed original form should be provided at the latest on the Notification Deadline to Euroclear Belgium, for the attention of Issuer Services, Koning Albert II-laan, 1, 1210 Brussels (copy by e-mail: [ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com) / fax: +32 2 337 54 46). Moreover, holders of dematerialised European Shares who want to vote by letter, have to comply with the conditions to participate in the meetings, as described above in "1. Record date – (b) Holders of European Shares (dematerialised shares).

II. Shareholders' rights

*The company will distribute the convening notice and agenda, attendance form, attendance guidelines and proxy form (the "Meeting Materials") to (i) holders of European Shares (registered shares) and holders of U.S. Shares directly reflected in the U.S. Share Register through an individual mailing by the company no later than 22 April 2025; and (ii) holders of European Shares (dematerialised shares) through the website and the press no later than 22 April 2025; and (iii) holders of U.S. Shares reflected indirectly in the U.S. Share Register (through DTCC) through a mailing as of 22 April 2025. Holders of U.S. Shares will additionally be provided with a U.S. proxy card. Taking into account the geographical spread of the shareholders and in order to enable holders of U.S. Shares to participate in the meetings, Broadridge will take all appropriate measures to provide the holders of U.S. Shares with the Meeting Materials and the U.S. proxy card timely. **Only shareholders complying with all conditions of admission for attendance to the meetings outlined above shall be entitled to vote at the meetings.***

A copy of the documents and reports mentioned in the agenda of the shareholders' meetings and of those that need to be submitted to said meetings can be obtained by the shareholders, free of charge, thirty days before the shareholders' meetings at the company's registered office, at the address mentioned below.

One or more shareholders having at least 3% of the share capital of the company may add items to the agenda of the shareholders' meetings and may file proposals of resolution relating to already existing agenda items. These shareholders must notify the company of their proposals at the latest on **30 April 2025**.

Following such notification, the company will publish a revised agenda no later than **07 May 2025**.





Shareholders may ask questions in writing to the supervisory board prior to the shareholders' meetings by sending such questions to the company, or via the Lumi Connect platform (<https://www.lumiconnect.com/en/events>), no later than **16 May 2025 at 5.00 pm (Belgian time)**.

Shareholders must carefully read and comply with the instructions on the company's website in this respect.

### III. Notifications

Unless specified otherwise above, all notifications must be sent to one of the following addresses:

CMB.TECH NV  
Company Secretary – General Meetings De  
Gerlachekaai 20  
2000 Antwerp Belgium

E-mail address: [shareholders@cmb.tech](mailto:shareholders@cmb.tech)  
Attention: Company Secretary – General Meetings

Each of the aforementioned deadlines means the latest date on which the notification must be received by the company. When sent by post mail, the date of the postmark is determining for assessing the compliance with this obligation. When sent by email, the date of the email is determining for assessing the compliance with this obligation.

All documents and other information required for purposes of the shareholders' meetings are available from the above-mentioned address and from the company's website: [www.cmb.tech](http://www.cmb.tech).

### IV. Data protection

CMB.TECH is responsible for the processing of personal data received from, or collected about, holders of securities issued by the company and proxy holders in the context of shareholders' meetings. The company will process such data solely for the purposes of the organisation and conduct of the relevant shareholders' meetings, including the convening notices, registrations, attendance and voting, as well as for maintaining lists or registers of security holders, and the analysis of the investor and security holder base of the company. These data include, amongst others, identification data, the number and nature of securities of a holder of securities issued by the company, proxies and voting instructions. CMB.TECH may also transfer this data to third parties for the purposes of assistance or services to the company in connection with the foregoing. The company will process such data, mutatis mutandis, in accordance with the CMB.TECH Privacy Statement, available on the company's website (<https://cmb.tech/privacy-policy/>). The company informs the holders of securities issued by the company and proxy holders of the rights they may have as data subjects, such as, among others, the right to access, the right to rectify and the right to object to processing, which are described in detail in the aforementioned Privacy Statement. To exercise rights as a data subject and for all other information regarding the processing of personal data by or on behalf of the company, the company can be contacted by e-mail at [dpo@cmb.tech](mailto:dpo@cmb.tech).