



**POWER OF ATTORNEY ORDINARY, SPECIAL AND EXTRAORDINARY SHAREHOLDERS'  
MEETINGS<sup>1</sup>  
Of Thursday 22 May 2025**

This proxy should be used by holders of European nominative shares and European dematerialised shares of CMB.TECH NV (the "Company") who want to be represented by a proxy holder at the meetings and have not used the Lumi Connect platform to register (as stipulated in the convening notice – if you have registered via the Lumi Connect platform please use this platform to complete the electronic proxy form available on <https://www.lumiconnect.com/en/events>). The body corporates and the shareholders who wish to be represented are kindly requested to use this proxy form, drawn up by the Supervisory Board, or, as the case may be, issue their votes through a U.S. proxy card. Other proxy forms, with the exception of the electronic proxy form via the Lumi Connect platform, will not be accepted.

According to the applicable legal provisions and article 35 of the company's articles of association, every owner of a share may appoint one special proxyholder to represent him at the shareholders' meetings. The joint owners, usufructuaries and bare owners, the pledgees and the pledgors must respectively be represented by one and the same person.

This proxy does not constitute a proxy solicitation in the sense of articles 7:144 or 7:145 of the Belgian Code of Companies and Associations.

Each shareholder using this proxy form must ensure an original completed and signed form reaches Euroclear Belgium, for the attention of Issuer Services, Koning Albert II-laan 1, 1210 Brussel at the latest on the sixth calendar day prior to the meetings, i.e. on or before **Friday, 16 May 2025 at 5.00 p.m. Belgian time** at the latest (the "Notification Deadline") (and a copy by e-mail: [ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com) (cc: [shareholders@cmb.tech](mailto:shareholders@cmb.tech)) or by fax: +32 2 337 54 46).

Shareholders who wish to be represented by proxy must also register for the meetings, as described in the notice convening the shareholders' meetings.

The holders of dematerialised European Shares, who have not used the Lumi Connect platform to register (as stipulated in the convening notice), should request their financial institution (i) to issue a certificate stating the number of dematerialized shares registered in the name of the shareholder in its books on the Record Date, and (ii) to send it directly to Euroclear Belgium, attn. Issuer Services, 1 Boulevard du Roi Albert II, 1210 Brussels (Belgium) (e-mail: [ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com) / fax: +32 2 337 54 46) at the latest by **Friday 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.

The holders of U.S. Shares reflected directly in the U.S. Share Register may only participate 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 on the Notification Deadline at 5.00 pm (Belgian time).

Should these shareholders nevertheless wish to use this power of attorney, they are strongly encouraged to contact the company timely to ensure the validity of the votes issued as well as the power of attorney.

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<sup>1</sup> Capitalized terms which are not defined in this power of attorney form have the meaning set forth in the conditions of admission included in the convening notice.



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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 participate 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 on the Notification Deadline at 5.00 pm (Belgian time).

Should these shareholders nevertheless wish to use this power of attorney, they are strongly encouraged to contact the company timely to ensure the validity of the votes issued as well as the power of attorney.



**POWER OF ATTORNEY ORDINARY, SPECIAL AND EXTRAORDINARY SHAREHOLDERS'  
MEETINGS**

**of Thursday, 22 May 2025**

The undersigned<sup>2</sup> \_\_\_\_\_

Residing at<sup>3</sup> \_\_\_\_\_  
\_\_\_\_\_

Owner of:

- \_\_\_\_\_<sup>4</sup> European Shares (registered shares)
- \_\_\_\_\_<sup>4</sup> European Shares (dematerialised shares)
- \_\_\_\_\_<sup>4</sup> U.S. Shares (reflected directly in the U.S. Share Register  
(not through DTCC))
- \_\_\_\_\_<sup>4</sup> U.S. Shares (reflected indirectly in the U.S. Share Register  
(through DTCC))

at the Record Date of the Company,

hereby appoints as special attorney<sup>5</sup>:

- \_\_\_\_\_, residing at \_\_\_\_\_<sup>6</sup>

<sup>2</sup> Name and first names of the shareholder. In case the shareholder is a legal entity, also the name(s) and function(s) of the representative(s).

<sup>3</sup> Address or registered office of the shareholder.

<sup>4</sup> Number and nature of the owned shares.

<sup>5</sup> Please tick the appropriate box.

<sup>6</sup> First name, name and address of the proxy holder. The absence of information regarding the proxy holder will be considered as a grant of power of attorney to Mr. Peter Laurijssen, Legal Director and/or Ms. Kathleen Denoodt, Legal Counsel.



- Mr. Peter Laurijssen, Legal Director and/or Ms. Kathleen Denoodt, Legal Counsel<sup>7</sup>, choosing residence for this purpose at the registered address of the Company.

In order to represent him (her) at the shareholders' meetings of aforementioned Company to be held on **Thursday, 22 May 2025 at 10.00 a.m. Belgian time** in 2000 Antwerp, De Gerlachekaai 20, with the agendas mentioned hereafter, as well as at any other postponed or adjourned meetings with the same agendas; sign the attendance lists and all other deeds or minutes, if necessary, participate in any and all deliberations, vote on the various items on the agendas of aforementioned meetings according the voting instructions and other stipulations in this form, substitute and in general do everything he (she) deems necessary, provided the articles of association and applicable legal provisions are abided by, promising to ratify and approve everything done in his/her name.

### **Agenda of the ordinary general meeting with proposed resolutions**

#### **Report of the supervisory board and of the statutory auditor for the financial year closed on 31 December 2024**

*This agenda item does not require your vote.*

#### **Acknowledgment and approval of the remuneration report**

Proposed decision:

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

Vote:

**For / Against / Abstention**

#### **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."*

Vote:

**For / Against / Abstention**

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<sup>7</sup> Mr. Peter Laurijssen, Legal Director and/or Ms. Kathleen Denoodt, Legal Counsel, are employees of the Company and consequently have a potential conflict of interest as set out in article 7:143 Belgian Code of Companies and Associations. In event of a potential conflict of interest, this proxy holder shall only vote in execution of the proxy in accordance with the specific voting instructions included in this proxy. In the absence of specific voting instructions, the proxy holder shall be deemed to have received the specific instruction to vote against this item.

**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.”*

**Vote:**

**For / Against / Abstention**

**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**

5.1 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.”*

**Vote:**

**For / Against / Abstention**

5.2 Proposed decision:

*“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.”*

**Vote:**

**For / Against / Abstention**

**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."*

**Vote:**

**For / Against / Abstention**

**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."*

**Vote:**

**For / Against / Abstention**

**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."*

**Vote:**

**For / Against / Abstention**

**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."*

**Vote:**

**For / Against / Abstention**

**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."*

**Vote:**

**For / Against / Abstention**

**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."*

**Vote:**

**For / Against / Abstention**



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**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 Aïau 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.”*

Vote:

**For / Against / Abstention**





**Agenda of the special general meeting  
with proposed resolutions**

**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")."*

Vote:

**For / Against / Abstention**

- 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"."*

Vote:

**For / Against / Abstention**



- 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"."*

Vote:

**For / Against / Abstention**

- 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"."*

Vote:

**For / Against / Abstention**

- 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".*

**Vote:**

**For / Against / Abstention**

- 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".*

**Vote:**

**For / Against / Abstention**

- 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."*

**Vote:**

**For / Against / Abstention**

- 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*



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*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."*

**Vote:**

**For / Against / Abstention**



**Agenda of the extraordinary general meeting  
with proposed resolutions**

**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."*

Vote:

**For / Against / Abstention**

**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 22 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 22 May 2025. This authorization can be extended in accordance with the at the time of the renewal prevailing legal provisions."

**Vote:**

**For / Against / Abstention**

**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."*

**Vote:**

**For / Against / Abstention**



- 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."*

Vote:

**For / Against / Abstention**

- 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."*

Vote:

**For / Against / Abstention**

- 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."*

Vote:

**For / Against / Abstention**

- 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."*

Vote:

**For / Against / Abstention**



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\* \* \*





The proxy holder will vote on behalf of the undersigned in accordance with the voting instructions given. In the absence of voting instructions given to the proxy holder in respect of the various items on the agendas, or in the event that, for whatever reason, there is a lack of clarity in the voting instructions given or if there should be a vote on decisions to be taken by the shareholders' meetings on the agendas of the meetings in compliance with the Belgian Code of Companies and Associations, the proxy holder shall always vote on a proposed resolution as recommended by the supervisory board.

The proxy holder declares being informed of the fact that, after the publication of the convening notice, one or more shareholders who together hold at least 3% of the Company's share capital may have new items placed on the agendas of the shareholders' meetings of the Company or new proposed resolutions relating to the items included or to be included on the agendas. The Company shall announce an amended agenda no later than 07 May 2025, if it has validly received new items or proposed resolutions to be included in the agendas of the shareholders' meetings. In this case, the Company shall provide the shareholders with a new proxy form containing these new items or proposed resolutions, and the following rules shall apply:

- (a) if this power of attorney was validly notified to the Company prior to the publication of the amended agendas for the meetings, this power of attorney shall remain valid with respect to the items on the agendas of the meetings originally specified in the convening notice;
- (b) if the Company has published an amended agenda containing one or more **new proposals for decision** on items originally included on the agendas, the law requires the proxy holder to deviate, during the meetings, from any voting instructions originally given by the principal, if, in the proxy holder's opinion, the implementation of such instructions could damage the interest of the principal. The proxy holder shall notify the principal thereof; and
- (c) if the Company has announced an amended agenda containing new items, the law requires that this power of attorney states whether the proxy holder is authorised to vote on these new items or whether it must abstain.

Taking into account the indications given in point (c) above:<sup>8</sup>

- authorises the proxy holder to vote on the new items to be included on the agendas of the meetings;
- instructs the proxy holder to abstain from voting on the new items to be included on the agendas of the meetings.

This proxy form shall also serve as notification within the meaning of article 7:134,§2, lid 3 of the Belgian Code of Companies and Associations for the shareholders' meetings of the Company of 22 May 2025.

Drawn up at \_\_\_\_\_, on \_\_\_\_\_ 2025

The signature should be preceded by the handwritten mention "Good for proxy".<sup>9</sup>

<sup>8</sup> Please tick the appropriate box. If the principal has not ticked any of these boxes above or if he has ticked both, the proxy holder will have to abstain from voting on the new items to be included on the agendas of the meetings.

<sup>9</sup> Bodies corporate need to mention the full name and title of the signatory/-ies.



**CMB**  
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Limited Liability Company  
Registered offices:  
De Gerlachekaai 20, 2000 Antwerpen  
Enterprise number: 0860.402.767

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*[Signature]*