



Limited liability company  
De Gerlachekaai 20, 2000 Antwerpen, Belgium  
Enterprise number 0860.402.767,  
registered within the jurisdiction of the Commercial Court of Antwerp

**POWER OF ATTORNEY SPECIAL SHAREHOLDERS' MEETING<sup>1</sup>  
of Wednesday 7 February 2024**

This proxy should be used by holders of European nominative shares and European dematerialised shares of Euronav NV (the "Company") who want to be represented by a proxy holder at the meeting 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 entities 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 special shareholders' meeting. 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 meeting, i.e. on or before **Thursday, 1 February 2024 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@euronav.com](mailto:shareholders@euronav.com)) or by fax: +32 2 337 54 46).

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

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 **Thursday 1 February 2024, 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' meeting 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.

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' meeting 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).

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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.

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 SPECIAL SHAREHOLDERS' MEETING**  
**of Wednesday, 7 February 2024**

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>
- Ms. Sofie Lemlijn, General Counsel and/or Ms. Maxime Van der Weehe, Secretary General<sup>7</sup>, choosing residence for this purpose at the registered address of the Company.

In order to represent him (her) at the special shareholders' meeting of aforementioned Company to be held on **Wednesday, 7 February 2024 at 11.00 a.m. Belgian time** in 2000 Antwerp, De Gerlachekaai 20, with the agenda mentioned hereafter, as well as at any other postponed or adjourned meeting with the same agenda; 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 agenda of aforementioned meeting 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.

<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 Ms. Sofie Lemlijn, General Counsel, and/or Ms. Maxime Van der Weehe, Secretary General.

<sup>7</sup> Ms. Sofie Lemlijn, General Counsel, and/or Ms. Maxime Van der Weehe, Secretary General, 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.

## **Agenda of the special shareholders' meeting with proposed resolutions**

### **1. Approval of the envisaged purchase of 100% of the shares of CMB.Tech NV in accordance with article 7:152 of the Belgian Code on Companies and Associations**

Proposed decision:

The general meeting approves, and to the extent necessary, ratifies, in accordance with article 7:152 of the Belgian Code on Companies and Associations, the envisaged purchase of 100% of the shares of CMB.Tech NV, in accordance with the share purchase agreement dated 22 December 2023 between CMB NV (as seller) and Euronav NV (as buyer).

**Vote:**

If no choice is indicated, the mandatary will vote as recommended by the Supervisory Board.

**For / Against / Abstention**

### **2. Acknowledgement of voluntary resignation and approval of cooptation of members of the supervisory board**

2.1. Proposed decision:

The general meeting acknowledges, and to the extent necessary, ratifies, the resignation as members of the supervisory board by: (i) Mrs. Grace Reksten Skaugen with effect on 22 November 2023, (ii) Mr. Ole Henrik Bjørge with effect on 22 November 2023, (iii) Mr. Cato H. Stonex with effect on 22 November 2023, (iv) Mr. John Fredriksen with effect on 22 November 2023 and (v) Mr. Patrick De Brabandere with effect on 31 December 2023.

**Vote:**

If no choice is indicated, the mandatary will vote as recommended by the Supervisory Board.

**For / Against / Abstention**

2.2. Proposed decision:

The general meeting confirms the cooptation by the supervisory board of Mr. Patrick Molis as independent member of the supervisory board, with effect on 22 November 2023 until the ordinary general meeting to be held in 2026.

**Vote:**

If no choice is indicated, the mandatary will vote as recommended by the Supervisory Board.

**For / Against / Abstention**

2.3. Proposed decision:

The general meeting confirms the cooptation by the supervisory board of Mrs. Catharina Scheers as independent member of the supervisory board, with effect on 22 November 2023 until the ordinary general meeting to be held in 2026.

**Vote:**

If no choice is indicated, the mandatary will vote as recommended by the Supervisory Board.

**For / Against / Abstention**

2.4. Proposed decision:

The general meeting confirms the cooptation by the supervisory board of Mr. Bjarte Bøe as member of the supervisory board, with effect on 22 November 2023 until the ordinary general meeting to be held in 2026.

**Vote:**

If no choice is indicated, the mandatary will vote as recommended by the Supervisory Board.

**For / Against / Abstention**

2.5. Proposed decision:

The general meeting confirms the cooptation by the supervisory board of Debemar BV, permanently represented by Mr. Patrick De Brabandere as member of the supervisory board, with effect on 1 January 2024 until the ordinary general meeting to be held in 2026.

**Vote:**

If no choice is indicated, the mandatary will vote as recommended by the Supervisory Board.

**For / Against / Abstention**

### **3. Interim discharge to the members of the supervisory board**

3.1. Proposed decision:

The general meeting grants interim discharge to Mrs. Grace Reksten Skaugen who was a member of the supervisory board since the end of the financial year 2022 up until her voluntary resignation with effect on 22 November 2023, for the execution of her mandate in the course of this period.

**Vote:**

If no choice is indicated, the mandatary will vote as recommended by the Supervisory Board.

**For / Against / Abstention**

3.2. Proposed decision:

The general meeting grants interim discharge to Mr. Ole Henrik Bjørge who was a member of the supervisory board since 17 May 2023 up until his voluntary resignation with effect on 22 November 2023, for the execution of his mandate in the course of this period.

**Vote:**

If no choice is indicated, the mandatary will vote as recommended by the Supervisory Board.

**For / Against / Abstention**

3.3. Proposed decision:

The general meeting grants interim discharge to Mr. Cato H. Stonex who was a member of the supervisory board since 23 March 2023 up until his voluntary resignation with effect on 22 November 2023, for the execution of his mandate in the course of this period.

**Vote:**

If no choice is indicated, the mandatary will vote as recommended by the Supervisory Board.

**For / Against / Abstention**

3.4. Proposed decision:

The general meeting grants interim discharge to Mr. John F. Fredriksen who was a member of the supervisory board since 23 March 2023 up until his voluntary resignation with effect on 22 November 2023, for the execution of his mandate in the course of this period.

**Vote:**

If no choice is indicated, the mandatary will vote as recommended by the Supervisory Board.

**For / Against / Abstention**

3.5. Proposed decision:

The general meeting grants interim discharge to Mr. Patrick De Brabandere who was a member of the supervisory board since 23 March 2023 up until his voluntary resignation with effect on 31 December 2023, for the execution of his mandate in the course of this period.

**Vote:**

If no choice is indicated, the mandatary will vote as recommended by the Supervisory Board.

**For / Against / Abstention**

**4. Approvals of change of control clauses in credit agreements in accordance with Article 7:151 of the Belgian Code on 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 facilities agreement dated 7 November 2023 made between, inter alios, (i) Euronav NV as borrower, (ii) the companies listed therein as guarantors, (iii) Nordea Bank Abp, Filial i Norge and certain others as mandated lead arrangers, (iv) Nordea Bank Abp, Filial i Norge and certain others as bookrunners, (v) Nordea Bank Abp, Filial i Norge as global coordinator, (vi) the financial institutions named therein as lenders, (vii) the financial institutions named therein as hedge counterparties, (viii) Nordea Bank Abp, filial i Norge as agent and security agent in respect of a facility of up to \$1,290,000,000 comprising a revolving credit facility of up to \$725,000,000, a transition term loan facility of up to \$375,000,000 and newbuilding term loan facility of up to \$190,000,000.

**Vote:**

If no choice is indicated, the mandatary will vote as recommended by the Supervisory Board.

**For / Against / Abstention**

**5. 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 Mrs. Sofie Lemlijn and Ms. Maxime Van der Weehe 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:**

If no choice is indicated, the mandatary will vote as recommended by the Supervisory Board.

**For / Against / Abstention**

**6. Miscellaneous**

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 agenda, 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 special shareholders' meeting on the agenda of the meeting 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 agenda of the special shareholders' meeting of the Company or new proposed resolutions relating to the items included or to be included on the agenda. The Company shall announce an amended agenda no later than 23 January 2024, if it has validly received new items or proposed resolutions to be included in the agenda of the special shareholders' meeting. 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 agenda for the meeting, this power of attorney shall remain valid with respect to the items on the agenda of the meeting 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 agenda, the law requires the proxy holder to deviate, during the meeting, 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 agenda of the meeting;
- instructs the proxy holder to abstain from voting on the new items to be included on the agenda of the meeting.

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 special shareholders' meeting of the Company of 7 February 2024.

Drawn up at \_\_\_\_\_, on \_\_\_\_\_ 2024

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

\_\_\_\_\_

[Signature]

<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 agenda of the meeting.

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