



Limited Liability Company  
De Gerlachekaai 20, 2000 Antwerp, Belgium  
Enterprise number 0860.402.767, LER Antwerp

**POWER OF ATTORNEY SPECIAL GENERAL MEETING<sup>1</sup>  
of Tuesday 2 July 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>). 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 general 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 **Wednesday, 26 June 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 general 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 **Wednesday 26 June 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 general 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 general 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 GENERAL MEETING  
of Tuesday, 2 July 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. Maxime Van der Weehe, Secretary General<sup>7</sup>, and/or Ms. Emma De Jonge, Legal Counsel choosing residence for this purpose at the address of the Company.

In order to represent him (her) at the special general meeting of aforementioned Company to be held on **Tuesday, 2 July 2024 at 10.30 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 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. Maxime Van der Weehe, Secretary General, and/or Ms. Emma De Jonge, Legal Counsel.

<sup>7</sup> Ms. Maxime Van der Weehe, Secretary General, and/or Ms. Emma De Jonge, 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.

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

- 1 Distribution to shareholders of USD 0.88 per share from the available share premium and authorisation to the Supervisory Board to set the payment date and pay the distribution to shareholders during the 2024 financial year.**

Proposed decision:

*"The special general meeting decides to approve a distribution to shareholders from the available share premium (made available pursuant to the resolution of the extraordinary general meeting of 10 November 2021) of USD 0.88 per share to be paid to shareholders in 2024 and authorises the Supervisory Board to set the date on which it becomes payable. For the avoidance of doubt, treasury shares are not entitled to such distribution to shareholders."*

**Vote:**

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

**For / Against / Abstention**

- 2 Intermediary dividend to shareholders of USD 0.27 per share and authorisation to the Supervisory Board to set the payment date and pay the intermediary dividend to shareholders during the 2024 financial year.**

Proposed decision:

*"The special general meeting decides to approve an intermediary (gross) dividend to shareholders of USD 0.27 per share to be paid to shareholders in 2024 and authorises the Supervisory Board to set the date on which it becomes payable."*

**Vote:**

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

**For / Against / Abstention**

- 3 Approval, pursuant to article 7:151 of the Belgian Code of Companies and Associations, of clauses included in a credit agreement regarding change of control.**

Proposed decision:

*"The special general meeting approves and ratifies, to the extent necessary, in accordance with article 7:151 of the Belgian Code of Companies and Associations, all clauses of the following credit agreement providing for a possibility of early repayment and/or termination in the event of change of control in the Company: the bareboat financing entered into between CMB.TECH and Bank of China Limited, Beijing Branch on 22 September 2023, whereby Euronav, as of 2 May 2024, acts as "guarantor" for 2 bulk carriers of Xiang T63 HK International Ship Lease Co. Limited (owner of the vessels)."*

**Vote:**

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

**For / Against / Abstention**

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

Proposed decision:

*"The special general meeting decides to grant authority to Ms. Maxime Van der Weehe, Ms. Emma De Jonge and Ms. Wendy De Mesmaecker 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**

**5 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 general 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 general 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 17 June 2024, if it has validly received new items or proposed resolutions to be included in the agenda of the special general 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.

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<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.

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 general meeting of the Company of Tuesday 2 July 2024.

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

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

\_\_\_\_\_

*[Signature]*

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