



Limited Liability Company
Registered offices: De Gerlachekaai 20, 2000 Antwerp
Enterprise number 0860.402.767

FREE TRANSLATION
CONVENING NOTICE

The board of directors invites the shareholders on Wednesday 9 May 2018, in 2000 Antwerp, Schaliënstraat 5 to attend the ordinary general meeting, at 11 a.m. to deliberate on the agenda mentioned below containing proposed decisions.

The ordinary general meeting shall take place on 9 May 2018, irrespective of the portion of the capital represented by such shareholders.

Agenda of the ordinary general meeting

1 Report of the board of directors and of the statutory auditor for the financial year closed on 31st December 2017

2 Acknowledgment and approval of the remuneration report

Proposed decision:

The general meeting resolves as follows:

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

3 Approval of the annual accounts of the company for the financial year closed on 31st December 2017

Proposed decision:

The general meeting resolves as follows:

"The annual accounts for the financial year closed on 31st December 2017, prepared by the board of directors, are approved."

4 Allocation of the results for the financial year as at 31st December 2017

Proposed decision:

The general meeting resolves as follows:

"The loss of the financial year ending on 31st December 2017 is USD 25,023,826.30 thus, together with the profit carried forward of the previous financial year in an amount of USD 199,652,152.68, resulting in a profit of USD 174,628,326.38 to be allocated.

This amount is distributed as follows:

| | |
|----------------------------------|----------------------------------|
| <i>1. Reserves:</i> | <i>USD 0.00</i> |
| <i>2. Gross dividend (*)</i> | <i>USD 19,105,073.88</i> |
| <i>3. To be carried forward:</i> | <i><u>USD 155,523,252.50</u></i> |
| <i>Total:</i> | <i>USD 174,628,326.38"</i> |

(*) The total gross dividend paid in relation to 2017 thus amounts to USD 0.12 per share. Taking into account the gross dividend of USD 0.06 per share already paid in 2017 (5 October), a balance of a gross amount of USD 0.06 per share shall be payable as of 23 May 2018.

5 Discharge (release of liability) granted to the directors and to the statutory auditor, by means of separate voting, for the execution of their mandate in the course of the financial year 2017

Proposed decision:

The general meeting resolves as follows:

"Discharge is granted to the directors of the company: Mrs. Grace Reksten Skaugen and Anne-Hélène Monsellato and Messrs. Carl Steen, Patrick Rodgers, Daniel Bradshaw, William Thomson and Ludovic Saverys, all directors, for any liability arising from the execution of their mandate in the course of the financial year under revision.

Discharge is also granted to Mrs. Alice Wingfield Digby for the period of 1 January 2017 until 11 May 2017, effective date of the end of her mandate as director; and

Discharge is granted to the auditor of the company: KPMG Bedrijfsrevisoren represented by Mr. Götwin Jackers (partner) for the period from 1 January 2017 until the end of the financial year 2017, for any liability arising from the execution of his mandate in the course of the financial year under revision."

6 Appointment and reappointment of directors

Proposed decision:

The general meeting resolves as follows:

"The general meeting resolves to reappoint Mr. Carl Steen, whose term of office expires today, as director for a term of four years, until and including the ordinary general meeting to be held in 2022. Mr. Carl Steen can be considered independent under Belgian law. The general meeting further acknowledges the determination of the Board of Directors that Mr. Carl Steen can be considered independent under SEC and NYSE rules.

The general meeting resolves to reappoint Mrs. Anne-Hélène Monsellato, whose term of office expires today, as independent director for a term of four years, until and including the ordinary general meeting to be held in 2022. Mrs Anne-Hélène Monsellato can be considered independent under Belgian law. The general meeting further acknowledges the determination of the Board of Directors that Mrs Anne-Hélène Monsellato can be considered independent under SEC and NYSE rules.

The general meeting resolves to reappoint Mr. Ludovic Saverys, whose term of office expires today, as director for a term of three years, until and including the ordinary general meeting to be held in 2021.

The general meeting resolves to reappoint Mr. William Thomson, whose term of office expires today, as independent director until the closing date of the merger with Gener8 Maritime Inc., or for a term of two years, until and including the ordinary general meeting to be held in 2020, whichever comes first. Mr. William Thomson can be considered independent under Belgian law. The general meeting further acknowledges the determination of the Board of Directors that Mr. William Thomson can be considered independent under SEC and NYSE rules. Should the closing of the merger occur prior to this annual meeting, this agenda item will no longer be valid.

The general meeting resolves to appoint Mr. Steven D. Smith as independent director, on condition the Merger with Gener8 Maritime Inc. has become effective. Mr. Smith will be appointed independent director as from the date of closing of the Merger for a period of three years, until and including the ordinary general meeting to be held in 2021. It appears from the information available to the company and from information provided by Mr. Steven D. Smith that the applicable legal requirements with respect to independence under Belgian law are satisfied. The general meeting acknowledges the determination of the Board of Directors that Mr. Steven D. Smith can be considered independent under SEC and NYSE rules."

7 Acknowledgment of replacement of representative of the external auditors

Proposed decision:

"The general meeting acknowledges that Mrs Patricia Leleu (partner) will replace Mr. Götwin Jackers (partner) as permanent representative of the external auditor of the company, KPMG Bedrijfsrevisoren, as from the date of this meeting."

8 Remuneration of the directors

Proposed decision:

The general meeting resolves as follows:

"For the execution of his/her mandate, every director receives a gross fixed annual remuneration of EUR 60,000. The chairman receives a gross fixed annual remuneration of EUR 160,000. Each director, 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.

Contrary to what is stipulated above, Mr. Daniel R. Bradshaw receives a gross fixed annual remuneration of EUR 20,000 for the execution of his director's mandate. He shall receive an attendance fee of EUR 10,000 for each board meeting attended.

Every member of the audit and risk committee receives a fixed annual fee of EUR 20,000 and the chairman of the audit and risk committee receives 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 and the corporate governance and nomination committee receives a fixed annual fee of EUR 5,000. The chairman of each of these committees receives a fixed annual fee of EUR 7,500. Each member of the remuneration committee and the corporate governance and nomination 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."

9 Remuneration of the statutory auditor

Proposed decision:

The general meeting resolves as follows:

"For the financial year ending 31 December 2018, the total amount of the remuneration for the statutory auditor is fixed at EUR 789,340 for the audit of the statutory and consolidated accounts, which includes the audit on financial reporting."

10 Approval in accordance with Article 556 of the Code of Companies of Condition 10 (Change of Control) of the long term incentive plan dated 16 February 2018.

Proposed decision:

The general meeting resolves as follows:

“The general meeting takes note of, approves and ratifies, in accordance with Article 556 of the Code of Companies, Condition 10 (Change of Control) of the long term incentive plan dated 16 February 2018.”

11 Miscellaneous



CONDITIONS OF ADMISSION

I. Admission requirements

In accordance with article 34 of the articles of association and article 536 Code of Companies, the shareholders have to fulfill the following requirements in order to be admitted to the shareholders' meeting and to exercise their right to vote at the meeting in person or by proxy (card).

All shareholders attending the shareholders' meeting in person are kindly requested to arrive at least 30 minutes in advance of the meeting. Registration will be closed 10 minutes prior to the start of the meeting.

The company's ordinary shares are comprised of (a) shares that are tradable on 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' meeting provided they have their shares recorded in their name (i.e. can proof they own these shares) on **Wednesday 25 April 2018** at 24:00 hours Belgian time (the "Record Date").

In view of the Record Date set for the company's shareholders' meeting, shareholders may not reposition shares between the Belgian Register and the U.S. Register during the period from 24 April 2018 at 9.00 am (Belgian time) until 26 April 2018 at 9.00 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' meeting if their shares are registered in the company's Belgian Share Register on the Record Date.

b. Holders of European Shares (dematerialised shares)

The holders of dematerialised European Shares should request their financial institution 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 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 / fax: +32 2 337 54 46) at the latest by **Thursday 3 May 2018**, 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' 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 the Notification Deadline. The company shall determine the ownership of the shares at the Record Date based solely on the aforementioned information.

The company strongly encourages such shareholders to participate in the meeting through the U.S. proxy card included in the Meeting Materials (as defined hereafter) and according to the accompanying instructions. Should such shareholder nevertheless wish to attend the meeting 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' 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 the Notification Deadline. The company shall determine the ownership of the shares at the Record Date based solely on the aforementioned information.

The company strongly encourages such shareholders to participate in the meeting through the U.S. proxy card included in the Meeting Materials and according to the accompanying instructions. Should such shareholder nevertheless wish to attend the meeting in person, such holder is referred to "Attending the meeting in person".

2. Attending the meeting in person.

All shareholders wishing to attend the shareholders' meeting in person must notify the company as set out in section III (Notifications) no later than the Notification Deadline. In addition, proof of identification may be asked when entering the meeting room.

a. Holders of European Shares (registered shares)

Owners of registered European Shares wishing to attend the shareholders' meeting 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 a proof of registration that is provided by such holder's financial institution.

c. 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' meeting 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 meeting.

d. 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' meeting 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 meeting.

HOLDERS OF U.S. SHARES:

IF YOU DECIDED TO PARTICIPATE IN THE MEETING THROUGH A PROXY (CARD), PLEASE FOLLOW THE INSTRUCTIONS PROVIDED WITH THE MEETING MATERIALS. IF YOU ATTEND THE MEETING, 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' meeting 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 Euroclear Belgium, attn. Issuer Services, 1 Boulevard du Roi Albert II, 1210 Brussels (Belgium) (e-mail: ebe.issuer@euroclear.com / fax: +32 2 337 54 46) no later than the Notification Deadline.

a. Holders of European Shares (registered shares)

Holders of registered European Shares who want to appoint a special proxy must complete 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) (e-mail:

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 proxy form available on the company's website and must submit the original form to Euroclear Belgium no later than the Notification Deadline.

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 included in the Meeting Materials 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 included in the Meeting Materials 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 and in the Meeting Materials in order to be validly represented at the shareholders' meeting. No other forms will be accepted, nor will proxy forms completed without complying with the instructions.

II. Shareholders' rights

*The company will distribute the convening notice and agenda, attendance form, attendance guidelines, annual report, proxy form and U.S. proxy card (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 on 6 April 2018; and (ii) holders of European Shares (dematerialised shares) through the website and the press on 6 April 2018; and (iii) holders of U.S. Shares reflected indirectly in the U.S. Share Register (through DTCC) through a mailing as of 6 April 2018. Taking into account the geographical spread of the shareholders and in order to enable holders of U.S. Shares to participate in the meeting, Broadridge will take all appropriate measures to provide the holders of U.S. Shares with the Meeting Materials timely. **Only shareholders complying with all conditions of admission for attendance to the meeting outlined above shall be entitled to vote at the meeting.***

A copy of the documents and reports mentioned in the agenda of the shareholders' meeting and of those that need to be submitted to said meeting can be obtained by the shareholders, free of charge, thirty days

before the shareholders' meeting 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' meeting 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 **Tuesday 17 April 2018**.

Following such notification, the company will publish a revised agenda no later than **Tuesday 24 April 2018**.

Shareholders may ask questions in writing to the board of directors prior to the shareholders' meeting by sending such questions to the company no later than **Thursday 3 May 2018 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:

Euronav NV
Company Secretary – General Meetings
De Gerlachekaai 20
2000 Antwerp
Belgium

Telefax: +32 3 247.44.09
Attention: Company Secretary – General Meetings

E-mail address: shareholdersmeeting2018@euronav.com

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 telefax or email, the date of the fax or email is determining for assessing the compliance with this obligation.

All documents and other information required for purposes of the shareholders' meeting are available from the above-mentioned address and from the company's website: www.euronav.com.

The board of directors