



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 ORDINARY SHAREHOLDERS' MEETING¹
Of Wednesday 17 May 2023

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 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 ordinary 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 7:145¹ 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, 11 May 2023 at 5.00 p.m. Belgian time** at the latest (the "Notification Deadline") (and a copy by e-mail: ebe.issuer@euroclear.com (cc: 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 ordinary 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 / fax: +32 2 337 54 46) at the latest by **Thursday 11 May 2023, 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).

¹ 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 ORDINARY SHAREHOLDERS' MEETING

of Wednesday, May 17, 2023

The undersigned² _____

Residing at³ _____

Owner of:

- _____⁴ European Shares (registered shares)
- _____⁴ European Shares (dematerialised shares)
- _____⁴ U.S. Shares (reflected directly in the U.S. Share Register (not through DTCC))
- _____⁴ U.S. Shares (reflected indirectly in the U.S. Share Register (through DTCC))

at the Record Date of the Company,

hereby appoints as special attorney⁵:

- _____, residing at _____⁶
- Ms. Sofie Lemlijn, Secretary General and/or Ms. Maxime Van der Weehe, Legal Counsel⁷, choosing residence for this purpose at the registered address of the Company.

In order to represent him (her) at the ordinary shareholders' meeting of aforementioned Company to be held on **Wednesday, 17 May 2023 at 10.30 a.m. Belgian time** in 2000 Antwerp, Schaliënstraat 3, 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.

² 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).

³ Address or registered office of the shareholder.

⁴ Number and nature of the owned shares.

⁵ Please tick the appropriate box.

⁶ 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, Secretary General, and/or Ms. Maxime Van der Weehe, Legal Counsel.

⁷ Ms. Sofie Lemlijn, Secretary General, and/or Ms. Maxime Van der Weehe, 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 ordinary shareholders' meeting with proposed resolutions

1 Report of the Supervisory Board and of the statutory auditor for the financial year closed on 31 December 2022

This agenda item does not require your vote.

2 Acknowledgment and approval of the remuneration report

Proposed decision:

The general meeting decides to approve the remuneration report.

Vote:

For / Against / Abstention

3 Approval of the annual accounts of the company for the financial year closed on 31 December 2022

Proposed decision:

The annual accounts for the financial year closed on 31 December 2022, prepared by the supervisory board, are approved.

Vote:

For / Against / Abstention

4 Allocation of the result for the financial year closed on 31 December 2022

Proposed decision:

The result to be allocated for the financial year 2022 amounts to USD 158.782.809,22. Together with the loss of USD - 62.836.877,75 from the previous financial year, this results in a profit balance to be appropriated of USD 95.945.931,47.

A full year gross dividend in the amount of USD 0.081 per share shall be distributed to all shareholders, consisting of an interim dividend of USD 0.03 per share already paid related to Q4 2022, and a final dividend of USD 0.051 per share, to be paid after the Ordinary Shareholders' Meeting on 13 June 2023.

The allocation of profits will be as follows:

Capital and reserves (-)	USD 1,080,060.14
Dividends	USD 16,344,466.1
Carried forward	USD 80,681,525.51

Vote:

For / Against / Abstention

5 Shareholder distribution of 1.049 USD per share out of the available share premium for Q4 2022

Proposed decision:

The general meeting resolves to approve a shareholders distribution for Q4 2022 out of the available share premium of 1.049 USD per share, which shall be paid to the shareholders on 13 June 2023. For the avoidance of doubt, treasury shares shall not be entitled to such shareholders distribution.

Vote:

For / Against / Abstention

6 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 2022

6.1 Proposed decision:

Discharge is granted to the members of the supervisory board of the company: Mrs. Grace Reksten Skaugen, Ms. Anita Odedra and Mrs. Anne-Hélène Monsellato, Messrs. Carl Steen, Steven Smith and Carl Trowell, 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

6.2. Proposed decision:

Discharge is granted to the auditor of the company: KPMG Bedrijfsrevisoren represented by Mr. Herwig Carmans (partner), for any liability arising from the execution of her mandate in the course of the financial year under revision.

Vote:

For / Against / Abstention

7 End of term of office and appointment of members of the supervisory board

7.1 Proposed decision:

The general meeting resolves to appoint Mrs. Julie De Nul as independent member of the Supervisory Board, until and including the ordinary general meeting to be held in 2025.

Mrs. Julie De Nul holds a Master's degree in law from the University of Ghent. She is CEO of Jan De Nul Dredging NV since 2020 and has been a member of the board of directors of Jan De Nul NV since 2010. From 2007 to 2010, she was Legal Counsel at Office Belgium. She is currently also a member of the board of directors of VCB (the Flemish Construction Confederation), VOKA (the Flanders' Chamber of Commerce and Industry) and Museum Dr. Guislain Ghent. It appears from the information provided by Mrs. Julie De Nul that the applicable legal requirements with respect to independence under Belgian law are satisfied. The general meeting acknowledges the determination of the supervisory board that Mrs. Julie De Nul can be considered independent under SEC and NYSE rules.

Vote:

For / Against / Abstention

7.2. Proposed decision:

The general meeting resolves to appoint Mr. Ole Henrik Bjørge as independent member of the Supervisory Board, until and including the ordinary general meeting to be held in 2025.

Mr. Ole Henrik Bjørge is the owner and CEO in Nes Invest AS and holds positions as board member in HitecVision AS, Hav Energy AS, OMP Capital AS and Ulstein Group ASA. Mr. Bjørge has previously served 13 years as CEO of Pareto Securities. Prior to that, Mr. Bjørge had 12 years' fixed income investment experience from various positions at Pareto Securities and DNB, which latest was Head of Fixed Income at Pareto Securities. Mr. Bjørge holds a MSc from the Norwegian School of Economics (NHH). It appears from the information provided by Mr. Ole Henrik Bjørge that the applicable legal requirements with respect to independence under Belgian law are satisfied. The general meeting acknowledges the determination of the supervisory board that Mr. Ole Henrik Bjørge can be considered independent under SEC and NYSE rules.

Vote:

For / Against / Abstention

8 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 account 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 account 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 account amount of the attendance fee shall not exceed EUR 20,000.

Vote:

For / Against / Abstention

9 Remuneration of the statutory auditor

Proposed decision:

For the financial year ending 31 December 2023, the total amount of the remuneration for the statutory auditor is fixed at EUR 975,000 for the audit of the statutory and consolidated accounts, which includes the audit on financial reporting.

Vote:

For / Against / Abstention

10 Resignation and appointment of the statutory auditor

Proposed decision:

The general meeting acknowledges and accepts the resignation of the statutory auditor KPMG Bedrijfsrevisoren, based on the legal limitation of the number of years during which the same auditor can act pursuant to the EU Regulation No. 537/2014.

The general meeting resolves to appoint as statutory auditor, on proposal of the audit and risk committee, BDO Bedrijfsrevisoren, a private limited liability company under Belgian Law, with registered office at Da Vincilaan 9, box E.6, 1930 Zaventem, Belgium and registered with the Crossroads Bank For Enterprises under number 0431.088.289 represented by Mrs. Veerle Catry, as statutory auditor of the Company for a term of three years until and including the ordinary general meeting to be held in 2026.

Vote:

For / Against / Abstention

11 Approvals of change of control clauses in credit agreements in accordance with Article 7:151 of the 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 loan agreement dated 6 December 2022 between (i) Euronav NV as borrower, (ii) the banks and financial institutions listed in Schedule 1 therein as lenders, (iii) the banks and financial institutions listed in Schedule 2 therein as swap banks, (iv) the Mandated Lead Arrangers as defined therein, (v) Nordea Bank ABP, filial i Norge as Bookrunner, (vi) Nordea Bank ABP, filial i Norge as Coordinator, (vii) Nordea Bank ABP, filial i Norge as Sustainability Agent, (viii) Nordea Bank ABP, filial i Norge as Agent and (ix) the Security Trustee as security trustee of up to, initially, \$377,000,000 (which may be increased to up to \$447,000,000) comprising a revolving credit facility of up to \$307,000,000 and a newbuild term loan facility of up to \$70,000,000 and an upsize term loan facility of, initially, \$0 (which may be increased to up to \$70,000,000).

Vote:

For / Against / Abstention

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 Mrs. Sofie Lemlijn, Ms. Maxime Van der Weehe and Ms. Shirley Odé 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

13 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 general 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 ordinary 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 2 May 2023, if it has validly received new items or proposed resolutions to be included in the agenda of the ordinary 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:⁸

- 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 ordinary shareholders' meeting of the Company of 17 May 2023.

Drawn up at _____, on _____ 2023

The signature should be preceded by the handwritten mention "Good for proxy".⁹

[Signature]

⁸ 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.

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