



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 EXTRAORDINARY GENERAL MEETING<sup>1</sup>  
of 11 May 2017**

This proxy should be used by shareholders who want to be represented by a proxy holder at the meeting. The body corporate and the shareholders who wish to be represented are kindly requested to use the proxy forms, drawn up by the board of directors, or, as the case may be, issue their votes through a U.S. proxy card. Other proxy forms will not be accepted.

According to the applicable legal provisions and article 34 of the company's articles of association, every owner of a share may appoint one special proxy to represent him at the extraordinary and ordinary general shareholders' meeting. The joint owners, usufructuaries and bare owners, the pledgees and the pledgors must respectively be represented by one and the same person.

The physical persons participating at the meetings in the capacity of holders of shares, proxy or representing a body corporate, will need to prove their identity in order to be admitted to the meetings. The representatives of a body corporate should submit proof of their function within the body corporate or their capacity of special representatives.

This proxy does not constitute a proxy solicitation in the sense of article 548 or 549 of the Belgian Company Code.

Each shareholder using this power of attorney, must ensure the signed and completed original form reaches the company at the latest on the sixth calendar day prior to the first meeting, i.e. on or before **Friday, May 5, 2017 at 5.00 p.m. Belgian time** at the latest (the "Notification Deadline"), by mail to:

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

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

Or by mail and e-mail to: [shareholdersmeeting2017@euronav.com](mailto:shareholdersmeeting2017@euronav.com)

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

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

Holders of registered European Shares who want to appoint a special proxy must complete this proxy form 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.

Holders of dematerialized European Shares must attach to the original proxy a certificate issued by the applicable settlement institution, a certified account holder or financial institution for the shares concerned, stating the number of dematerialized shares registered in the name of the shareholder in its books on the Record Date and with which they intend to vote at the meeting.

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.

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.

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.

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.

If additional agenda items are put on the agenda or if new draft resolutions are tabled pursuant to article 533ter of the Belgian Companies Code, the company will publish an amended agenda with, as the case may be, additional agenda items and additional draft resolutions. This will be done no later than the fifteenth calendar day prior to the relevant general shareholders' meeting, i.e. before or on **Wednesday, April 26, 2017** at the latest. At that time, the company will also make available amended forms for votes by proxy and U.S. proxy cards. Proxies and U.S. proxy cards that reach the company prior to the publication of an amended agenda remain valid for the items to which the proxies or U.S. proxy cards apply, subject, however, to applicable law and the further clarifications set out in this form or the U.S. proxy cards.

**POWER OF ATTORNEY EXTRAORDINARY GENERAL MEETING  
of Thursday, May 11, 2017**

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 registration date of the limited liability company Euronav NV,

hereby appoints as special attorney<sup>5</sup> \_\_\_\_\_

profession or capacity \_\_\_\_\_

residing at \_\_\_\_\_  
\_\_\_\_\_

In order to represent him (her) at the extraordinary general shareholders' meeting of aforementioned company to be held on **Thursday, May 11, 2017 at 10.30 a.m.** in 2000 Antwerp, Schaliënstraat 5, 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 as he (she) deems proper, substitute and in general do everything he (she) deems necessary, provided the articles of association 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> Name and first names of the special attorney, or leave blank.

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

- 1** Renewal of the authorisation to the board of directors relating to the authorised capital
- 1.1** Communication and discussion of the report of the board of directors in accordance with article 604, second paragraph of the Code of Companies with respect to the specific circumstances under which the board of directors may make use of the authorised capital as well as the pursued objectives
- 1.2** Renewal of the authority use the authorised capital in case of a public purchase offer

**Proposed decision:**

The general meeting resolves to renew the authority granted to the board of directors to increase the company's share capital through the use of the authorised capital following a notification by the Financial Services and Markets Authority that a public purchase offer has been launched on the securities of the company.

The general meeting therefore decides to replace article 5, final paragraph of the articles of association with the following text:

*"The board of directors is also competent to make use of the authorisation to increase the company's share capital by virtue of this article after the date on which the company has been notified by the Financial Services and Markets Authority that a public purchase offer has been launched on its securities, provided that the decision to increase the capital has been adopted by the board of directors before the eleventh of May two thousand twenty and provided that such decision is being taken in accordance with all applicable legal provisions."*

It is noted however, should the proposed decisions under this item not be approved by the general meeting, the existing authorisations will remain in force.

**Vote:**

If no choice is indicated, the mandatory will vote in favour of the proposed decision.

**For / Against / Abstention**

- 2** Renewal of the authorisation of the board of directors of the company and its direct subsidiaries to acquire the company's shares and profit shares to prevent imminent and serious harm

**Proposed decision:**

The general meeting resolves to renew the authorisation of the board of directors of the company and its direct subsidiaries to acquire the company's shares or profit shares if the acquisition is necessary to prevent imminent and serious harm to the company, including a public purchase offer for the company's securities.

Hence, the general meeting resolves to replace the first paragraph of article 15 of the articles of association by the following text:

*"Pursuant to a decision of the extraordinary shareholders' meeting of eleven May two thousand seventeen which has been adopted in accordance with the relevant legal provisions, the company and its direct subsidiaries have been authorised, during a period of three years as from the publication of the decision in the Annexes to the Belgian Official Gazette, to acquire the company's own shares or profit shares, whether or not the holders of the latter are entitled to vote, by way of a purchase or an exchange, directly or through the intermediary of a person acting in its own name but for the account of the company or its direct subsidiaries. Such acquisition may be decided upon by the board of directors if the acquisition is necessary to prevent imminent and serious harm to the company, including a public purchase offer for the company's securities. When deciding upon the acquisition of own shares or profit shares, the applicable legal provisions shall be complied with."*

It is noted however, should the proposed decisions under this item not be approved by the general meeting, the existing authorisation will remain in force.

**Vote:**

If no choice is indicated, the mandatory will vote in favour of the proposed decision.

**For / Against / Abstention**

**3** Authorisation to sell the company's shares and profit shares to prevent imminent and serious harm

**3.1** Renewal of the authorisation of the board of directors of the company to sell the company's shares and profit shares to prevent imminent and serious harm

**Proposed decision:**

The general meeting resolves to renew the authorisation of the board of directors of the company to sell previously acquired company's shares or profit shares when such sale is necessary to prevent imminent and serious harm to the company, including a public purchase offer for the company's securities.

Hence, the general meeting resolves to replace the second paragraph of article 16 of the articles of association by the following text:

*"To prevent imminent and serious harm to the company, including a public purchase offer for the company's securities, the board of directors of the company can, in accordance with the Code of Companies, without prior permission of the general meeting, sell acquired shares or profit shares of the company on a stock exchange or by way of an offer to sell, addressed to all shareholders under the same conditions, during a period of three years as from the publication in the Annexes to the Belgian Official Gazette of the authorisation given by the general meeting of eleven May two thousand seventeen."*

It is noted however, should the proposed decisions under this item not be approved by the general meeting, the existing authorisation will remain in force.

**Vote:**

If no choice is indicated, the mandatory will vote in favour of the proposed decision.

**For / Against / Abstention**

**3.2** Authorisation of the direct subsidiaries of the company to sell the company's shares and profit shares to prevent imminent and serious harm

**Proposed decision:**

The general meeting resolves to extend the authorisation of the sale of acquired shares as laid down in article 16 paragraph 2 of the article of association to its direct subsidiaries.

Hence, the general meeting resolves to insert the following sentence at the end of paragraph 2 of article 16 of the articles of association:

*"This authorisation is also valid for the direct subsidiaries of the company."*

**Vote:**

If no choice is indicated, the mandatory will vote in favour of the proposed decision.

**For / Against / Abstention**

**4** Authorisation to the board of directors to execute the above decisions and to coordinate the articles of association

**Proposed decision:**

The general meeting decides to authorise the board of directors to execute the decisions taken and to coordinate the articles of association.

**Vote:**

If no choice is indicated, the mandatary will vote in favour of the proposed decision.

**For / Against / Abstention**

- 5** Proxy Crossroad Bank for Enterprises, counters for enterprises, registers of the commercial courts, administrative agencies and fiscal administrations

**Proposed decision:**

The general meeting decides to grant authority to Ms. Anneke Goris, Secretary General, to act alone with power to substitute, to fulfill all necessary formalities with the Crossroad Bank for Enterprises, counters for enterprises, registers of the commercial 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 in favour of the proposed decision.

**For / Against / Abstention**

In case in accordance with article 533ter Companies Code new items are included on the agenda of the meetings, the proxy holder shall:

- be entitled to vote on such items; or
- abstain from voting on such items

*Please tick the appropriate box. In the absence of an instruction, the proxy holder shall abstain from voting on such items.*

Drawn up at \_\_\_\_\_, on \_\_\_\_\_ 2017

The signature should be preceded by the handwritten mention "Good for proxy".<sup>6</sup>

\_\_\_\_\_

*Signature*

\_\_\_\_\_

<sup>6</sup> Bodies corporate need to mention the full name and title of the signatory/-ies.