



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 GENERAL MEETING¹
of 28 June 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 address mentioned hereafter at the latest on the sixth calendar day prior to the meeting, i.e. on or before **Thursday June 22, 2017 at 5.00 p.m. Belgian time** at the latest (the "Notification Deadline"), by mail:

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

¹Capitalized 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 at the abovementioned address.

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.

**POWER OF ATTORNEY SPECIAL GENERAL MEETING
of Wednesday, June 28, 2017**

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 registration date of the limited liability company Euronav NV,

hereby appoints as special attorney⁵ _____

profession or capacity _____

residing at _____

In order to represent him (her) at the special general shareholders' meeting of aforementioned company to be held on **Wednesday, June 28, 2017** at **11.30 a.m. CET** 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.

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 Name and first names of the special attorney, or leave blank.

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

1. Approval in accordance with Article 556 of the Belgian Company Code of Clause 10.2 (Mandatory repurchase due to a Put Option Event) juncto Clause 12 (Guarantee and Indemnity) of the terms and conditions of the senior unsecured bond issued by Euronav Luxembourg S.A. on 16 May 2017.

The board of directors refers to the press release of 16 May 2017 reporting on an unsecured bond issuance by Euronav Luxembourg S.A. in the amount of USD 150 million. As per customary practice the terms governing the bonds contain a change of control clause. The change of control clause applies in the event the control over Euronav NV changes (as described in the terms). Under Belgian law this clause requires shareholders' approval in order to be effective. Shareholders are informed that in case this clause would be approved, the full proceeds of the bond together with interest accrued may need to be repaid to the bond holders immediately. The board therefore kindly requests its shareholders to vote 'FOR' the proposed decision.

Proposed decision:

"The general meeting takes note of, approves and ratifies, in accordance with Article 556 of the Belgian Company Code, Clause 10.2 (Mandatory repurchase due to a Put Option Event) juncto Clause 12 (Guarantee and Indemnity) of the terms and conditions of the senior unsecured bond issued by the company Euronav Luxembourg S.A. on 16 May 2017 and for which admission to listing on the Oslo Stock Exchange has been applied for, pursuant to which the bondholders have the right to require Euronav Luxembourg S.A. to redeem the bonds in case of a change of control of Euronav NV (as described in such terms and conditions) and, in the event Euronav Luxembourg S.A. does not comply with such obligation, Euronav NV may be obliged to pay any amounts due by Euronav Luxembourg S.A. which remain unpaid. In accordance with the requirements of article 556, second indent, of the Belgian Company Code, this resolution shall be filed in accordance with article 75, 3° of the Belgian Company Code and shall be published as an announcement in the Belgian State Gazette."

Vote:

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

For / Against / Abstention

2. 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 mandatory will vote in favour of the proposed decision.

For / Against / Abstention

Drawn up at _____, on _____ 2017

The signature should be preceded by the handwritten mention "Good for proxy".⁶

Signature

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