



## ATTENDING THE ORDINARY SHAREHOLDERS' MEETING OF 9 MAY 2018 OF EURONAV NV

### I. Admission requirements

In accordance with article 34 of the articles of association and article 536 of the Belgian Companies Code, 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):

- (i) registration of their shares at the registration date;
- (ii) notification to the company of their intention to attend the meeting in person at the latest on the sixth calendar day prior to the meeting;
- (iii) providing the powers of attorney, if applicable, to the company at the latest on the sixth calendar day prior to the meeting.

To ensure a smooth registration of all shareholders attending to the shareholders' meeting, shareholders 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 will 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 (dematerialized shares)*

The holders of dematerialised European Shares 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 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 (dematerialized shares)*

Holders of dematerialized 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 copy of the 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 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 that the proper documentation has been submitted to the company.

**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.

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.

In accordance with article 34 of the Articles of Association, a shareholder may appoint only one person as a proxyholder, unless provided for differently by the Belgian Companies Code.

A proxyholder may represent more than one shareholder. 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 meeting in the capacity of shareholder, proxyholder or representing a body corporate will need to prove their identity in order to be admitted to the meeting. The representatives of a body corporate should submit proof of their function within the body corporate or their capacity of special representatives.

If new agenda items are put on the agenda or if new draft resolutions are tabled pursuant to article 533ter of the Belgian Companies Code, Euronav 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 shareholders' meeting. At that time, Euronav will also make available amended proxy forms and amended U.S. proxy cards. Proxies and U.S. proxy cards that reach Euronav prior to the publication of an amended agenda remain valid for the items to which the proxies apply, subject, however, to applicable law and the further clarifications set out in the proxy form or the U.S. proxy cards. Further and in accordance with article 533ter of the Belgian Companies Code, the proxyholder may, for the agenda items for which new proposals of resolution have been submitted, deviate from the voting instructions, if any, should such instructions harm the interests of the person granting the proxy. In such case, the proxyholder has to inform the person granting the proxy thereof.

*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](mailto:ebe.issuer@euroclear.com) / fax: +32 2 337 54 46) no later than the Notification Deadline.

*b. Holders of European Shares (dematerialized shares)*

Holders of dematerialized 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 to Euroclear Belgium no later than the Notification Deadline. They must attach to the proxy a certificate issued by their 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.

*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.

## 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 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 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 on 6 April 2018. **Only shareholders complying with all conditions of admission for attendance to the meeting outlined above shall be entitled to vote at the meeting.***

### 1. *Obtaining copies of documents*

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 and on the company's website mentioned below.

### 2. *Amendments to the agenda and additional proposed resolutions*

One or more shareholders having at least 3% of the share capital of the company may add new items to the agenda of the shareholders' meeting and may file new proposals of resolution relating to already existing agenda items. The shareholders must notify the company of their proposals at the latest on **Tuesday 17 April 2018**.

Such written notification must include:

- (i) the full text of:
  - a. each new agenda item and the associated resolution proposal; and/or
  - b. each new resolution proposal associated with an existing agenda item, indicating the existing agenda item to which the resolution proposal relates;
- (ii) proof that the requesting shareholder(s) hold(s) at least 3% of the share capital on the date of the written notification, either by means of (a) a certificate of registration of the relevant shares in the share register of Euronav NV; or (b) a certificate from a recognized account holder or settlement institution certifying that the relevant shares are registered on an account in their name;
- (iii) a postal address, a telefax number or an e-mail address to which Euronav NV can send a confirmation of receipt of the request.

Following such notification, the company will publish a revised agenda and make revised proxy forms and U.S. proxy cards available no later than **Tuesday 24 April 2018**.

The agenda items and resolution proposals to be added will be discussed by the relevant shareholders' meeting provided:

- (i) the above-mentioned conditions are satisfied;
- (ii) the legal quorum, if any, is reached; and

(iii) the required part of the capital is registered in the name of the requesting shareholder(s) on the record date.

The above right does not exist in case of a new convocation of a shareholders' meeting due to lack of quorum at the first convocation.

### 3. *Question right*

Shareholders may ask questions in writing to the board of directors and to the statutory auditor related to items on the agenda of a general shareholders' meeting 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)**.

A timely asked written question will be answered at the shareholders' meeting if:

- (i) the legal quorum, if any, is met;
- (ii) the question relates to the agenda of that shareholders' meeting;
- (iii) the response to such question does not fall within the exception laid down in article 540 of the Belgian Companies Code; and
- (iv) the shareholder complied with the conditions for admission to the shareholders' meeting.

### III. Notifications

Unless specified otherwise above, all notifications must be sent to one of the following addresses:

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

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

E-mail address:  
[shareholdersmeeting2018@euronav.com](mailto: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](http://www.euronav.com).

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