



Limited Liability Company
De Gerlachekaai 20, 2000 Antwerp, België
Enterprise number 0860.402.767 RPR Antwerp

**VOTING BY MAIL FORM¹
ORDINARY AND SPECIAL GENERAL MEETING
THURSDAY 20 MAY 2021**

This form is intended for holders of European Shares of Euronav NV (the "Company") who want to vote by mail.

A scanned or photographed copy of the signed and completed form must be provided prior or at the latest on Saturday 16 May 2020 to Euroclear Belgium, for the attention of Issuer Services, Koning Albert II-laan 1, 1210 Brussels:

by e-mail: ebe.issuer@euroclear.com (cc: shareholders@euronav.com) or
by fax: +32 2 337 54 46

Holders of dematerialised European Shares of the Company who want to vote by mail must also register for the ordinary and the special general meeting, as described in the convening notice for the ordinary and special general meeting. Following the registration of their shares with their financial institution, the owners of dematerialized European Shares will receive a certificate stating the number of dematerialized shares registered in their name on the record date (i.e. Thursday 6 May 2021 at midnight (24.00 p.m., Belgian time) ("Record date").

The financial institution shall send the certificate directly to Euroclear Belgium, for the attention of Issuer Services, Koning Albert II-laan 1, 1210 Brussels (e-mail: ebe.issuer@euroclear.com / fax: +32 2 337 54 46) at the latest by Friday 14 May 2021 at 17.00 p.m. 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.

In case of amendments to the agenda or of new resolution proposals, the Company will publish a revised agenda with, as the case may be, additional agenda items and additional draft resolutions.

This will be done no later than on the fifteenth calendar day prior to the ordinary and the special general meetings, i.e. prior to or at the latest on Wednesday 5 May 2021 at the latest. At that time, the Company will also make available amended forms for votes by mail. Votes by mail that reach the Company prior to the publication of the amended agenda remain valid for the agenda items to which the votes by mail apply, subject, however to the applicable law and the further clarifications set out in this form. In accordance with the Belgian Code on Companies and Associations, a vote via vote by mail for an agenda item in relation to which a new proposed resolution has been submitted by one or more shareholder(s) holding at least 3% of the share capital, shall not be taken into account.

¹ Capitalized terms which are not defined in this voting by mail form have the meaning set forth in the conditions of admission included in the convening notice.

The undersigned² _____

Residing at³ _____

Owner of:

_____⁴ European Shares (registered shares)

_____⁴ European Shares (dematerialised shares)

at the Record Date of the limited liability company Euronav NV,

Hereby, irrevocably votes, as indicated hereafter on the items of the following agenda:

Agenda of the ordinary general meeting with proposed resolutions

1 Report of the supervisory board and of the statutory auditor for the financial year closed on 31 December 2020

This agenda item does not require your vote.

2 Acknowledgment and approval of the remuneration policy

Proposed decision:

The general meeting decides to approve the remuneration policy.

Vote:

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

For / Against / Abstention

3 Acknowledgment and approval of the remuneration report

Proposed decision:

The general meeting decides to approve the remuneration report.

Vote:

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

For / Against / Abstention

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.

4 Approval of the annual accounts of the company for the financial year closed on 31 December 2020

Proposed decision:

The general meeting decides to approve the annual accounts for the financial year closed on 31 December 2020, prepared by the supervisory board.

Vote:

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

For / Against / Abstention

5 Allocation of the result for the financial year as at 31 December 2020

Proposed decision:

The general meeting resolves as follows:

The profit of the financial year closed on 31 December 2020 is USD 452,656,962.98, which, together with the profit carried forward of the previous financial year in an amount of USD 167,584,926.73, results in a profit to be distributed of USD 620,241,889.71.

This amount is distributed as follows:

1. Reserves:	USD 118,487,742.56
2. Gross dividend (*):	USD 295,729,618.71
3. To be carried forward:	<u>USD 206,024,528.44</u>
Total:	USD 620,241,889.71

(*) Taking into account the gross interim dividends already paid in relation to the financial year closed on 31 December 2020:

- 0.81 USD paid in June 2020;
- 0.47 USD paid in August 2020;
- 0.09 USD paid in November 2020; and
- 0.03 USD paid in March 2021.

Vote:

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

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 2020

6.1 Proposed decision:

The general meeting grants discharge to the members of the supervisory board of the company: Mrs. Grace Reksten Skaugen, Ms. Anita Odedra and Mrs. Anne-Hélène Monsellato and to Messrs. Carl Steen, Ludovic Saverys 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:

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

For / Against / Abstention

6.2 Proposed decision:

Discharge is granted to the auditor of the company: KPMG Bedrijfsrevisoren represented by Mrs. Patricia Leleu (partner) for the period from 1 January 2020 until 20 May 2020 and represented by Mr. Herwig Carmans (partner) for the period from 20 May 2020 to 31 December 2020, for any liability arising from the execution of her mandate in the course of the financial year under revision.

Vote:

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

For / Against / Abstention

7 Appointment and reappointment of members of the supervisory board

7.1. Proposed decision:

The general meeting resolves to reappoint Mr. Carl Trowell, of whom the term of office expires today, as independent member of the supervisory board for a term of two years until and including the ordinary general meeting to be held in 2023. It appears from the information provided by Mr. Carl Trowell 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. Carl Trowell can be considered independent under SEC and NYSE rules.

Vote:

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

For / Against / Abstention

7.2 Proposed decision:

The general meeting resolves to reappoint Mrs. Anita Odedra, of whom the term of office expires today, as independent member of the supervisory board for a term of two years until and including the ordinary general meeting to be held in 2023. It appears from the information provided by Mrs. Anita Odedra 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. Anita Odedra can be considered independent under SEC and NYSE rules.

Vote:

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

For / Against / Abstention

8 Remuneration of the members of the supervisory board

Proposed decision:

The general meeting resolves as follows:

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

Vote:

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

For / Against / Abstention

9 Remuneration of the statutory auditor

Proposed decision:

The general meeting resolves as follows:

For the financial year ending 31 December 2021, the total amount of the remuneration for the statutory auditor is fixed at EUR 885,180 for the audit of the statutory and consolidated accounts, which includes the audit on financial reporting.

Vote:

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

For / Against / Abstention

10 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 agreements which provide for a mandatory prepayment and/or cancellation in case of a change of control over the company:

- a syndicated loan agreement dated 11 September 2020 between the company and ABN AMRO Bank N.V., BNP Paribas Fortis SA/NV, DNB (UK) Limited, ING-DiBa AG acting through its branch named ING Bank, a branch of ING-DiBa AG, KBC Bank NV, Nordea Bank Abp, acting through its Norwegian branch, Nordea Bank Abp filial i Norge, Commonwealth Bank of Australia, acting through its London branch, Crédit Agricole Corporate And Investment Bank, Société Générale, Standard Chartered Bank, Belfius Bank SA/NV, Danish Ship Finance A/S, Deutsche Bank AG acting through its branch named Deutsche Bank AG Filiale Deutschlandgeschäft, Skandinaviska Enskilda Banken Ab (Publ) and National Australia Bank Limited); and
- a syndicated loan agreement dated 7 April 2021 between the company and ABN AMRO Bank NV, Belfius Bank SA/NV, ING Belgium SA/NV, KBC Bank NV, Société Générale, Brussels Branch, BNP Paribas Fortis SA/NV and Skandinaviska Enskilda Banken AB (Publ).

Vote:

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

For / Against / Abstention

11 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 Mr. Roeland Neyrinck, Ms. Stéphanie Penen and Ms. Wendy De Mesmaecker 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:

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

For / Against / Abstention

12 Miscellaneous

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

1 Authorisation of the supervisory board to acquire the company's shares or profit shares

Explanatory note of the supervisory board:

The supervisory board wishes to clarify its motives for submitting this request to its shareholders:

- the authorisation mentioned in this agenda point will **not** be used by the supervisory board **as an anti-takeover defence**;
- the supervisory board wishes to continue to use this authorisation for other purposes, such as, amongst others, returning surplus capital to our shareholders, increasing earnings per share or providing shares for equity compensations plans;
- the supervisory board believes that its practice of doing share buybacks has created long term value for all stakeholders. If the decision below is approved, the new authorisation shall replace the current authorisation granted by the special shareholders meeting of 20 May 2020. If the decision below is not approved, the current authorisation granted by the special shareholders meeting of 20 May 2020 shall remain in force but the supervisory board will only have limited leeway to further engage in share buybacks as a form of affirmative action; and
- in order to address any concerns regarding the quantum of this new authorisation, the **threshold has been set at 10%** of existing shares or profit shares.

Proposed decision:

The general meeting resolves to grant the authorisation to the supervisory board to acquire a maximum of 10% of the existing shares or profit shares during a period of five years as from the publication of this decision in the Annexes to the Belgian Official Gazette, at a price per share not exceeding the maximum price allowed under applicable law and not to be less than EUR 0.01.

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 enterprise court, administrative agencies and fiscal administrations.

Proposed decision:

The general meeting decides to grant authority to Mr. Roeland Neyrinck, Ms. Stéphanie Penen and Ms. Wendy De Mesmaecker 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:

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

For / Against / Abstention

* * *

The aforementioned votes apply on the ordinary and special general meetings that will be held on Thursday 20 May 2021. In case the aforementioned ordinary and/or special general meeting would be postponed or suspended, the aforementioned votes will also apply to the general meeting(s) that would be held having the same agenda:

yes

no

Please tick the appropriate box. In the absence of an instruction, or if, for whatever reason, there is a lack of clarity with regard to the instruction given, the Undersigned will be deemed to have selected "yes". Please note that in order to apply for such subsequent meeting, the holders of shares must again register for such meeting.

In case of amendments during the meeting to a proposed resolution or in case of a new proposed resolution:¹

the Undersigned votes for the amended or new proposed resolution

the Undersigned votes against the amended or new proposed resolution

the Undersigned abstains from the vote on the amended or new proposed resolution

¹ Please complete as appropriate. The absence of an instruction shall be counted as an instruction to vote for the amended or new proposed resolution.

This voting letter 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 and special general meetings of the Company of 20 May 2021.

Done at

on

2021

[signature]