



## **EURONAV NV**

Limited Liability Company

Registered offices: De Gerlachekaai 20, 2000 Antwerp

Enterprise number 0860.402.767

---

*TRANSLATION FOR INFORMATION PURPOSES ONLY*

### **CONVENING NOTICE FOR THE SPECIAL GENERAL SHAREHOLDERS' MEETING**

As the attendance quorum for the special general meeting held on 20 May 2021 was not reached, the supervisory board invites the shareholders to attend a second special general meeting, to be held at 2000 Antwerp, Schaliënstraat 5, on Wednesday 23 June 2021, at 11 a.m. Belgian time, to deliberate on the agenda mentioned below containing proposed decisions, which meeting will validly deliberate and decide the agenda items discussed below irrespective of the portion of the capital represented by the shareholders attending the meeting.

**IMPORTANT NOTICE:** In light of the COVID-19 pandemic, it is uncertain if the measures imposed by the Belgian Federal and Flemish governmental authorities, including prohibition and/or restrictions of physical gatherings, will still be in effect on 23 June 2021. It can also not be excluded that additional measures may be imposed at the time of the special shareholders' meeting. These measures are in the interest of the health of the shareholders, as well as of the employees of the company and others participating in the organisation of the meeting. Accordingly, the Supervisory Board strongly encourages the shareholders not to physically attend the shareholders' meeting and strongly invites the shareholders to exercise their rights by (i) upfront distant voting using the form for voting by letter, or (ii) upfront by written proxy to the meeting's secretary. Furthermore, shareholders are encouraged to exercise their right to ask questions relating to the agenda items of the special shareholders' meeting in writing. No standing reception will be organized after the meeting.

Shareholders are urged to carefully read and comply with the detailed conditions of participation listed further on. The situation will be monitored closely and all relevant information and measures that have an impact on the special shareholders' meeting will be published on the company's website: [www.euronav.com/investors/corporate-governance/general-assemblies/](http://www.euronav.com/investors/corporate-governance/general-assemblies/).

## **Agenda of the special general meeting**

### **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."*

### **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."*



## **CONDITIONS OF ADMISSION**

### I. Admission requirements

In accordance with article 32 of the articles of association and article 7:134 of the Code on companies and associations, the shareholders have to fulfil the following requirements in order to be admitted to the special shareholders' meeting and to exercise their right to vote at the meeting in person or by proxy (card).

All shareholders attending the shareholders' meeting in person 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 special shareholders' meeting provided they have their shares recorded in their name (i.e. can proof they own these shares) on **Wednesday 9 June 2021** at 24:00 hours Belgian time (the "Record Date").

In view of the Record Date set for the company's special shareholders' meeting on 23 June 2021, shareholders may not reposition shares between the Belgian Register and the U.S. Register during the period from Tuesday 8 June 2021 at 9.00 am (Belgian time) until Thursday 10 June 2021 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 may only be admitted to the special shareholders' meeting if their shares are registered in the company's Belgian Share Register on the Record Date.

#### *(b) Holders of European Shares (dematerialised shares)*

The holders of dematerialised European Shares should request their financial institution 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 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 17 June 2021, 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 special 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 special 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.*

In light of the COVID-19 pandemic, it is uncertain if the measures imposed by the Belgian Federal and Flemish governmental authorities, including prohibition and/or restrictions of physical gatherings, will still be in effect on 23 June 2021. It can also not be excluded that additional measures may be imposed at the time of the special shareholders' meeting. These measures are in the interest of the health of the shareholders, as well as of the employees of the company and others participating in the organisation of the meeting. Accordingly, the Supervisory Board strongly encourages the shareholders not to physically attend the shareholders' meeting and strongly invites the shareholders to exercise their rights by (i) upfront distant voting using the form for voting by letter, or (ii) upfront by written proxy to the meeting's secretary. Furthermore,

shareholders are strongly encouraged to exercise their right to ask questions relating to the agenda items of the special shareholders' meeting in writing. No standing reception will be organized after the meetings.

All shareholders insisting nevertheless to attend the special 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 special 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 (dematerialised shares)*

Holders of dematerialised 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 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 special 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 special shareholders' meeting must complete and submit to the 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 admission to the meeting.

**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 special 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 the company.

*(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 (dematerialised shares)*

Holders of dematerialised 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 form to Euroclear Belgium no later than the Notification Deadline, attn. Issuer Services, Koning Albert II-laan 1, 1210 Brussel (e-mail: [ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com) / fax: +32 2 337 54 46).

*(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.

*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 special shareholders' meeting. No other forms will be accepted, nor will proxy forms completed without complying with the instructions.*

*4. Voting by letter by holders of European Shares (both registered and dematerialized shares)*

Holders of registered or dematerialized European Shares who want to vote upfront prior to the meeting by letter, must use the designated form for voting by letter available on the company's website. A completed scanned or photographed form should be provided at the latest on the Notification Deadline to Euroclear Belgium, for the attention of Issuer Services, Koning Albert II-laan, 1, 1210 Brussels (e-mail: [ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com) / fax: +32 2 337 54 46). Moreover holders of dematerialized European Shares who want to vote by letter, have to comply with the conditions to participate to the meeting, as described above in "1. Record date – (b) Holders of European Shares (dematerialized

shares”).

## II. Shareholders’ rights

*The company will distribute the convening notice and agenda, attendance form, attendance guidelines, proxy form and U.S. proxy card (the "Meeting Materials") to (i) holders of European Shares (registered shares) and holders of U.S. Shares directly reflected in the U.S. Share Register through an individual mailing by the company no later than 4 June 2021; and (ii) holders of European Shares (dematerialised shares) through the website and the press no later than 4 June 2021; and (iii) holders of U.S. Shares reflected indirectly in the U.S. Share Register (through DTCC) through a mailing as of 4 June 2021. Taking into account the geographical spread of the shareholders and in order to enable holders of U.S. Shares to participate in the meeting, Broadridge will take all appropriate measures to provide the holders of U.S. Shares with the Meeting Materials timely. **Only shareholders complying with all conditions of admission for attendance to the meeting outlined above shall be entitled to vote at the meeting.***

A copy of the documents and reports mentioned in the agenda of the special 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 special shareholders’ meeting at the company’s registered office, at the address mentioned below.

Shareholders may ask questions in writing to the Supervisory Board prior to the special shareholders’ meeting by sending such questions to the company no later than **Thursday 17 June 2021 at 5.00 pm (Belgian time)**.

Shareholders must carefully read and comply with the instructions on the company’s website in this respect.

## III. Notifications

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

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

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

E-mail address: [shareholders@euronav.com](mailto:shareholders@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 special shareholders’ meeting are available from the above-mentioned address and from the company’s website: [www.euronav.com](http://www.euronav.com).

#### IV. Data protection

Euronav is responsible for the processing of personal data received from, or collected about, holders of securities issued by the company and proxy holders in the context of general shareholders' meetings. The company will process such data solely for the purposes of the organisation and conduct of the relevant general shareholders' meeting, including the convening notices, registrations, attendance and voting, as well as for maintaining lists or registers of security holders, and the analysis of the investor and security holder base of the company. These data include, amongst others, identification data, the number and nature of securities of a holder of securities issued by the company, proxies and voting instructions. Euronav may also transfer this data to third parties for the purposes of assistance or services to the company in connection with the foregoing. The company will process such data, mutatis mutandis, in accordance with the Euronav Privacy Statement, available on the company's website (<https://www.euronav.com/en/privacy-statement/>). The company informs the holders of securities issued by the company and proxy holders of the rights they may have as data subjects, such as, among others, the right to access, the right to rectify and the right to object to processing, which are described in detail in aforementioned Privacy Statement. To exercise rights as a data subject and for all other information regarding the processing of personal data by or on behalf of the company, the company can be contacted by e-mail at [dpo@euronav.com](mailto:dpo@euronav.com).

The supervisory board