



## **PARTICIPATING TO THE ANNUAL SHAREHOLDERS' MEETING OF 19 MAY 2022 OF EURONAV NV**

### **I. Admission requirements**

In accordance with article 32 of the articles of association and article 7:134 of the Belgian Code of Companies and Associations, the shareholders have to fulfill the following requirements in order to participate to the shareholders' meetings 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 drawoffice (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 **Thursday 5 May 2022** at 24:00 hours Belgian time (the "Record Date").

In view of the Record Date set for the company's shareholders' meeting on 19 May 2022, shareholders may not reposition shares between the Belgian Register and the U.S. Register during the period from Wednesday 4 May 2022 at 8.00 am (Belgian time) until Friday 6 May 2022 at 8.00 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 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) (copy by e-mail:

ebe.issuer@euroclear.com / fax: +32 2 337 54 46) at the latest by **Friday 13 May 2022, 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 drawn by a recognised account holder or the central securities depository 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 Notification Deadline. The company shall determine the ownership of the shares at the Record Date based solely on the aforementioned information.

The company 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 participate 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 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 (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 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 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 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 or with an electronic signature in accordance with the applicable Belgian law to Euroclear Belgium, attn. Issuer Services, 1 Boulevard du Roi Albert II, 1210 Brussels (Belgium) (copy by e-mail: 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 or with an electronic signature in accordance with the applicable Belgian law to Euroclear Belgium no later than the Notification Deadline, attn. Issuer Services, Koning Albert II-laan 1, 1210 Brussel (copy by e-mail: 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 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 signed original form or with an electronic signature in accordance with the applicable Belgian law 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 (copy by e-mail: 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 meetings, 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 (and all documentation required by law to be made available to shareholders together with this convocation), 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 19 April 2022; and (ii) holders of European Shares (dematerialised shares) through the website and the press no later than 19 April 2022; and (iii) holders of U.S. Shares reflected indirectly in the U.S. Share Register (through DTCC) through a mailing as of 19 April 2022. 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.**

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 meetings can be obtained by the shareholders, free of charge, thirty days before the shareholders' meeting at the company's office, at the address 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 items to the agenda of the shareholders' meeting and may file proposals of resolution relating to already existing agenda items. These shareholders must notify the company of their proposals at the latest on Wednesday 27 April 2022.

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 the central securities depository 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.

Euronav NV will acknowledge receipt of the communication made by letter or e-mail to the address provided by the shareholder within 48 hours of such receipt. Following such notification, the company will publish a revised agenda and make revised proxy forms and U.S. proxy cards and the voting letter forms available no later than Wednesday 4 May 2022.

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;
- (iii) the required part of the capital is registered in the name of the requesting shareholder(s) on the record date; and
- (iv) the shareholder has completed the formalities for admission to the meeting.

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

A question session is planned during the meeting. Shareholders may ask questions in writing to the Supervisory Board 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 **Friday 13 May 2022 at 5.00 p.m. (Belgian time)**. These questions validly submitted to the company will be answered at the general meeting.

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 7:139 of the Belgian Code of Companies and Associations; 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  
Attention : Company Secretary – General Meetings  
De Gerlachekaai 20  
2000 Antwerpen  
België  
E-mail address: [shareholders@euronav.com](mailto:shareholders@euronav.com)  
Telefax: +32 3 247.44.09

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).

### **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).

\* \* \*