



Ordinary General Meeting of Shareholders
17 May 2023, 10.30 a.m.

MINUTES

The year 2023, on 17 May 2023 at 10.30 a.m., in 2000 Antwerp, Schaliënstraat 3, the Ordinary Meeting of Shareholders of Euronav NV (the "Company") is convened under the chairmanship of Ms. Grace Reksten Skaugen in accordance with the articles of association of the Company.

The meeting appointed Mr. Geert Asselman and Mr. Joren De Graeve as clerk.

Ms. Sofie Lemlijn is appointed as secretary.

The Chair noted that, in accordance with applicable law, Dutch was the official working language of the meeting. The Chair stated, however, that some parts might be in English as certain members of the Supervisory Board do not speak Dutch. In case an attending shareholder does not understand what is being said, it can request the secretary to translate the misunderstood parts.

In addition to the Bureau, members of the Supervisory Board and of the Management Board were present. KPMG Bedrijfsrevisoren, represented by Mr. Herwig Carmans, statutory auditor of the Company, was also present. Mrs. Julie De Nul and Mr. Ole Henrik Bjørge, both up for appointment as members of the Supervisory Board, are attending as well.

The convening notices prescribed by law were published in the following newspapers:

- in De Tijd
- in the Belgian Official State Gazette

The registered shareholders, the directors and the statutory auditor were also convened by ordinary letter.

In addition, (i) the notice convening the general meeting of shareholders, (ii) a shareholder participation form, (iii) a proxy form, (iv) a form for voting by letter, (v) an explanation on how to participate in the meeting and (vi) the documents to be submitted to the general meeting as provided for in the agenda were made available to the shareholders at the registered office and on the company's

website. In addition, as from 17 April 2023, shareholders were able to register online via the Lumi Connect platform to (i) confirm their attendance, (ii) vote beforehand or (iii) give a proxy.

The following was deposited with the bureau in order to be checked by the clerks:

- the proof copies of the newspapers in which the convening notice to this meeting were published;
- a copy of the convocation letter that was addressed to registered shareholders, the members of the Supervisory Board and the statutory auditor;
- the proof of registration of the shares of the shareholders who wish to participate in the general meeting;
- the proxies and attendance forms;
- the voting letters;
- the attendance list, including the register containing the identity and address of each shareholder who has indicated that he wishes to participate to the meeting, the number of shares registered on the registration date and the documents proving such registration. For further information, reference is again made to the privacy statement on the Company's website.

The Chair asked the clerks to initial these documents.

The register of registered shareholders is also at their disposal.

The Chair established that, according to the attendance list, 154 shareholders who hold a total of 144.934.645¹ shares are present or represented.

A number of persons such as employees of the Company and third parties engaged by the Company to provide services in connection with the meeting such as external advisors, as well as members of the press and employees of shareholders were present at the meeting without having fulfilled the admission formalities. The meeting was reminded that these persons cannot participate in the deliberation and the voting at this meeting. These persons have also signed the attendance list. These persons were admitted to the meeting.

The meeting acknowledged the correctness of the above statements, unanimously acknowledged that it is validly convened and composed and capable to deliberate, and resolved to start deliberating on the items on the agenda, as follows:

- 1 Report of the Supervisory Board and of the statutory auditor for the financial year closed on 31 December 2022
- 2 Acknowledgment and approval of the remuneration report
- 3 Approval of the annual accounts of the company for the financial year closed on 31 December 2022
- 4 Allocation of the result for the financial year closed on 31 December 2022
- 5 Shareholder distribution of 1.049 USD per share out of the available share premium for Q4 2022

¹ Due to a technical issue during the general meeting, a number of shares were not taken into account when stating the number of shares present or represented, and thus a smaller number of 135,050,683 was stated. However, this difference does not affect the validity of the meeting or the resolutions passed.

- 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 2022
- 7 End of term of office and appointment of members of the supervisory board
- 8 Remuneration of the members of the supervisory board
- 9 Remuneration of the statutory auditor
- 10 Resignation and appointment of the statutory auditor
- 11 Approvals of change of control clauses in credit agreements in accordance with Article 7:151 of the Code of Companies and Associations
- 12 Proxy Crossroad Bank for Enterprises, counters for enterprises, registers of the enterprise court, administrative agencies and fiscal administrations
- 13 Miscellaneous

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Prior to starting the question round, a presentation is giving by Brian Gallagher (head of investor relations) and Lieve Logghe (ad interim-CEO and CFO).

Following which the Supervisory Board introduces the two candidate independent directors to this meeting.

The Supervisory Board introduced Mrs. Julie De Nul to the meeting:

Mrs. Julie De Nul has been the CEO of Jan De Nul Dredging NV since 2020 and has been a member of the board of directors of Jan De Nul NV since 2010.

Jan De Nul is one of the largest dredging and offshore groups in the world, and has extensive knowhow in the construction and installation of offshore wind parks, civil and environmental works. The company is owned by the De Nul family, headquartered in Luxemburg and based in Belgium. It operates worldwide.

She holds a Master's degree in law from the University of Ghent and is a young, dynamic and competent person with a broad knowhow in maritime construction. She is also a member of the board of directors of VCB (the Flemish Construction Confederation), VOKA (the Flanders' Chamber of Commerce and Industry) and Museum Dr. Guislain Ghent.

It appears from the information provided by Mrs. Julie De Nul that the applicable legal requirements with respect to independence under Belgian law are satisfied. In particular, Mrs De Nul complies with each of the criteria for independence as set out in the Belgian Corporate Governance Code.

The Supervisory Board therefore could determine that the legal requirements with respect to the independence of Mrs De Nul are satisfied.

The Chair then explained that, in the run-up to the previous special general meeting, the Supervisory Board was of the opinion that Mrs De Nul's independence could be put in question because she was presented by a shareholder holding more than 10% of the Company's shares. This has changed: Mrs De Nul is now being nominated by the Company itself through the normal

nomination process, as the independence requirements require, and has the support of the Supervisory Board as candidate independent member.

The floor was then given to Mrs. Julie De Nul to introduce herself to the meeting after which the latter had the opportunity to ask questions.

Mrs. Julie De Nul thanked the Supervisory Board for the trust and belief in her competences. She emphasised that she has been active at Jan De Nul for 15 years, a family business in which she 'grew up', so to speak. Mrs. De Nul then briefly described her background, passion, vision and decisiveness, stressing the importance she attaches to transparency, governance and openness. Finally, Mrs. De Nul confirmed her commitment to representing the interests of all Euronav shareholders.

The Supervisory Board also introduced Mr. Ole Henrik Bjørge to the meeting.

Mr. Ole Henrik Bjørge is the owner and CEO in Nes Invest AS and holds positions as board member in HitecVision AS, Hav Energy AS, OMP Capital AS and Ulstein Group ASA. Mr. Bjørge has previously served 13 years as CEO of Pareto Securities. Prior to that, Mr. Bjørge had 12 years' fixed income investment experience from various positions at Pareto Securities and DNB, which latest was Head of Fixed Income at Pareto Securities.

Mr. Bjørge holds a MSc from the Norwegian School of Economics (NHH). It appears from the information provided by Mr. Ole Henrik Bjørge that the applicable legal requirements with respect to independence under Belgian law are satisfied.

The Supervisory Board therefore could determine that the legal requirements with respect to the independence of Mr. Ole Henrik Bjørge are satisfied.

The floor is given to Mr. Ole Henrik Bjørge to introduce himself to the meeting after which the latter had the opportunity to ask questions.

Mr. Ole Henrik Bjørge explained his background, which is financial in nature, having worked for both DnB and Pareto Securities. Pareto Securities is a Norwegian investment bank focusing on the maritime, shipping and oil services industries, where he was CEO for 13 years and which under his administration evolved from a local player with about 140 employees to an international bank with 500 employees, and where he was happy to have had Euronav as a client. Mr. Ole Henrik Bjørge further explained that he now works as an investor for his own investment company, as well as is a director of HitecVision AS, Norway's largest private equity group, as well as of Ulstein Group ASA, a shipping group from Norway. He therefore concluded that he has experience with clients from the shipping sector, that Euronav is a great company and that, if appointed, he would be happy to serve the Company and work with all stakeholders, considering *corporate governance* very important as a director.

The Secretary notes that certain shareholders have sent questions to the Company prior to the meeting and invites the attending shareholders to raise these questions if they wish. These and other oral questions by the shareholders are answered as follows:

A shareholder asked why the two independent directors whose terms were expiring were not being renewed.

The Chair replied that these directors did not wish to be re-nominated. On the one hand, Mr Trowell has a new position in which he was asked not to hold external directorships, especially in a company that holds 27 meetings a year, on the other hand, Ms Odedra also has a demanding job.

The shareholder added that they were independent and that, as a minority shareholder, he would have considered it normal if they were reappointed.

The same shareholder then asked a question about the new candidates. Now, according to him, they were considered independent because they were nominated by the Company and previously not, while the Supervisory Board was composed of a majority of representatives of shareholders of the Company. The shareholder argued that this places a huge responsibility on these independent directors, stressing that the shareholder has significant faith in their independence, but that this appearance is confusing.

The Chair replied that in the case of Mrs. De Nul in the context of the special general meeting on 23 March 2023, her appointment was proposed in CMB's request to convene this meeting. The Supervisory Board was therefore not previously involved in this, which resulted in this conclusion of non-independence, and which also meant that the Supervisory Board had not met her or been able to examine her background. In contrast, the Supervisory Board was now able to check Mrs. De Nul's background and follow an appropriate process for this nomination. The Chair added that she personally felt that this was a very different process from that following the special general meeting, and thus the independence criteria had been met. She had also met the two candidates for this meeting as independent chair and is indeed convinced that both, along with herself, are independent, and their main task will be to look after all shareholders, including minority shareholders.

Mr. Stonex added that although he is a director representing a shareholder, he has a responsibility to all shareholders and one should take this seriously. Independent directors are indeed important, but all other directors also want to act in the interest of all stakeholders, affirming that he wants to do the right thing for everyone.

The shareholder replied that one cannot forget the past 6-9 months and that the nominations give certain indications, but that he will indeed trust that the full Supervisory Board will act in the interest of the minority shareholders representing the remaining 50% and all stakeholders.

At approximately 11.15 a.m., the Secretary indicated that the voting would be done electronically and the Chair put the following resolutions to the vote (the voting details are set out in Annex 1):²

² Due to a technical issue during the general meeting, some shares were not taken into account when voting results were declared. However, this difference does not affect the validity of the meeting or the resolutions passed. Annex 1 sets out both results for the sake of clarity, with only the correct numbers further mentioned in these minutes.

Acknowledgment reports

The report of the Supervisory Board and the statutory auditor for the financial year closed on 31 December 2022 are acknowledged. As these reports have been made available to all shareholders, present or represented, no reading is given.

The first item on the agenda does not require a decision.

First resolution

As the remuneration report has been made available to all shareholders, present or represented, no reading is given.

“The general meeting decides to approve the remuneration report.”

This proposal was **adopted** unanimously with the exception of 71,804 abstentions and 70,740,941 votes against.

The resolution is thus approved

Second resolution

As the annual accounts for the financial year closed on 31 December 2022 have been made available to all shareholders, present or represented, no reading is given.

“The annual accounts for the financial year closed on 31 December 2022, prepared by the supervisory board, are approved.”

This proposal was **adopted** unanimously with the exception of 165,431 abstentions and 8,019 votes against.

The resolution is thus approved

Third resolution

“The result to be allocated for the financial year 2022 amounts to USD 158,782,809.22. Together with the loss of USD – 62,836,877.75 from the previous financial year, this results in a profit balance to be appropriated of USD 95,945,931.47.

A full year gross dividend in the amount of USD 0.081 per share shall be distributed to all shareholders, consisting of an interim dividend of USD 0.03 per share already paid related to Q4 2022, and a final dividend of USD 0.051 per share, to be paid after the Ordinary Shareholders’ Meeting, on 13 June 2023.

The allocation of profits will be as follows:

Capital and reserves (-)	USD 1,080,060.14
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Dividends	USD 16,344,466.1
Carried forward	USD 80,681,525.51”

This proposal was **adopted** unanimously with the exception of 66,918 abstentions and 7,808 votes against.
The resolution is thus approved.

Fourth resolution

“The general meeting resolves to approve a shareholders distribution for Q4 2022 out of the available share premium of 1.049 USD per share, which shall be paid to the shareholders on 13 June 2023. For the avoidance of doubt, treasury shares shall not be entitled to such shareholders distribution.”

For the avoidance of doubt, the company specifies the following: For tax purposes, the shareholder distribution of USD 1.049 per share out of the available share premium decided upon during this general shareholders’ meeting will be allocated in full to amounts assimilated to the paid-in fiscal capital of the Company, taking into account the allocation rules provided for in Article 18 of the Belgian Income Tax Code 1992, as the distribution of the final dividend of USD 0.051 per share decided under point 4 above already leads to a dividend amount that is higher than the dividend amount for tax purposes that would follow from a share premium repayment for the same total amount (i.e., USD 1.1 per share), in accordance with Article 18, paragraph 7, of the Belgian Income Tax Code 1992.

This proposal was **adopted** unanimously with the exception of 6,225 abstentions and 11,584 votes against.
The resolution is thus approved.

Fifth resolution

“Discharge is granted to the members of the Supervisory Board of the company: Mrs. Grace Reksten Skaugen, Mrs. Anita Odedra and Mrs. Anne-Hélène Monsellato, Messrs. Carl Steen, Steven Smith 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.”

This proposal was **adopted** unanimously with the exception of 104,715,463 abstentions and 4,082,704 votes in against.
The resolution is thus approved.

Sixth resolution

“Discharge is granted to the auditor of the company: KPMG Bedrijfsrevisoren represented by Mr. Herwig Carmans (partner), for any liability arising from the execution of her mandate in the course of the financial year under revision.”

This proposal was **adopted** unanimously with the exception of 201,467 abstentions and 83,151 votes in against.

The resolution is thus approved.

Seventh resolution

"The general meeting resolves to appoint Mrs. Julie De Nul as independent member of the Supervisory Board, until and including the ordinary general meeting to be held in 2025.

Mrs. Julie De Nul holds a Master's degree in law from the University of Ghent. She is CEO of Jan De Nul Dredging NV since 2020 and has been a member of the board of directors of Jan De Nul NV since 2010. From 2007 to 2010, she was Legal Counsel at Office Belgium. She is currently also a member of the board of directors of VCB (the Flemish Construction Confederation), VOKA (the Flanders' Chamber of Commerce and Industry) and Museum Dr. Guislain Ghent. It appears from the information provided by Mrs. Julie De Nul 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. Julie De Nul can be considered independent under SEC and NYSE rules."

This proposal was **adopted** unanimously with the exception of 14,307 abstentions and 4,961,034 votes against.
The resolution is thus approved.

Eighth resolution

"The general meeting resolves to appoint Mr. Ole Henrik Bjørge as independent member of the Supervisory Board, until and including the ordinary general meeting to be held in 2025.

Mr. Ole Henrik Bjørge is the owner and CEO in Nes Invest AS and holds positions as board member in HitecVision AS, Hav Energy AS, OMP Capital AS and Ulstein Group ASA. Mr. Bjørge has previously served 13 years as CEO of Pareto Securities. Prior to that, Mr. Bjørge had 12 years' fixed income investment experience from various positions at Pareto Securities and DNB, which latest was Head of Fixed Income at Pareto Securities. Mr. Bjørge holds a MSc from the Norwegian School of Economics (NHH). It appears from the information provided by Mr. Ole Henrik Bjørge 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. Ole Henrik Bjørge can be considered independent under SEC and NYSE rules."

This proposal was **adopted** unanimously with the exception of 11,684 abstentions and 3,445,513 votes against.
The resolution is thus approved.

Acknowledgment end of term

The general meeting acknowledges the expiry of the term of office of Mrs. Anita Odedra today, with effect immediately after this general shareholders' meeting.

The general meeting acknowledges the expiry of the term of office of Mr. Carl Trowell today, with effect immediately after this general shareholders' meeting.

Ninth resolution

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

This proposal was **adopted** unanimously with the exception of 14,820 abstentions and 3,366,439 votes against.
The resolution is thus approved.

Tenth resolution

"For the financial year ending 31 December 2023, the total amount of the remuneration for the statutory auditor is fixed at EUR 975,000 for the audit of the statutory and consolidated accounts, which includes the audit on financial reporting."

This proposal was **adopted** unanimously with the exception of 62,784 abstentions and 240,798 votes against.
The resolution is thus approved.

Eleventh resolution

"The general meeting acknowledges and accepts the resignation of the statutory auditor KPMG Bedrijfsrevisoren, based on the legal limitation of the number of years during which the same auditor can act pursuant to the EU Regulation No. 537/2014.

The general meeting resolves to appoint as statutory auditor, on proposal of the audit and risk committee, BDO Bedrijfsrevisoren, a private limited liability company under Belgian Law, with registered office at Da Vincilaan 9, box E.6,

1930 Zaventem, Belgium and registered with the Crossroads Bank For Enterprises under number 0431.088.289 represented by Mrs. Veerle Catry, as statutory auditor of the Company for a term of three years until and including the ordinary general meeting to be held in 2026.”

This proposal was **adopted** unanimously with the exception of 12,760 abstentions and 110,984 votes against.

The resolution is thus approved.

Twelfth resolution

“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 agreement which provides for a mandatory prepayment and/or cancellation in case of a change of control over the company: a loan agreement dated 6 December 2022 between (i) Euronav NV as borrower, (ii) the banks and financial institutions listed in Schedule 1 therein as lenders, (iii) the banks and financial institutions listed in Schedule 2 therein as swap banks, (iv) the Mandated Lead Arrangers as defined therein, (v) Nordea Bank ABP, filial i Norge as Bookrunner, (vi) Nordea Bank ABP, filial i Norge as Coordinator, (vii) Nordea Bank ABP, filial i Norge as Sustainability Agent, (viii) Nordea Bank ABP, filial i Norge as Agent and (ix) the Security Trustee as security trustee of up to, initially, \$377,000,000 (which may be increased to up to \$447,000,000) comprising a revolving credit facility of up to \$307,000,000 and a newbuild term loan facility of up to \$70,000,000 and an upsize term loan facility of, initially, \$0 (which may be increased to up to \$70,000,000).”

This proposal was **adopted** unanimously with the exception of 20,583 abstentions and 67,741 votes against.

The resolution is thus approved.

Thirteenth resolution

“The general meeting decides to grant authority to Mrs. Sofie Lemlijn, Ms. Maxime Van der Weehe and Ms. Shirley Odé 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.”

This proposal was **adopted** unanimously with the exception of 52,579 abstentions and 26,840 votes against.

The resolution is thus approved.

Miscellaneous

A shareholder commented that he has been a shareholder in the Company since 2015 and has always been aligned with the Company's strategy, both in good times and bad times. Even in the last year, he was aligned with the merger with Frontline, he thought this merger would be good for the company. However, then many things happened that were difficult for him to understand. Despite all

this, the company performed well. A new surprise as a shareholder in this context was the fact that the person responsible for this good performance was leaving. The shareholder continued that the directors, in the sense of the entire Supervisory Board, both independent and non-independent directors, bear a very heavy responsibility for the company and for the 50% shareholders who are not part of the board. He asked whether there was a strategy of the Supervisory Board to deal with that, whether at least some insight could be given on the direction the company was going anyway.

The Chair replied that certain major shareholders had already stated in the press that this was something for the new Supervisory Board to discuss. The Chairman then gave the floor to a representative of CMB and member of the Supervisory Board.

Mr. Marc Saverys, as a member of the Supervisory Board representing CMB, noted that questions could be asked by CMB as a shareholder to CMB representatives in this room after the meeting. He continued that CMB has been saying for a long time it did not want a merger with Frontline, which indeed is now over. In addition, CMB wanted a change in the Supervisory Board and management, both of which have also succeeded. Now it is up to the two major shareholders on the Supervisory Board to decide what we are going to do in the coming days and weeks and decide on a new strategy. We will work on this from now on, the sooner we can deliver a strategy, the sooner you as shareholders will have an idea about this. Mr. Saverys stressed that he is ready to answer any questions then. He therefore asked to wait a few weeks to see how the new Supervisory Board and management will work out the new strategy. Indeed, there are two new independent board members, whom we will brief on what we will do with the company and with whom we will discuss the company's new strategy.

This shareholder then noted that Mr Saverys should be aware that 50% of the company's shares are not held by CMB or Frontline and their related persons, so it is not CMB that decides either.

To this, Mr. Saverys replied that earlier in the meeting it was already noted by his friend and colleague Mr. Stonex that the members of the Supervisory Board care about all shareholders. Mr. Saverys stressed that he hopes that shareholders will not question that all board members have this attitude, as they have no interest in not taking everyone into account.

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Since the agenda has been completed in this way, and the meeting has refrained from reading the minutes, the Chair invites the clerks as well as the members of the bureau and the shareholders who wish to do so, to sign the minutes

The meeting is closed at 11.45 a.m.

The clerks,

[signed]
(Geert Asselman)

[signed]
(Joren De Graeve)

[signed]
The Secretary,

(Sofie Lemlijn)

[signed]
The Chair,

(Grace Reksten Skaugen)

The shareholders requesting to sign

ANNEX 1. Details of the votes per resolution³

The table below shows the details of the votes for each decision, in accordance with article 7:141, paragraph two of the Belgian Code of Companies and Associations.

The total number of validly represented votes at the meeting is 144,934,645.

[US shareholders included]

For full transparency, the table below shows the details of the votes that were projected during the meeting.

Resolutions AGM	VOTES FOR	%	VOTES AGAINST	%	VOTES WITHHELD	VOTES TOTAL
2	69.236.678	51,27%	65.806.005	48,73%	8.000	135.050.683
3	134.945.700	100,00%	0	0,00%	104.678	135.050.378
4	135.042.682	100,00%	0	0,00%	8.000	135.050.682
5	135.047.682	100,00%	3.000	0,00%	0	135.050.682
6.1	26.710.175	87,97%	3.653.992	12,03%	104.656.515	135.020.682
6.2	134.868.566	99,97%	38.079	0,03%	144.037	135.050.682
7.1	131.824.645	97,61%	3.226.027	2,39%	0	135.050.672
7.2	131.638.286	97,47%	3.412.308	2,53%	88	135.050.682
8	131.792.605	97,59%	3.257.872	2,41%	195	135.050.672
9	134.824.806	99,83%	225.866	0,17%	0	135.050.672
10	134.951.371	99,93%	99.311	0,07%	1	135.050.683
11	135.047.606	100,00%	3.066	0,00%	0	135.050.672
12	135.050.617	100,00%	0	0,00%	0	135.050.617

³ Due to a technical issue during the general meeting, some shares were not taken into account when voting results were declared. However, this difference does not affect the validity of the meeting or the resolutions passed. This Appendix 1 sets out both results for the sake of clarity, with only the correct numbers further mentioned in the minutes.