



Limited liability company  
De Gerlachekaai 20, 2000 Antwerpen, Belgium  
Enterprise number 0860.402.767,  
registered within the jurisdiction of the Commercial Court of Antwerp

**POWER OF ATTORNEY SPECIAL SHAREHOLDERS' MEETING<sup>1</sup>  
of Tuesday 21 November 2023**

This proxy should be used by holders of European nominative shares and European dematerialised shares of Euronav NV (the "Company") who want to be represented by a proxy holder at the meeting and have not used the Lumi Connect platform to register (as stipulated in the convening notice – if you have registered via the Lumi Connect platform please use this platform to complete the electronic proxy form available on <https://www.lumiconnect.com/en/events>). The entities and the shareholders who wish to be represented are kindly requested to use this proxy form, drawn up by the Supervisory Board, or, as the case may be, issue their votes through a U.S. proxy card. Other proxy forms, with the exception of the electronic proxy form via the Lumi Connect platform, will not be accepted.

According to the applicable legal provisions and article 35 of the company's articles of association, every owner of a share may appoint one special proxyholder to represent him at the special shareholders' meeting. The joint owners, usufructuaries and bare owners, the pledgees and the pledgors must respectively be represented by one and the same person.

This proxy does not constitute a proxy solicitation in the sense of articles 7:144 or 7:145 of the Belgian Code of Companies and Associations.

Each shareholder using this proxy form must ensure an original completed and signed form reaches Euroclear Belgium, for the attention of Issuer Services, Koning Albert II-laan 1, 1210 Brussel at the latest on the sixth calendar day prior to the meeting, i.e. on or before **Wednesday, 15 November 2023 at 5.00 p.m. Belgian time** at the latest (the "Notification Deadline") (and a copy by e-mail: [ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com) (cc: [shareholders@euronav.com](mailto:shareholders@euronav.com)) or by fax: +32 2 337 54 46).

Shareholders who wish to be represented by proxy must also register for the meeting, as described in the notice convening the special shareholders' meeting.

The holders of dematerialised European Shares, who have not used the Lumi Connect platform to register (as stipulated in the convening notice), 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](mailto:ebe.issuer@euroclear.com) / fax: +32 2 337 54 46) at the latest by **Wednesday 15 November 2023, 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.

The holders of U.S. Shares reflected directly in the U.S. Share Register may only participate 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 on the Notification Deadline at 5.00 pm (Belgian time).

Should these shareholders nevertheless wish to use this power of attorney, they are strongly encouraged to contact the company timely to ensure the validity of the votes issued as well as the power of attorney.

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 on the Notification Deadline at 5.00 pm (Belgian time).

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<sup>1</sup> Capitalized terms which are not defined in this Power of attorney form have the meaning set forth in the conditions of admission included in the convening notice.

Should these shareholders nevertheless wish to use this power of attorney, they are strongly encouraged to contact the company timely to ensure the validity of the votes issued as well as the power of attorney.

**POWER OF ATTORNEY SPECIAL SHAREHOLDERS’ MEETING**

**of Tuesday, 21 November 2023**

The undersigned<sup>2</sup> \_\_\_\_\_

Residing at<sup>3</sup> \_\_\_\_\_

\_\_\_\_\_

Owner of:

- \_\_\_\_\_<sup>4</sup> European Shares (registered shares)
- \_\_\_\_\_<sup>4</sup> European Shares (dematerialised shares)
- \_\_\_\_\_<sup>4</sup> U.S. Shares (reflected directly in the U.S. Share Register (not through DTCC))
- \_\_\_\_\_<sup>4</sup> U.S. Shares (reflected indirectly in the U.S. Share Register (through DTCC))

at the Record Date of the Company,

hereby appoints as special attorney<sup>5</sup>:

- \_\_\_\_\_, residing at \_\_\_\_\_<sup>6</sup>
- Ms. Sofie Lemlijn, General Counsel and/or Ms. Maxime Van der Weehe, Secretary General<sup>7</sup>, choosing residence for this purpose at the registered address of the Company.

In order to represent him (her) at the special shareholders’ meeting of aforementioned Company to be held on **Tuesday, 21 November 2023 at 11.00 a.m. Belgian time** in 2000 Antwerp, De Gerlachekaai 20, with the agenda mentioned hereafter, as well as at any other postponed or adjourned meeting with the same agenda; sign the attendance lists and all other deeds or minutes, if necessary, participate in any and all deliberations, vote on the various items on the agenda of aforementioned meeting according the voting instructions and other stipulations in this form, substitute and in general do everything he (she) deems necessary, provided the articles

<sup>2</sup> 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).

<sup>3</sup> Address or registered office of the shareholder.

<sup>4</sup> Number and nature of the owned shares.

<sup>5</sup> Please tick the appropriate box.

<sup>6</sup> First name, name and address of the proxy holder. The absence of information regarding the proxy holder will be considered as a grant of power of attorney to Ms. Sofie Lemlijn, General Counsel, and/or Ms. Maxime Van der Weehe, Secretary General.

<sup>7</sup> Ms. Sofie Lemlijn, General Counsel, and/or Ms. Maxime Van der Weehe, Secretary General, are employees of the Company and consequently have a potential conflict of interest as set out in article 7:143 Belgian Code of Companies and Associations. In event of a potential conflict of interest, this proxy holder shall only vote in execution of the proxy in accordance with the specific voting instructions included in this proxy. In the absence of specific voting instructions, the proxy holder shall be deemed to have received the specific instruction to vote against this item.

of association and applicable legal provisions are abided by, promising to ratify and approve everything done in his/her name.

### **Agenda of the special shareholders' meeting with proposed resolutions**

#### **1 Approval of conditions precedent in accordance with article 7:151 of the Belgian Code of Companies and Associations**

- A. Approval of conditions precedent in relation to the sale of vessels to Frontline in accordance with article 7:151 of the Belgian 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 Belgian Code of Companies and Associations the condition precedent in clause 3.1(c) of the framework agreement dated 9 October 2023 concluded between Euronav (as seller) and Frontline plc (as buyer) whereby the sale and purchase of 24 vessels is subject to the completion of the acquisition by CMB NV of all shares in the Company held by Frontline plc and Famatown Finance Limited.

In accordance with the requirements of article 7:151, second indent, of the Belgian Code of Companies and Associations, this resolution shall be filed in accordance with article 2:14,4° of the Belgian Code of Companies and Associations and shall be published as an announcement in the Belgian State Gazette accordingly.

**Vote:**

If no choice is indicated, the mandatory will vote as recommended by the Supervisory Board.

**For / Against / Abstention**

- B. Approval of conditions precedent in relation to the termination of the arbitration proceedings in accordance with article 7:151 of the Belgian Code of Companies and Associations

Proposed resolution:

The general meeting approves and to the extent necessary, ratifies, in accordance with article 7:151 of the Belgian Code of Companies and Associations the condition precedent in clause 2.1 of the settlement agreement dated 9 October 2023 concluded between the Company and Frontline plc, Famatown Finance Limited, Hemen Holding Limited and Geveran Trading Co. Limited, whereby the termination of the arbitration proceedings in respect of the combination agreement entered into the Company and Frontline plc on 10 July 2022, is subject to the completion of the acquisition by CMB NV of all shares in the Company held by Frontline plc and Famatown Finance Limited.

In accordance with the requirements of article 7:151, second indent, of the Belgian Code of Companies and Associations, this resolution shall be filed in accordance with article 2:14,4° of the Belgian Code of Companies and Associations and shall be published as an announcement in the Belgian State Gazette accordingly.

**Vote:**

If no choice is indicated, the mandatory will vote as recommended by the Supervisory Board.

**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 Ms. 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.

**Vote:**

If no choice is indicated, the mandatary will vote as recommended by the Supervisory Board.

**For / Against / Abstention**

**3 Miscellaneous**

The proxy holder will vote on behalf of the undersigned in accordance with the voting instructions given. In the absence of voting instructions given to the proxy holder in respect of the various items on the agenda, or in the event that, for whatever reason, there is a lack of clarity in the voting instructions given or if there should be a vote on decisions to be taken by the special shareholders' meeting on the agenda of the meeting in compliance with the Belgian Code of Companies and Associations, the proxy holder shall always vote on a proposed resolution as recommended by the Supervisory Board.

The proxy holder declares being informed of the fact that, after the publication of the convening notice, one or more shareholders who together hold at least 3% of the Company's share capital may have new items placed on the agenda of the special shareholders' meeting of the Company or new proposed resolutions relating to the items included or to be included on the agenda. The Company shall announce an amended agenda no later than 6 November 2023, if it has validly received new items or proposed resolutions to be included in the agenda of the special shareholders' meeting. In this case, the Company shall provide the shareholders with a new proxy form containing these new items or proposed resolutions, and the following rules shall apply:

- (a) if this power of attorney was validly notified to the Company prior to the publication of the amended agenda for the meeting, this power of attorney shall remain valid with respect to the items on the agenda of the meeting originally specified in the convening notice;
- (b) if the Company has published an amended agenda containing one or more **new proposals for decision** on items originally included on the agenda, the law requires the proxy holder to deviate, during the meeting, from any voting instructions originally given by the principal, if, in the proxy holder's opinion, the implementation of such instructions could damage the interest of the principal. The proxy holder shall notify the principal thereof; and
- (c) if the Company has announced an amended agenda containing new items, the law requires that this power of attorney states whether the proxy holder is authorised to vote on these new items or whether it must abstain.

Taking into account the indications given in point (c) above:<sup>8</sup>

- authorises the proxy holder to vote on the new items to be included on the agenda of the meeting;
- instructs the proxy holder to abstain from voting on the new items to be included on the agenda of the meeting.

This proxy form 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 special shareholders' meeting of the Company of 21 November 2023.

Drawn up at \_\_\_\_\_, on \_\_\_\_\_ 2023

The signature should be preceded by the handwritten mention "Good for proxy".<sup>9</sup>

\_\_\_\_\_  
[Signature]

<sup>8</sup> Please tick the appropriate box. If the principal has not ticked any of these boxes above or if he has ticked both, the proxy holder will have to abstain from voting on the new items to be included on the agenda of the meeting.

<sup>9</sup> Bodies corporate need to mention the full name and title of the signatory/-ies.