



EURONAV NV

Limited Liability Company

Offices: De Gerlachekaai 20, 2000 Antwerp

Enterprise number 0860.402.767

(the "**Company**")

TRANSLATION FOR INFORMATION PURPOSES ONLY

**CONVENING NOTICE FOR THE SPECIAL AND EXTRAORDINARY
SHAREHOLDERS' MEETINGS**

The supervisory board invites the shareholders to attend (i) the special general meeting, to be held at 2000 Antwerp, Gerlachekaai 20, on Tuesday 2 July 2024, at 10:30 a.m. Belgian time, to deliberate on the agenda mentioned below containing proposed decisions, and immediately thereafter, (ii) the extraordinary general meeting which will be held at the aforementioned location and date regarding the agenda mentioned below containing proposed decisions.

As the agenda of the extraordinary general meeting relates to an amendment to the Company's articles of association, the extraordinary general meeting will only be able to validly deliberate and decide on the agenda listed below if, in accordance with article 7:153 of the Belgian Code of Companies and Associations, the shareholders attending or represented at the meeting represent at least one half of the capital. Should this condition not be fulfilled, the supervisory board shall timely convene a second extraordinary general meeting, which meeting may validly deliberate and decide on the agenda below irrespective of the portion of the capital present or represented by the shareholders at the meeting.

The special general meeting shall validly deliberate and decide on 2 July 2024, irrespective of the portion of the capital present or represented by the shareholders at the meeting.

Agenda of the special general meeting

- 1 Distribution to shareholders of USD 0.88 per share from the available share premium and authorisation to the Supervisory Board to set the payment date and pay the distribution to shareholders during the 2024 financial year.**

Proposed decision:

“The special general meeting decides to approve a distribution to shareholders from the available share premium (made available pursuant to the resolution of the extraordinary general meeting of 10 November 2021) of USD 0.88 per share to be paid to shareholders in 2024 and authorises the Supervisory Board to set the date on which it becomes payable. For the avoidance of doubt, treasury shares are not entitled to such distribution to shareholders.”

- 2 Intermediary dividend to shareholders of USD 0.27 per share and authorisation to the Supervisory Board to set the payment date and pay the intermediary dividend to shareholders during the 2024 financial year.**

Proposed decision:

“The special general meeting decides to approve an intermediary (gross) dividend to shareholders of USD 0.27 per share to be paid to shareholders in 2024 and authorises the Supervisory Board to set the date on which it becomes payable.”

- 3 Approval, pursuant to article 7:151 of the Belgian Code of Companies and Associations, of clauses included in a credit agreement regarding change of control.**

Proposed decision:

“The special general meeting approves and ratifies, to the extent necessary, in accordance with article 7:151 of the Belgian Code of Companies and Associations, all clauses of the following credit agreement providing for a possibility of early repayment and/or termination in the event of change of control in the Company: the bareboat financing entered into between CMB.TECH and Bank of China Limited, Beijing Branch on 22 September 2023, whereby Euronav, as of 2 May 2024, acts as “guarantor” for 2 bulk carriers of Xiang T63 HK International Ship Lease Co. Limited (owner of the vessels).”

- 4 Proxy Crossroad Bank for Enterprises, counters for enterprises, registers of the enterprise court, administrative agencies and fiscal administrations**

Proposed decision:

“The special general meeting decides to grant authority to Ms. Maxime Van der Weehe, Ms. Emma De Jonge 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.”

5 Miscellaneous

Agenda of the extraordinary general meeting

1 Change of the name of the Company.

Proposed decision:

"The extraordinary general meeting decides to change the name of the Company from Euronav to CMB.TECH, with effect from 1 October 2024.

2 Amendments to article 1 of the articles of association.

Proposed decision:

"The extraordinary general meeting decides to replace article 1 of the articles of association in full with the following text:

*"Article 1. The company has the legal form of a limited liability company ("naamloze vennootschap"). Its denomination is "**EURONAV**". In accordance with the decision of the extraordinary general meeting of 2 July 2024, with effect from 1 October 2024, its denomination is "**CMB.TECH**".*

3 Authorization to the notary public to amend and coordinate the articles of association in order to align these with the previous decisions.

Proposed decision:

"The extraordinary general meeting decides to authorize the notary public to coordinate the articles of association in accordance with the aforementioned decisions.

4 Proxy Crossroad Bank for Enterprises, counters for enterprises, registers of the enterprise court, administrative agencies and fiscal administrations

Proposed decision:

"The extraordinary general meeting decides to grant authority to Ms. Maxime Van der Weehe, Ms. Emma De Jonge 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."

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CONDITIONS OF ADMISSION

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 fulfil the following requirements in order to be admitted to the shareholders' meetings and to exercise their right to vote at the meeting in person or by proxy (card).

The Company is working with Lumi Connect (<https://www.lumiconnect.com/en/events>) to assist shareholders with the registration to (i) participate in the shareholders meetings, (ii) vote before the shareholders meeting or (iii) grant a power of attorney to another person to vote in the shareholders meetings. We advise all shareholders to use this efficient platform.

All shareholders attending the shareholders' meetings in person are kindly requested to arrive in advance of the meetings, taking into account that they shall have to register before being allowed to enter the shareholders meetings. Registration will open at 10 a.m. and will be closed 10 minutes prior to the start of the meetings.

The Company's ordinary shares are comprised of (a) shares that are tradable on the regulated market of 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 and the extraordinary shareholders' meeting provided they have their shares recorded in their name (i.e. can prove they own these shares) on **Tuesday, 18 June 2024 at 24:00 hours Belgian time** (the "Record Date").

In view of the Record Date set for the Company's special and extraordinary shareholders' meeting on Tuesday 2 July 2024, shareholders may not reposition shares between the Belgian Share Register and the U.S. Share Register during the period from 17 June 2024 at 8.00 am (Belgian time) until 19 June 2024 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' meetings if their shares are registered in the company's Belgian Share Register on the Record Date.

(b) Holders of European Shares (dematerialised shares)

If a shareholder who holds dematerialised European Shares decides to use the Lumi Connect Platform and registers for the shareholders' meetings of the Company on <https://www.lumiconnect.com/en/events>, the below mentioned procedure should not be followed and Lumi Connect shall determine the shareholding on the Record Date.

If a shareholder who holds dematerialised European Shares decides not to use the Lumi Connect Platform, the following procedure should be followed: 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) (copy by e-mail: ebe.issuer@euroclear.com / fax: +32 2 337 54 46) at the latest by **Wednesday 26 June 2024, 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 shareholders' meetings 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 encourages such shareholders to participate in the meetings through the U.S. proxy card that will be provided to them 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 shareholders' meetings 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 that will be provided to them 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.*

A. European Shares

All shareholders, holding European Shares, wishing to attend the shareholders' meetings in person must notify the Company as set out below no later than the Notification Deadline:

- electronically on the Lumi Connect platform via the link <https://www.lumiconnect.com/en/events> (in case of dematerialized European Shares, whether or not through the intervention of a financial intermediary acting on instruction of the shareholder);
- by e-mail to the Company as set out in Section III (Notifications) below;
- by post addressed to the Company as set out in Section III (Notifications) below.

In addition, proof of identification may be asked when entering the meeting room.

If a shareholder, holding European Shares, decides not to register electronically via the Lumi Connect Platform and decides to notify the Company via e-mail or post, the following procedures should be followed:

(a) Holders of European Shares (registered shares)

Owners of registered European Shares wishing to attend the shareholders' meetings 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.

B. U.S. Shares

All shareholders, holding US Shares, wishing to attend the shareholders' meetings in person must notify the Company as set out below and in Section III (Notifications) no later than the Notification Deadline.

(a) 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' meetings 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.

(b) 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' meetings 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 MEETINGS THROUGH A PROXY (CARD), PLEASE FOLLOW THE ACCOMPANYING INSTRUCTIONS. IF YOU ATTEND THE MEETINGS, 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' meetings 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 electronic proxy available to the shareholders who have registered electronically by using the Lumi Connect platform, using the link <https://www.lumiconnect.com/en/events> where the shareholder can issue a proxy with voting instructions via an electronic form, no later than the Notification Deadline; or
- 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) (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 electronic proxy available to the shareholders who have registered electronically by using the Lumi Connect platform, using the link <https://www.lumiconnect.com/en/events> where the shareholder can issue a proxy with voting instructions via an electronic form, no later than the Notification Deadline; or
- the proxy form available on the company's website and submit the original form 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). Holders of dematerialised European Shares who wish to vote by proxy, must also comply with the conditions to participate in the meetings, as described above in '1. Record date - (b) Holders of European Shares (dematerialised shares)'.

(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 that will be provided to them 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 that will be provided to them 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, in the Meeting Materials and accompanying the U.S. proxy card in order to be validly represented at the shareholders' meetings. 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 meetings by letter, must complete:

- the advance electronic vote that can be cast on the Lumi Connect platform, using the link <https://www.lumiconnect.com/en/events>, no later than the Notification Deadline; or
- the designated form for voting by letter available on the Company's website, of which a completed signed original 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 (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, attendance form, attendance guidelines and proxy form (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 31 May 2024; and (ii) holders of European Shares (dematerialised shares) through the website and the press no later than 31 May 2024; and (iii) holders of U.S. Shares reflected indirectly in the U.S. Share Register (through DTCC) through a mailing as of 31 May 2024. Holders of U.S. Shares will additionally be provided with a U.S. proxy card.

*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 and the U.S. proxy card timely. **Only shareholders complying with all conditions of admission for attendance to the meetings outlined above shall be entitled to vote at the meetings.***

A copy of the documents and reports mentioned in the agenda of the shareholders' meetings 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.

One or more shareholders having at least 3% of the share capital of the Company may add items to the agenda of the shareholders' meetings 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 **Monday 10 June 2024**.

Following such notification, the Company will publish a revised agenda no later than **Monday 17 June 2024**.

Shareholders may ask questions in writing to the supervisory board prior to the shareholders' meetings by sending such questions to the Company, or via the Lumi Connect platform (<https://www.lumiconnect.com/en/events>), no later than **Wednesday 26 June 2024 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

E-mail address: shareholders@euronav.com
Attention: Company Secretary – General Meetings

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 email, the date of the email is determining for assessing the compliance with this obligation.

All documents and other information required for purposes of the shareholders' meetings are available from the above-mentioned address and from the company's website: 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 shareholders' meetings. The Company will process such data solely for the purposes of the organisation and conduct of the relevant shareholders' meetings, 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.

The Supervisory Board