



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 EXTRAORDINARY GENERAL MEETING¹
of 13 May 2015**

This proxy should be used by shareholders who want to be represented by a proxy holder at the meeting. The body corporate and the shareholders who wish to be represented are kindly requested to use the proxy forms, drawn up by the board of directors, or, as the case may be, issue their votes through a U.S. proxy card. Other proxy forms will not be accepted.

According to the applicable legal provisions and article 34 of the company's articles of association, every owner of a share may appoint one special proxy to represent him at the extraordinary and ordinary general shareholders' meeting. The joint owners, usufructuaries and bare owners, the pledgees and the pledgors must respectively be represented by one and the same person.

The physical persons participating at the meetings in the capacity of holders of shares, proxy or representing a body corporate, will need to prove their identity in order to be admitted to the meetings. The representatives of a body corporate should submit proof of their function within the body corporate or their capacity of special representatives.

This proxy does not constitute a proxy solicitation in the sense of article 548 or 549 of the Belgian Company Code.

Each shareholder using this power of attorney, must ensure the signed and completed original form reaches the company at the latest on the sixth calendar day prior to the first meeting, i.e. on or before **Thursday, May 7, 2015** at the latest (the "Notification Deadline"), by mail to:

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

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

Or by mail and e-mail to: shareholdersmeeting2015@euronav.com

¹ Capitalized terms which are not defined in this attendance form have the meaning set forth in the conditions of admission included in the convening notice.

Shareholders who wish to be represented by proxy must also register for the meetings, as described in the notice convening the general meetings.

Holders of registered European Shares who want to appoint a special proxy must complete this proxy form and submit the original to the company no later than the Notification Deadline.

Holders of dematerialized European Shares must attach to the proxy a certificate issued by the applicable settlement institution, a certified account holder or financial institution for the shares concerned, confirming the number of shares that have been registered in their name on the aforementioned registration date (i.e. **Wednesday, April 29, 2015**, at midnight (12:00 a.m. Central European Time, GMT+1)) and with which they intend to vote at the meetings.

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.

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.

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.

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.

If additional agenda items are put on the agenda or if new draft resolutions are tabled pursuant to article 533ter of the Belgian Companies Code, the company will publish an amended agenda with, as the case may be, additional agenda items and additional draft resolutions. This will be done no later than the fifteenth calendar day prior to the relevant general shareholders' meeting, i.e. before or on **Tuesday, April 28, 2015** at the latest. At that time, the company will also make available amended forms for votes by proxy and U.S. proxy cards. Proxies and U.S. proxy cards that reach the company prior to the publication of an amended agenda remain valid for the items to which the proxies or U.S. proxy cards apply, subject, however, to applicable law and the further clarifications set out in this form or the U.S. proxy cards.

**POWER OF ATTORNEY EXTRAORDINARY GENERAL MEETING
of Wednesday, May 13, 2015**

The undersigned² _____

Residing at³ _____

Owner of:

- _____⁴ European Shares (registered shares)
- _____⁴ European Shares (dematerialised shares)
- _____⁴ U.S. Shares (reflected directly in the U.S. Share Register (not through DTCC))
- _____⁴ U.S. Shares (reflected indirectly in the U.S. Share Register (through DTCC))

at the registration date of the limited liability company Euronav NV,

hereby appoints as special attorney⁵ _____

profession or capacity _____

residing at _____

In order to represent him (her) at the extraordinary general shareholders' meeting of aforementioned company to be held on **Wednesday, May 13, 2015 at 10.30 a.m.** in 2000 Antwerp, Schaliënstraat 5, 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 as he (she) deems proper, substitute and in general do everything he (she) deems necessary, provided the articles of association are abided by, promising to ratify and approve everything done in his/her name.

² 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).

³ Address or registered office of the shareholder.

⁴ Number and nature of the owned shares.

⁵ Name and first names of the special attorney, or leave blank.

**Agenda of the ordinary general meeting
Agenda with proposed resolutions**

- 1 Renewal of the authorisation to the board of directors relating to the authorised capital
 - 1.1. Submission of the report of the board of directors in accordance with article 604, second paragraph of the Code of Companies with respect to the specific circumstances under which the board of directors may make use of the authorised capital as well as the pursued objectives
 - 1.2. Decision to renew the authorisation granted to the board of directors to increase the share capital of the company within the framework of the authorised capital

Proposed decision:

Having discussed the report of the board of directors, the general meeting resolves to renew the authorisation granted to the board of directors to increase the share capital of the company, in one or several times, within the framework of the authorised capital by a total maximum amount of one hundred fifty million (150,000,000) US Dollars.

The general meeting thus resolves to replace article 5, paragraph 1 of the articles of association with the following text:

"By decision of the shareholders' meeting held on the thirteenth of May two thousand fifteen, the board of directors has been authorised to increase the share capital of the company in one or several times by a total maximum amount of one hundred fifty million (150,000,000) US Dollars during a period of five years as from the date of publication of such decision, subject to the terms and conditions to be determined by the board of directors."

Pursuant to the previous point, the general meeting also resolves to amend the second paragraph of article 5 of the articles of association in accordance with the reference value in euros of the amount of the authorised capital as it will appear from the bank statement delivered by a financial institution on the twelfth of May two thousand fifteen and which will be attached to the authentic deed relating to the amendment of the articles of association.

Vote:

If no choice is indicated, the mandatory will vote in favour of the proposed decision.

For / Against / Abstention⁶

- 1.3. Renewal of the authority to use the authorised capital in the case of a public purchase offer

Proposed decision:

The general meeting resolves to renew the authority granted to the board of directors to increase the company's share capital through the use of the authorised capital following a notification by the Financial Services and Markets Authority that a public purchase offer has been launched on the securities of the company.

The general meeting therefore decides to replace article 5, final paragraph of the articles of association with the following text:

"The board of directors is also competent to make use of the authorisation to increase the company's share capital by virtue of this article after the date on which the company has been notified by the Financial Services and Markets Authority that a public purchase offer has been launched on its securities, provided that the decision to increase the capital has been adopted by the board of directors before the thirteenth of May two thousand eighteen and provided that such decision is being taken in accordance with all applicable legal provisions."

It is noted however, should the proposed decisions under items 1.2 and 1.3 included not be approved by the general meeting, the existing authorisations will remain in force.

⁶ Delete that which does not apply.

Vote:

If no choice is indicated, the mandatory will vote in favour of the proposed decision.

For / Against / Abstention

- 2 Amendment of article 9 following the decision of the board of directors of 3 September 2014 to split the share register of the company and to enable the company to maintain the share register in electronic form

Proposed decision:

The general meeting resolves to bring the articles of association in accordance with the decision of the board of directors of 3 September 2014 to split the share register and to enable the company to maintain a share register in electronic form for registered shares, in accordance with Article 463 of the Code of Companies.

The general meeting therefore decides to replace article 9 of the articles of association as follows:

"A share register is kept at the registered office of the company and may be split by decision of the board of directors in accordance with the provisions of the Code of Companies.

Certificates stating the inscription may be delivered to the shareholders; these certificates are signed by two directors.

The register of registered shares, the register of any registered bonds or any other registered securities or financial instruments issued by the company may be held in electronic form. The board of directors may decide to outsource the maintenance and administration of any electronic register to a third party. All entries in the registers, including transfers, conversions and pledges, can validly be made on the basis of documents or instructions which the transferor, transferee and/or holder of the securities, as applicable, may send electronically or by other means, and the company may accept and enter any transfer in the registers resulting from correspondence or other documents evidencing the consent of the transferor and the transferee."

Vote:

If no choice is indicated, the mandatory will vote in favour of the proposed decision.

For / Against / Abstention

- 3 Deletion of the second paragraph of article 10 (*Dutch language version*)

Proposed decision:

The general meeting resolves to delete the second paragraph of article 10 of the articles of association as this is a duplicate from the first paragraph of the same article.

Vote:

If no choice is indicated, the mandatory will vote in favour of the proposed decision.

For / Against / Abstention

- 4 Renewal of the authorisation of the board of directors of the company and its direct subsidiaries to acquire the company's shares and profit shares to prevent imminent and serious harm to the company

Proposed decision:

The general meeting resolves to renew the authorisation of the board of directors of the company and its direct subsidiaries to acquire the company's shares or profit shares if the acquisition is necessary to prevent imminent and serious harm to the company, including a public purchase offer for the company's securities.

Hence, the general meeting resolves to replace the first paragraph of article 15 of the articles of association by the following text:

“Pursuant to a decision of the extraordinary shareholders’ meeting of thirteen May two thousand fifteen which has been adopted in accordance with the relevant legal provisions, the company and its direct subsidiaries have been authorised, during a period of three years as from the publication of the decision in the Annexes to the Belgian Official Gazette, to acquire the company’s own shares or profit shares, whether or not the holders of the latter are entitled to vote, by way of a purchase or an exchange, directly or through the intermediary of a person acting in its own name but for the account of the company or its direct subsidiaries. Such acquisition may be decided upon by the board of directors if the acquisition is necessary to prevent imminent and serious harm to the company, including a public purchase offer for the company’s securities. When deciding upon the acquisition of own shares or profit shares, the applicable legal provisions shall be complied with.”

It is noted however, should the proposed decisions under this item not be approved by the general meeting, the existing authorisation will remain in force.

Vote:

If no choice is indicated, the mandatory will vote in favour of the proposed decision.

For / Against / Abstention

5 Renewal of the authorisation to acquire own shares

Proposed decisions:

The general meeting resolves to authorise the board of directors of the company and its direct subsidiaries to acquire, in accordance with the conditions of the law, with available assets in the sense of article 617 of the Code of Companies, for a period of five years as from thirteen May two thousand fifteen, a maximum of twenty per cent of the existing shares of the company where all shares already purchased by the company and its direct subsidiaries need to be taken into account and at a price per share equal to the average of the last five closing prices of the Euronav share at Euronext Brussels before the acquisition, increased with a maximum of twenty percent (20%) or decreased with a maximum of twenty percent (20%) of the said average.

Vote:

If no choice is indicated, the mandatory will vote in favour of the proposed decision.

For / Against / Abstention

6 Authorisation to the company’s direct subsidiaries to sell company’s shares

Proposed decisions:

The general meeting resolves to extend the authorisation of the sale of acquired shares as laid down in article 16 paragraph 1 of the article of association to its direct subsidiaries.

Hence, the general meeting resolves to insert the following sentence at the end of paragraph 1 of article 16 of the articles of association:

“This authorisation is also valid for the direct subsidiaries of the company.”

It is noted however, should the proposed decisions under this item not be approved by the general meeting, the existing authorisation will remain in force.

Vote:

If no choice is indicated, the mandatory will vote in favour of the proposed decision.

For / Against / Abstention

7 Authorisation to sell the company's shares and profit shares to prevent imminent and serious harm to the company

7.1 Renewal of the authorisation of the board of directors of the company to sell the company's shares and profit shares to prevent imminent and serious harm to the company

Proposed decision:

The general meeting resolves to renew the authorisation of the board of directors of the company to sell previously acquired company's shares or profit shares when such sale is necessary to prevent imminent and serious harm to the company, including a public purchase offer for the company's securities.

Hence, the general meeting resolves to replace the second paragraph of article 16 of the articles of association by the following text:

"To prevent imminent and serious harm to the company, including a public purchase offer for the company's securities, the board of directors of the company can, in accordance with the Code of Companies, without prior permission of the general meeting, sell acquired shares or profit shares of the company on a stock exchange or by way of an offer to sell, addressed to all shareholders under the same conditions, during a period of three years as from the publication in the Annexes to the Belgian Official Gazette of the authorisation given by the general meeting of thirteen May two thousand fifteen."

It is noted however, should the proposed decisions under this item not be approved by the general meeting, the existing authorisation will remain in force.

Vote:

If no choice is indicated, the mandatory will vote in favour of the proposed decision.

For / Against / Abstention

7.2 Authorisation of the direct subsidiaries of the company to sell the company's shares and profit shares to prevent imminent and serious harm to the company

Proposed decision:

The general meeting resolves to extend the authorisation of the sale of acquired shares as laid down in article 16 paragraph 2 of the article of association to its direct subsidiaries.

Hence, the general meeting resolves to insert the following sentence at the end of paragraph 2 of article 16 of the articles of association:

"This authorisation is also valid for the direct subsidiaries of the company."

Vote:

If no choice is indicated, the mandatory will vote in favour of the proposed decision.

For / Against / Abstention

8 Amendment of article 17 of the articles of association

Proposed decision:

The general meeting decides to insert the words "and maximum twelve" in the first paragraph of article 17 of the articles of association after "at least five" and before "directors".

Vote:

If no choice is indicated, the mandatory will vote in favour of the proposed decision.

For / Against / Abstention

9 Amendment of article 20 of the articles of association

Proposed decision:

Pursuant to the re-organization of the committees within the board of directors in the course of 2014, the general meeting resolves to replace the terms "audit committee" and "nomination and remuneration committee" by "audit and risk committee" and "remuneration committee" respectively in article 20 of the articles of association.

Vote:

If no choice is indicated, the mandatory will vote in favour of the proposed decision.

For / Against / Abstention

10 Amendment of article 21 of the articles of association

Proposed decision:

The general meeting resolves to replace the second paragraph of article 21 of the articles of association as follows:

"Notices of the meetings of the board of directors are properly given in writing, by telecopy, by electronic mail or by phone. The meeting is held at the place mentioned in the convening notices.

The board meeting may be held by telephone conference call or any other means of communication. In such case, it is deemed to take place at the registered offices unless agreed upon differently by the board.

In any case, the director who may not physically attend the board meeting may participate in the deliberation and decision making by phone, video conference or any other similar means of communication."

Vote:

If no choice is indicated, the mandatory will vote in favour of the proposed decision.

For / Against / Abstention

11 Amendment of article 34 of the articles of association

Proposed decision:

Following the double listing of the company's shares on the New York Stock Exchange, the general meeting resolves to amend article 34 of the articles of association as follows:

- in paragraph 4: insert the words "of dematerialized shares which are tradable on Euronext Brussels," after "the shareholders" and before "stating the number";
- insert the following paragraph after the fourth paragraph of article 34 of the articles of association:

"A shareholder of shares which are listed on the New York Stock Exchange only has the right to be admitted to and vote at the general meeting if such shareholder complies with the conditions and formalities set out in the convening notice, as decided upon by the board of directors in compliance with all applicable legal provisions.

The board of directors may, in compliance with all applicable legal provisions, establish means for determination of record ownership of shares reflected directly or indirectly on the part of the company's share register maintained in the United States and listed on the New York Stock Exchange."

- replace in the last paragraph of article 34 of the articles of association "decides" by "may decide" and "stipulates" by "may stipulate".

Vote:

If no choice is indicated, the mandatory will vote in favour of the proposed decision.

For / Against / Abstention

12 Amendment of article 36 of the articles of association

Proposed decision:

The general meeting resolves to replace the third paragraph of article 36 of the articles of association as follows:

"If permitted by the convening notice, the shareholders who have complied with the attendance formalities referred to in article thirty-four can participate in the shareholders meeting by electronic means upon satisfaction of the conditions and formalities set out in the convening notice. This notice will provide indications as to the means used by the company to identify the shareholders participating by electronic means and whether they can take part to the deliberations of the shareholders meeting and/or ask questions.

If permitted by the convening notice, the shareholders who have complied with the attendance formalities referred to in article thirty-four can vote remotely at any shareholders meeting by completing a form provided by the company, either by correspondence or by electronic means, in accordance with the instructions included in the convening notice. Possible reports provided to the company by its U.S. transfer agent and other service providers that reflect the votes issued by the company's shareholders as at the record date, may be accepted by the company as valid for the purposes of issuing votes through letter for shares listed on the New York Stock Exchange. Shares will be taken into account for the computation of the quorum and the votes only if the applicable form provided by the company has been duly completed and returned to the company no later than six days before the date of the meeting. Where the convening notice permits shareholders to vote remotely by electronic means, this notice will provide indications as to the means used by the company to identify the shareholders voting remotely."

Vote:

If no choice is indicated, the mandatory will vote in favour of the proposed decision.

For / Against / Abstention

13 Amendment of article 45 of the articles of association

Proposed decision:

Subject to the approval of and to the extent that the aforementioned agenda items are approved, the general meeting resolves to amend article 45 in accordance with such approvals.

Vote:

If no choice is indicated, the mandatory will vote in favour of the proposed decision.

For / Against / Abstention

14 Authorisation to the board of directors to execute the above decisions and to coordinate the articles of association

Proposed decision:

The general meeting decides to authorise the board of directors to execute the decisions taken and to coordinate the articles of association.

Vote:

If no choice is indicated, the mandatary will vote in favour of the proposed decision.

For / Against / Abstention

- 15** Proxy Crossroad Bank for Enterprises, counters for enterprises, registers of the commercial courts, administrative agencies and fiscal administrations

Proposed decision:

The general meeting decides to grant authority to Ms. Anneke Goris, Secretary General, to act alone with power to substitute, to fulfill all necessary formalities with the Crossroad Bank for Enterprises, counters for enterprises, registers of the commercial 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 in favour of the proposed decision.

For / Against / Abstention

[to be continued on the next page]

In case in accordance with article 533ter Companies Code new items are included on the agenda of the meetings, the proxy holder shall:

- be entitled to vote on such items; or
- abstain from voting on such items

Please tick the appropriate box. In the absence of an instruction, the proxy holder shall abstain from voting on such items.

Drawn up at _____, on _____ 2015

The signature should be preceded by the handwritten mention "Good for proxy".⁷

⁷ Bodies corporate need to mention the full name and title of the signatory/-ies.