

## **ATTENDING THE ORDINARY SHAREHOLDERS' MEETING OF 8 MAY 2013**

### **I. Admission requirements**

In accordance with article 34 of the articles of association and article 536 of the Belgian Companies Code, the shareholders have to fulfill the following requirements in order to be admitted to the shareholders' meeting and to exercise their voting right:

- (i) registration of their shares at the registration date;
- (ii) notification to the company of their intention to attend the meeting at the latest on the sixth calendar day prior to the meeting;
- (iii) providing the powers of attorney, if applicable, to the company at the latest on the sixth calendar day prior to the meeting.

To ensure a smooth registration of all shareholders attending to the shareholders meeting, shareholders are kindly requested to arrive at least 15 minutes in advance of the meeting.

#### *1. Record date*

Shareholders have the right to be admitted to the shareholders' meeting provided they have their shares registered in their name on the record date, i.e. **Wednesday 24<sup>th</sup> April 2013** at 24:00 hours Belgian time.

#### *a. Holders of registered shares*

The holders of registered shares will only be admitted to the shareholders' meeting if their shares are registered in the company's share register on the record date.

#### *b. Holders of dematerialized shares*

Following the registration of their shares with their financial institution, the holders of dematerialised shares will receive a proof of registration. The said financial institution shall inform BNP Paribas Fortis of the aforementioned registration at the latest on **Thursday 2<sup>nd</sup> May 2013**. Euronav NV shall determine the ownership of the shares at the registration date on the basis of the confirmation by the relevant financial institution to BNP Paribas.

#### *c. Holders of bearer shares*

Following the deposit of their shares with their financial institution and the registration thereof, the holders of bearer shares will receive a proof of registration. The said financial institution shall inform BNP Paribas Fortis of the aforementioned registration at the latest on **Thursday 2<sup>nd</sup> May 2013**. Euronav NV shall determine the ownership of the shares at the registration date on the basis of the confirmation by the relevant financial institution to BNP Paribas.

#### *2. Confirmation of attendance to the meeting*

The shareholders wishing to attend the shareholders' meeting must notify the company, by **Thursday 2<sup>nd</sup> May 2013** at the latest, of their intention to attend.

*a. Holders of registered shares*

Owners of registered shares wishing to attend the shareholders' meeting must complete the attendance form included as part of their individual notice and notify the company thereof by the aforementioned date.

*b. Holders of dematerialized shares and holders of bearer shares*

Holders of dematerialised shares and holders of bearer shares must notify the completed attendance form available on the company's website and the proof of registration, provided by their financial institution, to the company by the aforementioned date.

*3. Powers of attorney*

Each shareholder may appoint a special proxy to represent him or her at the shareholders' meeting. The original proxy for this purpose must be deposited at the company's registered office by **Thursday 2<sup>nd</sup> May 2013** at the latest.

Holders of registered shares who want to vote by proxy must complete the proxy form included as part of their individual notice and send the form to the company by the aforementioned date.

Holders of dematerialized shares and holders of bearer shares who want to vote by proxy must complete the proxy form available on the company's website and notify the company at the latest by the aforementioned date.

Shareholders are only allowed to use the proxy form published on the company's website. They must carefully read and comply with the instructions in the proxy form in order to be validly represented at the shareholders' meeting. No other forms will be accepted, nor will proxy forms completed without complying with the instructions.

In accordance with article 34 of the Articles of Association, a shareholder may appoint only one person as a proxyholder, unless provided for differently by the Belgian Companies Code. A proxyholder may represent more than one shareholder. 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 shareholder, proxyholder 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.

Holders of dematerialised or bearer shares must attach to the proxy a certificate issued by their financial institution for the shares concerned, confirming the number of shares that have been registered in their name on the registration date and with which they intend to vote at the meetings.

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, Euronav 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 shareholders' meeting. At that time, Euronav will also make available amended proxy forms. Proxies that reach Euronav prior to the publication of an amended agenda remain valid for the items to which the proxies apply, subject, however, to applicable law and the further clarifications set out in the proxy form. Further and in accordance with article 533ter of the Belgian

Companies Code, the proxyholder may, for the agenda items for which new proposals of resolution have been submitted, deviate from the voting instructions, if any, should such instructions harm the interests of the person granting the proxy. In such case, the proxyholder has to inform the person granting the proxy thereof.

## II. Shareholders' rights

### 1. *Obtaining copies of documents*

A copy of the documents and reports mentioned in the agenda of the shareholders' meeting and of those that need to be submitted to said meeting can be obtained by the shareholders, free of charge, thirty days before the shareholders' meeting at the company's registered office, at the address and on the company's website mentioned below.

### 2. *Amendments to the agenda and additional proposed resolutions*

One or more shareholders having at least 3% of the share capital of the company may add items to the agenda of the shareholders' meeting and may file proposals of resolution relating to already existing agenda items. The shareholders must notify the company of their proposals at the latest on **Tuesday 16<sup>th</sup> April 2013**.

Such written notification must include:

- (i) the full text of:
  - a. each new agenda item and the associated resolution proposal; and/or
  - b. each resolution proposal associated with an existing agenda item, indicating the existing agenda item to which the resolution proposal relates;
- (ii) proof that the requesting shareholder(s) hold(s) at least 3% of the share capital on the date of the written notification, either by means of (a) a certificate of registration of the relevant shares in the share register of Euronav NV; (b) a certificate from a recognized account holder or settlement institution certifying that the relevant shares are registered on an account in their name; or (c) a certificate from a financial intermediary stating that the relevant number of bearer shares has been presented;
- (iii) a postal address, a telefax number or an e-mail address to which Euronav NV can send a confirmation of receipt of the request.

Following such notification, the company will publish a revised agenda and proxy forms no later than **Tuesday 23<sup>rd</sup> April 2013**.

The agenda items and resolution proposals to be added will be discussed by the relevant shareholders' meeting provided:

- (i) the above-mentioned conditions are satisfied;
- (ii) the legal quorum, if any, is reached; and
- (iii) the required part of the capital is registered in the name of the requesting shareholder(s) on the record date.

The above right does not exist in case of a new convocation of a shareholders' meeting due to lack of quorum at the first convocation.

### 3. *Question right*

Shareholders may ask questions in writing to the board of directors and to the statutory auditor related to items on the agenda of a general shareholders' meeting prior to the

shareholders' meeting by sending such questions to the company no later than **Thursday 2<sup>nd</sup> May 2013 at 17:00 hours Belgian time.**

A timely asked written question will be answered at the shareholders' meeting if:

- (i) the legal quorum, if any, is met;
- (ii) the question relates to the agenda of that shareholders' meeting;
- (iii) the response to such question does not fall within the exception laid down in article 540 of the Belgian Companies Code; and
- (iv) the shareholder asking the question is registered on the record date and notified Euronav in time of its intention to attend the shareholders' meeting.

### III. Notifications

All notifications must be sent to one of the following addresses:

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

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

E-mail address: [shareholdersmeeting2013@euronav.com](mailto:shareholdersmeeting2013@euronav.com)

Each of the aforementioned deadlines means the latest date on which the notification must be received by the company. When sent by post mail, the date of the postmark is determining for assessing the compliance with this obligation. When sent by telefax or email, the date of the fax or email is determining for assessing the compliance with this obligation.

All documents and other information required for purposes of the shareholders' meeting are available from the above-mentioned address and from the company's website: [www.euronav.com](http://www.euronav.com).

The proposed agenda items of the shareholders' meeting will only be validly deliberated on and adopted if the shareholders attending the meeting, physically or by proxy, represent at least half of the share capital.

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