

TRANSLATION FOR INFORMATION PURPOSES ONLY

**CONVENING NOTICE FOR THE SPECIAL
SHAREHOLDERS' MEETING**

The supervisory board invites the shareholders to attend, at 2000 Antwerp, De Gerlachekaai 20, on Thursday 8 October 2026, at 10:30 a.m. Belgian time, for the special shareholders' meeting to deliberate on the agenda mentioned below containing proposed decisions.

The special shareholders' meeting shall validly deliberate and decide on the 8 October 2026, irrespective of the portion of the capital present or represented by the shareholders at the meeting.

Agenda of the special shareholders' meeting

- 1 Approvals of change of control clauses in credit agreements in accordance with Article 7:151 of the Belgian Code of Companies and Associations**
- a. Approval of the change of control clause in relation to facilities of up to USD 2,000,000,000 comprising (i) a term loan facility of up to USD 1,250,000,000 and (ii) a revolving credit facility of up to USD 750,000,000 in accordance with Article 7:151 of the Belgian Code of Companies and Associations**

Proposed decision:

"The special shareholders' meeting approves and, to the extent necessary, ratifies in accordance with Article 7:151 of the Belgian Code of Companies and Associations, all provisions of the following financing agreement which provide for an early repayment, cancellation of commitments and/or other consequences in the event of a change of control over the Company:

The facilities agreement dated 8 May 2025 (as supplemented by the Accession Deed dated 19 June 2025 in relation to the Borrower, the Accession Deeds dated 27 June 2025, 25 July 2025, 25 July 2025, 5 August 2025, 6 August 2025, 7 August 2025, 8 August 2025, 11 August 2025, 12 August 2025, 12 August 2025, 12 August 2025, 14 August 2025, 15 August 2025 and 18 August 2025 in relation to the Owner Guarantors, a supplemental letter dated 14 August 2025, a side letter dated 11 December 2025, a supplemental letter dated 31 March 2026 and a supplemental agreement dated 30 June 2026, the "Facilities Agreement") entered into between (i) CMB.TECH Belgium NV as borrower (the "Borrower"), (ii) CMB.TECH NV as parent guarantor (the "Parent Guarantor"), and (iii) Nordea Bank Abp NUF (formerly known as Nordea Bank Abp, filial i Norge), BNP Paribas Fortis SA/NV, Citibank N.A., Jersey Branch, Crédit Agricole Corporate and Investment Bank, Société Générale, Danske Bank A/S NUF, DNB (UK) Limited, KBC Bank NV, ING Bank N.V., Skandinaviska Enskilda Banken AB (publ) and Standard Chartered Bank (Hong Kong) Limited as lenders (the "Lenders"), pursuant to which the Lenders have made available to the Borrower facilities in an aggregate

amount of up to USD 2,000,000,000, comprising (i) a term loan facility of up to USD 1,250,000,000 and (ii) a revolving credit facility of up to USD 750,000,000."

b. Approval of the change of control clause in relation to the EUR 150,000,000 Revolving Credit Facility Agreement in accordance with Article 7:151 of the Belgian Code of Companies and Associations

Proposed decision:

"The special shareholders' meeting approves and, to the extent necessary, ratifies in accordance with Article 7:151 of the Belgian 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:

The revolving credit facility agreement dated 19 December 2025 (the "Facilities Agreement") entered into by (i) CMB.TECH NV (the "Borrower"), and (ii) KBC Bank NV, Société Générale Brussels Branch, ING Belgium SA/NV, BNP Paribas Fortis SA/NV, Crédit Agricole Corporate and Investment Bank, Belfius Bank SA/NV and Skandinaviska Enskilda Banken AB (PUBL), (the "Original Lenders"), pursuant to which the Original Lenders agree to make available to the Borrower a revolving credit facility of up to EUR 150,000,000."

c. Approval of the change of control clause in relation to the USD 129,750,000 Loan Agreement in accordance with Article 7:151 of the Belgian Code of Companies and Associations

Proposed decision:

"The special shareholders' meeting approves and, to the extent necessary, ratifies in accordance with Article 7:151 of the Belgian Code of Companies and Associations, all provisions of the following agreement which provides for a mandatory prepayment and/or cancellation in case of a change of control over the Company:

The USD 129,750,000 Loan Agreement dated 22 July 2024 (as amended by a Side Letter dated 2 August 2024 and a Side Letter dated 13 August 2024, the "Loan Agreement") entered into between (i) CMB.TECH NV (the "Company") as borrower, and (ii) DNB Bank ASA, London Branch, DNB (UK) Limited, The Export-Import Bank of Korea and Kexim Asia Limited as lenders (the "Lenders"), pursuant to which the Lenders have made available to the Company a secured loan in an aggregate principal amount of USD 129,750,000."

2 Shareholder distribution of an intermediary dividend of gross USD 0.21 per share

Proposed decision:

"The special shareholders' meeting approves the distribution of an intermediary dividend for a gross amount of USD 0.21 per share, to be paid out of the result carried forward of the Company 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 shareholders distribution."

3 Shareholder distribution of USD 0.43 per share out of the available share premium

Proposed decision:

"The special shareholders' meeting approves a distribution to the shareholders out of the available share premium (which has been made available following the decision of the extraordinary shareholders' meeting on 10 November 2021) of USD 0.43 per share.

The decisions concerning the payment of the above share premium distribution, including the determination of the payment date as well as all other formalities, are delegated to the supervisory board. For the avoidance of doubt, treasury shares are not entitled to such shareholders distribution."

4 Shareholder distribution of minimum USD 50,000,000 and maximum USD 250,000,000 out of the available share premium

Proposed decision:

"The special shareholders' meeting resolves to approve a distribution to the shareholders of a gross amount of minimum USD 50,000,000 and maximum USD 250,000,000 out of the available share premium (which has been made available following the decision of the extraordinary shareholders' meeting on 10 November 2021).

The special shareholders' meeting grants the supervisory board the authority to determine (i) within the above range, the exact amount to be distributed, (ii) the number of instalments in which the distribution will occur, (iii) the payment date (or dates in case of multiple instalments), and (iv) all other modalities and formalities relating to the execution of the distribution. In determining the exact amount to be distributed in each instalment, the supervisory board shall take into account such factors as it considers relevant, including the Company's financial results for the quarter preceding the quarter in which the relevant instalment is paid (i.e. Q3 2026 for instalments paid in Q4 2026 and Q4 2026 for instalments paid in Q1 2027), its liquidity position and its capital requirements at the time of determination. This authority shall expire on 31 March 2027, and all payments pursuant to this resolution shall be made no later than 30 June 2027."

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

Proposed decision:

"The special shareholders' meeting decides to grant authority to Mr. Peter Laurijssen, Mr. Tim De Vlieger, Ms. Sanae Aiau, Ms. Salima Ibragimova, Ms. Lisa Pellemans, Ms. Jaïna Nsavye as well as any other duly authorised representative or employee of the Company, to act alone with power to substitute, to fulfil all necessary formalities with the Crossroads 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' meeting 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' meeting, (ii) vote before the shareholders' meeting or (iii) grant a power of attorney to another person to vote in the shareholders' meeting. We advise all shareholders to use this efficient platform.

All shareholders attending the shareholders' meeting in person are kindly requested to arrive in advance of the meeting, taking into account that they shall have to register before being allowed to enter the shareholders' meeting. Registration will open at 9:00 a.m. and will be closed 10 minutes prior to the start of the meeting.

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 "Belgian Shares"), (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"), and (c) shares that are tradable on the regulated market of Euronext Oslo Børs and which are derived from the U.S. Shares recorded in DTC and are secondarily recorded in Euronext Securities Oslo ("VPS") in Norway and maintained by the VPS registrar, which is DNB Bank ASA, Issuer Services (the "Norwegian Shares").

1. Record Date

Shareholders have the right to be admitted to the shareholders' meeting provided they have their shares recorded in their name (i.e. can prove they own these shares) on **Thursday 24 September 2026** at 24:00 hours Belgian time (the "Record Date").

In view of the Record Date set for the Company's shareholders' meeting on Thursday 8th of October 2026, shareholders may not reposition shares between the Belgian Share Register, the U.S. Share Register and the VPS during the period from 23rd of September 2026 at 8:00 a.m. (Belgian time) until 25th of September 2026 at 8:00 a.m. (Belgian time) (the "Freeze Period"). Please consult the Company's website for the applicable Freeze Periods.

(a) Holders of Belgian Shares (registered shares)

The holders of registered Belgian Shares may only be admitted to the shareholders' meeting if their shares are registered in the Company's Belgian Share Register on the Record Date.

(b) Holders of Belgian Shares (dematerialised shares)

If a shareholder who holds dematerialised Belgian Shares decides to use the Lumi Connect Platform and registers for the shareholders' meeting 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 Belgian Shares decides not to use the Lumi Connect Platform, the following procedure should be followed: the holders of dematerialised Belgian Shares should request their financial institution to issue a certificate stating the number of dematerialised 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 **2 October 2026**, 5:00 p.m. (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' 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 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 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".

(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' 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 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".

(e) Holders of Norwegian Shares

The holders of Norwegian Shares may only be admitted to the shareholders' meeting if such holder's ownership of the Norwegian Shares is reflected in the VPS shareholder list maintained by Euronext Securities Oslo as of the Record Date. Holders of Norwegian Shares in nominee accounts may only be admitted to the shareholders' meeting if such holder's ownership of Norwegian Shares as of the Record Date is included in the information provided to the Company through the broker, financial institution, nominee or other intermediary of such shareholders no later than the Notification Deadline. The Company shall determine the ownership of the Norwegian Shares at the Record Date based solely on the aforementioned information.

The Company encourages such shareholders to participate in the meeting through the Norwegian 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. Belgian Shares

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

- electronically via the Lumi Connect platform via the link <https://www.lumiconnect.com/en/events> (in case of dematerialised Belgian 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 Belgian 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 Belgian Shares (registered shares)

Owners of registered Belgian 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 Notification Deadline.

(b) Holders of Belgian Shares (dematerialised shares)

Holders of dematerialised Belgian 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 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' meeting 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' meeting 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' meeting 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.

C. Norwegian Shares

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

Holders of Norwegian Shares wishing to attend the shareholders' meeting must complete and submit to the Company no later than the Notification Deadline, the attendance form available on the Company's website together with (if such Norwegian Shares are held through nominee accounts) 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 AND NORWEGIAN SHARES:

IF YOU DECIDE TO PARTICIPATE IN THE MEETING THROUGH A PROXY (CARD), PLEASE FOLLOW THE ACCOMPANYING INSTRUCTIONS. IF YOU ATTEND THE MEETING, YOU MAY REVOKE YOUR PROXY (CARD) UNTIL THE NOTIFICATION DEADLINE AND VOTE IN PERSON.

3. Powers of attorney – U.S. proxy card – Norwegian proxy card

Each shareholder may appoint a special proxy to represent him or her at the shareholders' meeting or issue their votes through a U.S. proxy card or Norwegian 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 Belgian Shares (registered shares)

Holders of registered Belgian 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. Holders of registered Belgian Shares who wish to vote by proxy, must also comply with the conditions to participate in the meeting, as described above in '1. Record Date – (b) Holders of Belgian Shares (registered shares)'.

(b) Holders of Belgian Shares (dematerialised shares)

Holders of dematerialised Belgian 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 Brussels (copy by e-mail: ebe.issuer@euroclear.com / fax: +32 2 337 54 46). Holders of dematerialised Belgian Shares who wish to vote by proxy, must also comply with the conditions to participate in the meeting, as described above in '1. Record Date – (b) Holders of Belgian 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.

(e) Holders of Norwegian Shares

Holders of Norwegian Shares who want to appoint a special proxy are strongly encouraged to use the Norwegian proxy card that will be provided to them and according to the accompanying instructions, which must be returned to DNB Bank ASA, Issuer Services by e-mail at vote@dnb.no or at its address at Dronning Eufemias gate 30, 0191 Oslo, Norway. Subsequently, the required information will be provided to the Company through the VPS Registrar 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 and Norwegian proxy card 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.

4. Voting by letter by holders of Belgian Shares (both registered and dematerialised shares)

Holders of registered or dematerialised Belgian Shares who want to vote upfront prior to the meeting 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 dematerialised Belgian Shares who want to vote by letter, have to comply with the conditions to participate in the meeting, as described above in "1. Record Date – (b) Holders of Belgian Shares (dematerialised 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 Belgian 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 8 September 2026; and (ii) holders of Belgian Shares (dematerialised shares) through the website and the press no later than 8 September 2026; and (iii) holders of U.S. Shares reflected indirectly in the U.S. Share Register (through DTCC) and holders of Norwegian Shares through a mailing as of 8 September 2026. Holders of U.S. Shares and Norwegian Shares will additionally be provided with a U.S. proxy card or, respectively, a Norwegian proxy card. Taking into account the geographical spread of the shareholders and in order to enable holders of U.S. Shares and Norwegian Shares to participate in the meeting, Broadridge and the Company (assisted by the VPS Registrar) will take all appropriate measures to provide the holders of U.S. Shares and Norwegian Shares with the Meeting Materials and the U.S. proxy card or, respectively, Norwegian proxy card timely. **Only shareholders complying with all conditions of admission for attendance to the meeting outlined above shall be entitled to vote at the meeting.***

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 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' meeting 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 **16 September 2026**.

Following such notification, the Company will publish a revised agenda no later than **23 September 2026**.

Shareholders may ask questions in writing to the supervisory board prior to the shareholders' meeting by sending such questions to the Company, or via the Lumi Connect platform (<https://www.lumiconnect.com/en/events>), no later than **2 October 2026 at 5:00 p.m. (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:

CMB.TECH NV
Secretary General – Shareholders' Meeting
De Gerlachekaai 20
2000 Antwerp Belgium

E-mail address: shareholders@cmb.tech
Attention: Secretary General – Shareholders' Meeting

Each of the aforementioned deadlines represents the final date on which the notification must be received by the Company. When sent by post, the postmark date is decisive for assessing compliance with this obligation. When sent by e-mail, the date of the e-mail is decisive for assessing 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.cmb.tech.

IV. Data protection

CMB.TECH NV 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' meeting. The Company will process such data solely for the purposes of the organisation and conduct of the relevant shareholders' meeting, 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. CMB.TECH NV 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 CMB.TECH NV Privacy Statement, available on the Company's website (<https://cmb.tech/privacy-policy/>). 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 the 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@cmb.tech.

The supervisory board

Norwegian Proxy Card

This form is intended for holders of Norwegian Shares of CMB.TECH NV (the "Company") who want to vote via proxy at the Company's Special shareholders' meeting to be held on 8 October 2026.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the supervisory board's recommendations.

This form must be completed and submitted to DNB Bank ASA, Issuer Services at its address at Dronning Eufemias gate 30, 0191 Oslo, Norway or by e-mail at vote@dnb.no, no later than 5:00 p.m. Belgian time on 2 October 2026.

The undersigned _____ (Name in block letters)
residing at _____
owner of _____ Norwegian Shares recorded in VPS at the Record
Date of Thursday 24 September 2026 at 24:00 hours Belgian time, hereby appoints as
special attorney:

- ☐ _____, residing at _____
- ☐ Mr. Tim De Vlieger, Legal Counsel or his substitute, Mr. Peter Laurijssen, Legal Director, choosing residence for this purpose at the registered address of the Company, with the power to appoint a substitute.

In order to represent him (her) at the shareholders' meeting of the Company to be held on Thursday, 8 October 2026 at 10:30 a.m. Belgian time at 2000 Antwerp, De Gerlachekaai 20, with the agenda mentioned hereafter, as well as at any other postponed, adjourned or additional 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 the aforementioned meeting according to the voting instructions and other stipulations in this form, substitute and in general do everything he (she) deems necessary, provided the articles of association and applicable legal provisions are abided by, promising to ratify and approve everything done in his/her name. This proxy does not constitute a proxy solicitation in the sense of article 7:144 or 7:145 of the Belgian Code of Companies and Associations. The shareholders' meeting of the Company to be held on 8 October 2026 will validly deliberate and decide on the agenda items irrespective of the portion of the capital represented by the shareholders attending the meeting.

<i>Proposal</i>	<i>Agenda of the special shareholders' meeting</i>	<i>In favour</i>	<i>Against</i>	<i>Abstain</i>
1	Approvals of change of control clauses in credit agreements in accordance with Article 7:151 of the Belgian Code of Companies and Associations			
1 a	Approval of the change of control clause in relation to facilities of up to USD 2,000,000,000 comprising (i) a term loan facility of up to USD 1,250,000,000 and (ii) a revolving credit facility of up to USD 750,000,000 in accordance with Article 7:151 of the Belgian Code of Companies and			



	Associations			
1 b	Approval of the change of control clause in relation to the EUR 150,000,000 Revolving Credit Facility Agreement in accordance with Article 7:151 of the Belgian Code of Companies and Associations			
1 c	Approval of the change of control clause in relation to the USD 129,750,000 Loan Agreement in accordance with Article 7:151 of the Belgian Code of Companies and Associations			
2	Shareholder distribution of an intermediary dividend of gross USD 0.21 per share			
3	Shareholder distribution of USD 0.43 per share out of the available share premium			
4	Shareholder distribution of minimum USD 50,000,000 and maximum USD 250,000,000 out of the available share premium			
5	Proxy Crossroads Bank for Enterprises, counters for enterprises, registers of the enterprise court, administrative agencies and fiscal administrations			

Place and Date

Signature*

*In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by a duly authorised officer or attorney.

When signing as attorney, executor, administrator, or other fiduciary, please give full title as such.

Joint owners should each sign personally. All holders must sign.