

POWER OF ATTORNEY SPECIAL SHAREHOLDERS' MEETING¹
Thursday 8 October 2026

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

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

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

Each shareholder using this proxy form must ensure an original completed and signed form reaches Euroclear Belgium, for the attention of Issuer Services, Koning Albert II-laan 1, 1210 Brussels at the latest on the sixth calendar day prior to the meeting, i.e. on or before **Friday, 2 October 2026 at 5:00 p.m. Belgian time** at the latest (the "Notification Deadline") (and a copy by e-mail: ebe.issuer@euroclear.com (cc: shareholders@cmb.tech) or by fax: +32 2 337 54 46).

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

The holders of dematerialised Belgian Shares, who have not used the Lumi Connect platform to register (as stipulated in the convening notice), should request their financial institution **(i)** to issue a certificate stating the number of dematerialised shares registered in the name of the shareholder in its books on the Record Date, and **(ii)** to send it directly to Euroclear Belgium, attn. Issuer Services, 1 Boulevard du Roi Albert II, 1210 Brussels (Belgium) (e-mail: ebe.issuer@euroclear.com / fax: +32 2 337 54 46) at the latest by **Friday 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.

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.

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.

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.

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



**POWER OF ATTORNEY SPECIAL SHAREHOLDERS' MEETING
of Thursday, 8 October 2026**

The undersigned² _____

Residing at³ _____

Owner of:

- ☐ _____⁴ Belgian Shares (registered shares)
- ☐ _____⁴ Belgian 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))
- ☐ _____⁴ Norwegian Shares

at the Record Date of the Company,

hereby appoints as special attorney⁵:

- ☐ _____, residing at _____⁶
- ☐ Mr. Tim De Vlieger, Legal Counsel⁷, or Mr. Peter Laurijssen, Legal Director, choosing residence for this purpose at the registered address of the Company.

In order to represent him (her) at the shareholders' meeting of aforementioned Company to be held on **Thursday, 8 October 2026 at 10:30 a.m. Belgian time** in 2000 Antwerp, De Gerlachekaai 20, with the agenda mentioned hereafter, as well as at any other postponed or adjourned meeting with the same agenda; sign the attendance list and all other deeds or minutes, if necessary, participate in any and all deliberations, vote on the various items on the agenda of aforementioned meeting according 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.

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 Please tick the appropriate box.

⁶ First name, name and address of the proxy holder. The absence of information regarding the proxy holder will be considered as a grant of power of attorney to Mr. Tim De Vlieger, Legal Counsel or Mr. Peter Laurijssen, Legal Director.

⁷ Mr. Tim De Vlieger, Legal Counsel and Mr. Peter Laurijssen, Legal Director are employees or officers of the Company and consequently have a potential conflict of interest as set out in article 7:143 Belgian Code of Companies and Associations. In event of a potential conflict of interest, this proxy holder shall only vote in execution of the proxy in accordance with the specific voting instructions included in this proxy. In the absence of specific voting instructions, the proxy holder shall be deemed to have received the specific instruction to vote against this item.

**Agenda of the special shareholders' meeting
with proposed resolutions****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."

Vote:**For / Against / Abstention****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."

Vote:**For / Against / Abstention**

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."

Vote:

For / Against / Abstention

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."

Vote:

For / Against / Abstention

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."

Vote:

For / Against / Abstention

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."

Vote:

For / Against / Abstention

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. Jaina 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."

Vote:

For / Against / Abstention

* * *

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

The proxy holder declares being informed of the fact that, after the publication of the convening notice, one or more shareholders who together hold at least 3% of the Company's share capital may have new items placed on the agenda of the shareholders' meeting of the Company or new proposed resolutions relating to the items included or to be included on the agenda. The Company shall announce an amended agenda no later than 23 September 2026, if it has validly received new items or proposed resolutions to be included in the agenda of the shareholders' meeting. In this case, the Company shall provide the shareholders with a new proxy form containing these new items or proposed resolutions, and the following rules shall apply:

(a) if this power of attorney was validly notified to the Company prior to the publication of the amended agenda for the meeting, this power of attorney shall remain valid with respect to the items on the agenda of the meeting originally specified in the convening notice;

(b) if the Company has published an amended agenda containing one or more **new proposals for decisions** on items originally included on the agenda, the law requires the proxy holder to deviate, during the meeting, from any voting instructions originally given by the principal, if, in the proxy holder's opinion, the implementation of such instructions could damage the interest of the principal. The proxy holder shall notify the principal thereof; and

(c) if the Company has announced an amended agenda containing new items, the law requires that this power of attorney states whether the proxy holder is authorised to vote on these new items or whether it must abstain.

Taking into account the indications given in point (c) above:⁸

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

This proxy form shall also serve as notification within the meaning of article 7:134, §2, lid 3 of the Belgian Code of Companies and Associations for the shareholders' meeting of the Company of 8 October 2026.

Drawn up at _____, on _____ 2026

The signature should be preceded by the handwritten mention "Good for proxy".⁹

[Signature]

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

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