



GENERAL SHAREHOLDERS' MEETING 16 MAY 2023

Convening notice

EXMAR NV
De Gerlachekaai 20
2000 Antwerp
VAT BE0860.409.202.

The Board of Directors invites the shareholders to attend the General Shareholders' Meeting that will take place on Tuesday 16 May 2023, at 2:30 pm at Antwerp, De Gerlachekaai 20, Belgica Building, ground floor.

AGENDA

1. Annual report of the Board of Directors and the statutory auditor on the financial statements for the financial year ended 31 December 2022.

2. Presentation of the consolidated annual accounts and approval of the statutory financial statements for the financial year ended 31 December 2022 and appropriation of the result.

Proposed resolution:

The General Meeting decides to approve the statutory financial statements for the 2022 financial year as drawn up by the Board of Directors. The General Meeting decides to allocate the results as follows:

* Profit carried forward :	USD 183,668,811.64
* Profit of the financial year :	USD 235,991,843.69
* Transfer to reserves:	USD - 8,144,999.03
* Intermediary dividend:	USD – 56,038,885.00
Result to appropriate :	USD 355,476,771.30
* Dividend payable:	USD 63,462,700.00
* Result to carry forward :	USD 292,014,071.30

The General Meeting decides to distribute a gross dividend of EUR 1.00 per share.

The net dividend amounts to EUR 0.70 per share (after deduction of 30% withholding tax).

3. Discharge to the directors and the statutory auditor.

Proposal for resolution:

- Discharge is granted to the directors: Mr. Nicolas Saverys (executive director), Mr. Michel Delbaere (independent director), Mr. Philippe Vlerick (non-executive director), Mr. Wouter De Geest (independent director), Mr. Carl-Antoine Saverys (executive director) and FMO BV represented by Mr. Francis Mottrie (executive director), Mrs. Isabelle Vleurinck (independent director), Mrs. Stephanie Saverys (non-executive director), Mrs. Maryam Ayati (independent director) and ACACIA I BV represented by Mrs. Els Verbraecken (independent director) for the exercise of their mandates during the past financial year.
- Discharge is granted to the statutory auditor: DELOITTE Bedrijfsrevisoren BV represented by Mr. Rik Neckebroeck and Mr. Ben Vandeweyer, for the exercise of its mandate during the past financial year.

4. Re-election of director.

The mandate of Mr. Philippe Vlerick expires at the end of the General Meeting in 2023.

Proposal for resolution:

Re-appointment of Mr. Philippe Vlerick as non-executive director for a period of three (3) years.

5. Re-election of the statutory auditor.

The second mandate of three years of the statutory auditor, Deloitte Bedrijfsrevisoren CVBA, expires at the end of the General Meeting in 2023. The Audit and Risk Committee recommends renewing the mandate for a third period of three years (until the General Meeting in May 2026). In conformity with the Law relating to the organization of the profession and the public supervision of registered auditors, Mr. Ben Vandeweyer needs to be replaced (mandatory internal rotation term of 6 years).

Proposal for resolution:

Renewal of the mandate of Deloitte Bedrijfsrevisoren CVBA, of Gateway Building, Luchthaven Nationaal 1J, B-1930 Zaventem as statutory auditor for a period of three financial years starting from the financial year 2023. The statutory auditor shall be represented by Mr. Kurt Dehoorne.

6. Presentation and approval of the remuneration report in the 2022 Annual Report.

On recommendation of the Nomination and Remuneration Committee, the Board proposes to approve the remuneration report for the financial year 2022 including the granting of short term variable remuneration in an amount of EUR 2.000.000 to SAVEREX NV. The Board is of the opinion that the proposal is justified because of extraordinary achievements by SAVEREX NV in 2022.

Proposal for resolution:

- Approval of the remuneration report for the financial year 2022.
- Approval of the short term variable remuneration for SAVEREX NV of EUR 2.000.000.

7. Presentation of the Corporate Governance Statement in the 2022 Annual Report.

The General Meeting takes note of the Corporate Governance Statement.

8. Approval in accordance with Article 7:151 of the Code of Companies and Associations.

In accordance with article 7:151 of the Belgian Code of Companies and Associations, only the General Meeting is authorised to approve change of control clauses. For this reason, the following change of control clause is submitted for approval.

Proposal for resolution:

Approval of the change of control clause in the Parent Company Guarantee issued by EXMAR NV on 21 December 2022 as a security to the Loan Agreement dated 16 December 2022 between Exmar Shipping BV and Nordea Bank ABP, Filial I Norge, Skandinaviska Enskilda Banken ab (publ); BNP Paribas Fortis sa/nv, Crédit Agricole Corporate and Investment Bank, Danske Bank a/s, DNB Markets inc., and First-Citizens Bank & Trust Company as lenders. This Clause provides that in case EXMAR NV would be delisted from the First Market of Euronext Brussels, EXMAR NV shall procure that Nicolas Saverys and/or his direct lineal descendants shall at all times own, directly or indirectly, at least 33 ⅓ per cent. of the share capital of the Guarantor (EXMAR NV).