



INVITATION TO THE GENERAL SHAREHOLDERS' MEETING
19 MAY 2026

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 19 May 2026, at 2:30 pm in Antwerp at De Gerlachekaai 20, Belgica Building, ground floor.

AGENDA AND PROPOSED RESOLUTIONS

1. Annual Report of the Board of Directors and the statutory auditor on the financial statements for the financial year ended, 31 December 2025.

2. Presentation of the consolidated annual accounts and approval of the statutory financial statements for the financial year, ended 31 December 2025, and appropriation of the result.

Proposed resolution:

The General Meeting decides to approve the statutory financial statements for the 2025 financial year as drawn up by the Board of Directors. The General Meeting decides to allocate the results as follows:

* Profit carried forward:	USD 292,118,215.13
* Profit of the financial year:	USD 30,011,907.50
* Dividend distributions of the year	USD -292,020,734.84
* Transfer from reserves:	USD 373,684.54
* Transfer to legal reserves:	USD -1,500,595.38
RESULT TO APPROPRIATE:	USD 28,982,476.95

* Dividend payable:	USD 25,226,513.50
* Result to carry forward	USD 3,755,963.45

Proposed resolution:

The General Meeting decides to approve a dividend payment in the (gross) amount of EUR 0.27 per share from the profit carried forward.

Ex-date: 25 May 2026 - Record date: 26 May 2026 - Pay date: 27 May 2026

3. Discharge to the directors and the statutory auditor.

Proposed 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), Mrs. Stephanie Saverys (non-executive director), HELIMAR BV represented by Mrs. Stephanie Saverys (non-executive director), FMO BV represented by Francis Mottrie (executive director), ACACIA I BV represented by Mrs. Els Verbraecken (independent director), Mrs. Maryam Ayati (independent director) and Mrs. Isabelle Vleurinck (independent director) for the exercise of their mandates during the past financial year.

Proposed resolution:

Discharge is granted to the statutory auditor: DELOITTE Bedrijfsrevisoren BV represented by Mr. Fabio De Clercq, for the exercise of its mandate during the past financial year.

4. Re-election of Mr. Philippe Vlerick as non-executive director.

The mandate of Mr. Philippe Vlerick expires at the end of the General Meeting in 2026.

Proposed resolution:

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

5. Appointment of the statutory auditor and determination of its remuneration.

Acknowledgement of the fact that by laws of 29 June 2016 and 7 December 2016 certain aspects of the European audit reform were implemented into Belgian law. One of the changes is the mandatory rotation of the external statutory auditor. The Company was required to conduct a formal selection procedure (tender) for the appointment of a new statutory auditor at the General Shareholders' Meeting or the reappointment of the auditor currently in place.

Proposed resolution:

Following the proposal by the Board of Directors, in line with the recommendation and preference made by the Audit and Risk Committee in application of article 16, §2 and §5 of the Regulation No 537/2014, the meeting decides to appoint Deloitte Bedrijfsrevisoren/Reviseurs d'Entreprises represented by Fabio De Clercq as statutory auditor of the company for a term of three years of which the first financial year is 2026, and ending immediately after the General Shareholders' Meeting of 2029 with regard to the financial year 2028. The assignment of limited assurance of the consolidated sustainability information of the Company in accordance with the law of 2 December 2024 on the disclosure of sustainability information by certain companies and groups and the assurance of sustainability information and containing various provisions, is included in the mandate. The auditor's annual fee amounts to EUR 18,000 for the audit of the company's financial statements, EUR 200,000 for the audit of the consolidated financial statements and EUR 85,000 for the limited assurance of the consolidated sustainability information. The fees are subject to an annual adjustment in line with the consumer price index.

6. Preparation and approval of the remuneration report in the 2025 Annual Report.

On recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes to approve the remuneration report for the financial year 2025.

Proposed resolution:

Approval of the remuneration report for the financial year 2025.

7. Presentation of the Corporate Governance Statement in the 2025 Annual Report.

The General Shareholders' 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.

Proposed resolution:

Approval of Clause 11.3 of the USD80M Revolving Credit Facility, being the loan, as agreed on August 29, 2025, between EXMAR NV, as borrowers, and KBC BANK NV as Coordinator, Mandated Lead Arranger, Original Lender, Coordinator, Agent, and Issuing Bank; this clause essentially grants each of the borrowers the right to (i) refuse to pay new drawdowns on the loan; and (ii) terminate its share of the already drawn portion of the loan, whereby the corresponding amount will have to be repaid by the borrowers, together with accrued interest and all other amounts accrued or outstanding under the financing (a) if a person or group of persons, other than Nicolas Saverys or his heirs or any of the funds controlled by him or his heirs, directly or indirectly loses control of the Company; or (b) if a person or group of persons directly or indirectly acquires control of the Company.

Proposed resolution:

Approval of Clause 21.1.2 in each of the four bareboat charters by way of *crédit-bail*, dated 3 September 2025, each relating to one vessel, namely hull no. S1083, hull no. S1084, hull no. S1085 and hull no. S1086, built or under construction by Nantong CIMC Sinopacific Offshore & Engineering Co., Ltd., between Exmar LPG France as bareboat charterer and, respectively, SNC Meribel 1083 Bail, SAS Menuires 1084 Bail, SNC Moriond 1085 Bail and SAS Mottaret 1086 Bail as owners; this clause provides that the owner shall terminate its obligation to charter the vessel via *crédit-bail* (in the event of termination prior to delivery of the vessel) or terminate the *crédit-bail* (in the event of termination after delivery) and that the bareboat charterer shall pay a termination fee, other amounts due under the bareboat charter and all properly documented costs, losses, expenses and liabilities, if Nicolas Saverys or his direct lineal descendants no longer own at least 33 1/3% of the share capital of EXMAR NV.
