



INVITATION TO THE GENERAL SHAREHOLDERS' MEETING
21 MAY 2024

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 21 May 2024, at 2:30 pm in Antwerp at 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 2023.**
- 2. Presentation of the consolidated annual accounts and approval of the statutory financial statements for the financial year, ended 31 December 2023, and appropriation of the result.**

Proposal for resolution:

The General Meeting decides to approve the statutory financial statements for the 2023 financial year as drawn up by the Board of Directors. The General Meeting decides to allocate the results as follows:

* Profit brought forward:	USD 292,014,071.30
* Profit for the period:	USD 2,634,324.06
* Transfer from the reserves:	USD 63,882,687.11
* Share premium:	USD -61,105,958.73
* Intermediary dividend:	USD -266,026,963.27
RESULT TO APPROPRIATE :	USD 31,398,160.47

Proposal for resolution :

The General Meeting decides to approve a dividend payment in the (gross) amount of EUR 0.40 per share from the profit carried forward.

Ex-date: 27 May 2024 – Record date: 28 May 2024 – Pay date: 29 May 2024

Proposal for resolution :

The General Meeting decides to approve a distribution to the shareholders from the available share premium of (gross) EUR 0.38 per share.

Ex-date: 27 May 2024 – Record date: 28 May 2024 – Pay date: 29 May 2024

- 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.

Proposal for 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 directors.

The mandates of Mrs. Stephanie Saverys, Mr. Nicolas Saverys and Mr. Carl-Antoine Saverys expire at the end of the General Meeting in 2024.

Proposal for resolution:

- Re-appointment of Mrs. Stephanie Saverys as non-executive director for a period of three (3) years.
- Re-appointment of Mr. Nicolas Saverys as executive director for a period of three (3) years.
- Re-appointment of Mr. Carl-Antoine Saverys as executive director for a period of three (3) years.

5. Presentation and approval of the remuneration report in the 2023 Annual Report.

On recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes to approve the remuneration report for the financial year 2023.

Proposal for resolution:

- Approval of the remuneration report for the financial year 2023.

6. Presentation of the Corporate Governance Statement in the 2023 Annual Report.

The General Meeting takes note of the Corporate Governance Statement.

7. 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 Facility Agreement dated 14 December 2023 with regard to the FSRU Eemshaven LNG, between EXMAR Energy Netherlands B.V. as Borrower, EXMAR NV as Guarantor, KBC BANK NV, ABN AMRO B.V., Belfius Bank SA/NV and BNP Paribas Fortis SA/NV as Mandated Lead Arrangers and Original Borrowers.

This clause provides that the facility can be accelerated in case of a change of control at the level of EXMAR NV, meaning that Nicolas Saverys, or his heirs or any funds controlled by Nicolas Saverys or controlled by his heirs, cease directly or indirectly to control the Company (i.e. 50% of shares in EXMAR NV or de jure control), or any person or group of persons acting in concert gains direct or indirect control of the Company.
