

GOLDEN OCEAN GROUP LIMITED

**NOTICE OF SPECIAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON 19 AUGUST 2025**

To Shareholders of Golden Ocean Group Limited,

You are invited to attend a Special General Meeting of shareholders (the “Special General Meeting”) of Golden Ocean Group Limited, an exempted company limited by shares incorporated under the laws of Bermuda (“Golden Ocean”), to be held at Hamilton Princess and Beach Club, 76 Pitts Bay Road, Hamilton HM 08, Bermuda, at 09:00 hrs local time, on 19 August 2025, for the following purposes:

1. To consider and vote upon a proposal for the approval of an amendment to the bye-laws of Golden Ocean to clarify any ambiguity that the required shareholder voting majority for a merger of Golden Ocean is a simple majority of the votes cast at a general meeting of Golden Ocean shareholders by inserting new Bye-Law 77A directly beneath Bye-Law 77 as follows:

“77A The Board may, with the sanction of an Ordinary Resolution, amalgamate the Company with another company (whether or not such an amalgamation involves a change in the jurisdiction of the Company) or merge the Company with another company (whether or not the Company is the surviving company and whether or not a merger involves a change in the jurisdiction of the Company).”

(the “Bye-law Amendment”).

2. To consider and vote upon a proposal to approve the Agreement and Plan of Merger, dated as of May 28, 2025, by and among Golden Ocean, CMB.TECH NV, a limited liability company organized under the laws of the Kingdom of Belgium (“CMB.TECH”) and CMB.TECH Bermuda Ltd., an exempted company limited by shares incorporated under the laws of Bermuda, and a wholly-owned subsidiary of CMB.TECH (“Merger Sub”) (as may be amended, the “Merger Agreement”), the Bermuda law statutory merger agreement, in the form attached as Exhibit A to the Merger Agreement (the “Bermuda Merger Agreement”) and the transactions contemplated thereby, including the (i) merger of Golden Ocean with and into Merger Sub (the “Bermuda Merger”), with Merger Sub continuing its corporate existence as the surviving company (the “Surviving Company”) and as a wholly-owned subsidiary of CMB.TECH, (ii) cancellation, at the effective time of the Bermuda Merger (the “Effective Time”) as stipulated on the certificate of merger issued by the Registrar of Companies in Bermuda (the “Certificate of Merger”), of each common share, par value of \$0.05 per share, of Golden Ocean (the “Golden Ocean common shares”), issued and outstanding immediately prior to such time, and the automatic conversion of such Golden Ocean common shares (other than Golden Ocean common shares that Golden Ocean, CMB.TECH, Merger Sub or their respective subsidiaries own) into the right to receive 0.95 CMB.TECH ordinary shares (subject to adjustment, pursuant to the terms of the Merger Agreement) (the “Merger Consideration”), and (iii) appointment of Computershare, Inc. and its wholly-owned subsidiary Computershare Trust Company N.A. to act as agent (the “Exchange Agent”) for the Merger and, among other things, to act as agent solely in the name and on behalf of and for the account and benefit of the holders of Golden Ocean common shares immediately prior to the Effective Time (other than Golden Ocean, CMB.TECH, Merger Sub or their respective subsidiaries) (the “Contributing Golden Ocean Shareholders”), with the right of sub-delegation, for the purpose of facilitating the execution and implementation of the Merger and the Contribution in Kind (defined below), including, but not limited to, representing the Contributing Golden Ocean Shareholders at the closing of the Merger (the “Closing”), receiving shares of the Surviving Company, par value \$0.01 per share (the “Surviving Company Shares”), contributing the Surviving Company Shares to CMB.TECH by way of a capital increase following a contribution in

kind (“*inbreng in natura/apport en nature*”) as set out in the Belgian Code of Companies and Associations (the “Contribution in Kind”), receiving the Merger Consideration and delivering it to such Contributing Golden Ocean Shareholders. The foregoing proposal is referred to herein as the “Merger Proposal.”

3. To consider and vote upon a proposal to approve adjournments of the Special General Meeting, if necessary, to permit, among other things, further solicitation of proxies if there are not sufficient votes at the time of the Special General Meeting to approve the Bye-law Amendment or the Merger Proposal.

As described in the accompanying proxy statement/prospectus, the Golden Ocean board of directors, acting upon the unanimous recommendation of a special transaction committee comprised solely of disinterested directors of Golden Ocean having no material financial interest in the transactions contemplated by the Merger Agreement and the Bermuda Merger Agreement, including the Merger, and established by the Golden Ocean board of directors for the purpose of reviewing, evaluating and negotiating the Merger Agreement and the transactions contemplated thereby (the “Golden Ocean Transaction Committee”), has determined that the Merger Consideration constitutes fair value for each Golden Ocean common share in accordance with the Companies Act 1981, as amended of Bermuda (the “BCA”), and approved (i) the Bye-law Amendment and (ii) the Merger Agreement, including the Bermuda Merger Agreement, and the transactions contemplated thereby and has determined that the Merger Agreement, including the Bermuda Merger Agreement, and the transactions contemplated thereby, including the Merger, are fair to and in the best interests of Golden Ocean and its shareholders. **The Golden Ocean board of directors, upon the unanimous recommendation of the Golden Ocean Transaction Committee, recommends that you vote “FOR” the approval of the Bye-law Amendment, “FOR” the approval of the Merger Proposal and “FOR” the approval of the proposal to approve adjournments of the Special General Meeting, if necessary, to permit, among other things, further solicitation of proxies if there are not sufficient votes at the time of the meeting to approve the Bye-law Amendment or the Merger Proposal.**

For the purposes of Section 106(2)(b)(i) of the BCA, the Golden Ocean board of directors has determined the fair value for each Golden Ocean common share to be \$14.49 (subject to adjustment, pursuant to the terms of the Merger Agreement) and pursuant to the automatic conversion in the Merger Agreement to be equal to the Merger Consideration. Golden Ocean’s shareholders who are not satisfied that they have been offered fair value for their shares and who do not vote in favor of the Merger may exercise their appraisal rights under the BCA to have the fair value of their shares appraised by the Supreme Court of Bermuda (the “Bermuda Court”). Golden Ocean’s shareholders intending to exercise appraisal rights MUST file their application for appraisal of the fair value of their shares with the Bermuda Court within ONE MONTH of the notice convening the Special General Meeting and otherwise fully comply with the requirements for seeking appraisal under the BCA.

The proxy statement/prospectus that accompanies this notice provides extensive information about the Special General Meeting, the Bye-law Amendment, the Merger Agreement, including the Bermuda Merger Agreement, the Merger and other related matters. You are urged to read the proxy statement/prospectus, including any documents incorporated by reference and its annexes carefully and in their entirety. A copy of the Merger Agreement, including the Bermuda Merger Agreement attached as Exhibit A thereto, is included in the proxy statement/prospectus as Annex A.

YOUR VOTE IS VERY IMPORTANT.

The Golden Ocean board of directors is soliciting your proxy. The Golden Ocean shareholders must approve the Merger Proposal in order for the Merger to be consummated.

If you do not expect to be present at the Special General Meeting, you are requested to promptly vote your shares via the Internet or by telephone by following the instructions on your Notice Regarding the Internet

Availability of Proxy Materials, or, if you received your proxy materials by mail, by following the instructions included on your proxy card or voting instruction form, to make sure that your shares are represented at the Special General Meeting. Instructions for voting are included in the accompanying proxy statement/prospectus. If you do attend the Special General Meeting and wish to vote in person, you may do so even though you previously submitted or appointed a proxy. Your vote is very important, regardless of the number of shares you own. Accordingly, please submit your proxy whether or not you plan to attend the Special General Meeting in person.

Only holders of record of Golden Ocean common shares at the close of business on 16 July 2025, the record date for the Special General Meeting, are entitled to notice of, and to vote at, the Special General Meeting and any adjournments thereof, and only holders of record of Golden Ocean common shares are entitled to exercise the appraisal rights conferred on dissenting shareholders by Bermuda law. Each Golden Ocean common share entitles its holder to one vote on all matters that come before the Special General Meeting.

Please note, however, that if you hold your Golden Ocean common shares as of the record date in “street name” through a broker, bank, trustee or other nominee and you wish to vote at the meeting, you must obtain a legal proxy in your name from your broker, bank, trustee or other nominee and present it to the inspector of election with your ballot when you vote at the Special General Meeting. Please also bring to the Special General Meeting your account statement or letter from your bank or broker evidencing your beneficial ownership of Golden Ocean common shares as of the record date and valid government-issued photo identification.

No shareholder shall be entitled to attend the Special General Meeting unless written notice of the intention to attend and vote in person or by proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially-certified copy of that power of attorney, is sent to the Golden Ocean Secretary, to reach the registered office of Golden Ocean by not later than 48 hours before the time for holding the meeting or adjournment thereof.

If you have questions about the Bye-law Amendment, the Merger or the Special General Meeting, need additional copies of this proxy statement/prospectus or need to obtain proxy cards or other information related to the proxy solicitation, you may contact Golden Ocean at Golden Ocean Group Limited, 14 Par-la-Ville Road, PO Box HM 1593, Hamilton HM 08, Bermuda, call +1 (441) 295-6935 or email ir@goldenocean.no.

By Order of the Board of Directors,

Patrick De Brabandere

Golden Ocean Group Limited (the “Company”)
Form of Proxy for use at Special General Meeting to be held on 19 August 2025

I/We
(NAME IN BLOCK CAPITALS)

Of

being (a) holder(s) of Common Shares of \$0.05 each of the above-named Company on the record date of 16 July 2025, hereby appoint the duly appointed Chairman of the meeting or James Ayers or Jonathan Burnett or Danielle Lubbe or Colleen Simmons or to act as my/our proxy at the Special General Meeting of the Company to be held on 19 August 2025, or at any adjournment thereof, and to vote on my/our behalf as directed below.

Please indicate with an X in the spaces provided how you wish your vote(s) to be cast on a poll. Should this card be returned duly signed, but without a specific direction, the proxy will vote for all Proposals.

<i>Resolutions</i>	<i>For</i>	<i>Against</i>	<i>Abstain</i>
1. The Bye-law Amendment. To approve an amendment to the bye-laws of Golden Ocean to clarify any ambiguity that the required shareholder voting majority for a merger of Golden Ocean is a simple majority of the votes cast at a general meeting of Golden Ocean shareholders.			
2. Merger Proposal. To approve the Merger Agreement, dated as of May 28, 2025, by and among Golden Ocean, CMB.TECH and Merger Sub, the Bermuda Merger Agreement and the transactions contemplated thereby, including the (i) merger of Golden Ocean with and into Merger Sub, with Merger Sub continuing its corporate existence as the surviving company and as a wholly-owned subsidiary of CMB.TECH, (ii) cancellation, at the Effective Time, of each Golden Ocean common share, issued and outstanding immediately prior to such time, and the automatic conversion of such shares (other than such shares owned by Golden Ocean, CMB.TECH, Merger Sub or their respective subsidiaries) into the right to receive 0.95 CMB.TECH ordinary shares, subject to adjustment pursuant to the terms of the Merger Agreement, and (iii) the appointment of the Exchange Agent to act as agent for the Merger and, among other things, to act as agent solely in the name and on behalf of and for the account and benefit of the Contributing Golden Ocean shareholders, with the right of sub-delegation, for the purpose of facilitating the execution and implementation of the Contribution in Kind, including, but not limited to, representing the Contributing Golden Ocean Shareholders at the Closing, contributing the Surviving Company Shares to CMB.TECH by way of a capital increase following an “inbreng in natura/apport en nature” as set out in the BCCA, receiving the Merger Consideration and delivering it to such Contributing Golden Ocean Shareholders.			
3. Adjournment Proposal. To approve the adjournment of the Special General Meeting, if necessary, to permit, among other things, further solicitation of proxies if there are not sufficient votes at the time of the meeting to approve the Merger Agreement.			

Date Signature

Notes:

1. A Shareholder entitled to attend and vote at a meeting may appoint one or more proxies to attend and, on a poll, vote instead of him.
2. Proxies appointed by a single Shareholder need not all exercise their vote in the same manner.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the Register of Members.
4. 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.
5. If it is desired to appoint by proxy any person other than the Chairman of the Meeting, his/her name should be inserted in the relevant place, reference to the Chairman deleted and the alteration initialed.
6. This proxy should be completed and be sent to reach the following address by not later than 12:00 CET on 15 August 2025:

Holders of Shares registered on the Oslo Stock Exchange should return their Proxy Forms to:

DNB Bank ASA, Registrars Dept.
P.O. Box 1600 Sentrum
0021 Oslo
Norway
Or via e-mail to: vote@dnb.no