

**General Assembly of the Shareholders  
of the company ATENOR on 26 April 2019**

**PROXY**

The undersigned <sup>(1)</sup> \_\_\_\_\_  
owner of <sup>(2)</sup> \_\_\_\_\_ shares  
of the company **ATENOR**  
declares that with the present form he/she  
gives to Mr/Ms <sup>(1)</sup> \_\_\_\_\_  
the authority to represent him/her at the General Assembly of ATENOR which will take place on **26 April 2019** with  
the following agenda:

**Agenda of the Ordinary General Assembly**

- 1. Presentation of the annual accounts (consolidated and corporate), of the Board of Directors' management report and of the statutory auditor's reports for 2018**
- 2. Approval of the corporate annual accounts and the allocation of the results.**  
Proposed decision  
Approval of the corporate annual accounts closed on 31 December 2018, including the allocation of the results proposed by the Board of Directors, i.e. (i) a gross dividend of € 2.20 per share for those shares whose entitlement to dividend has not been suspended and (ii) Director's fees in the amount of € 256,000.
- 3. Discharge**  
Proposed decisions  
Discharge by separate vote to the Directors and the Auditor for the exercise of their mandate in the course of the 2018 financial year.
  - 3.1 Mr Frank Donck, Director  
*The proxy holder is instructed to [vote in favour]/[vote against]/[abstain]<sup>(5)</sup>.*
  - 3.2 Stéphan Sonnevile SA, Director, represented by Mr Stéphan Sonnevile  
*The proxy holder is instructed to [vote in favour]/[vote against]/[abstain]<sup>(5)</sup>.*
  - 3.3 Mr Christian Delaire, Director  
*The proxy holder is instructed to [vote in favour]/[vote against]/[abstain]<sup>(5)</sup>.*
  - 3.4 Investea SPRL, Director, represented by Mrs Emmanuèle Attout  
*The proxy holder is instructed to [vote in favour]/[vote against]/[abstain]<sup>(5)</sup>.*
  - 3.5 MG Praxis SPRL, Director, represented by Mrs Michèle Grégoire  
*The proxy holder is instructed to [vote in favour]/[vote against]/[abstain]<sup>(5)</sup>.*
  - 3.6 Luxempart SA, Director, represented by Mr Jacquot Schwertzer  
*The proxy holder is instructed to [vote in favour]/[vote against]/[abstain]<sup>(5)</sup>.*
  - 3.7 Sogestra SPRL, Director, represented by Mrs Nadine Lemaitre  
*The proxy holder is instructed to [vote in favour]/[vote against]/[abstain]<sup>(5)</sup>.*
  - 3.8 Mr Philippe Vastapane, Director  
*The proxy holder is instructed to [vote in favour]/[vote against]/[abstain]<sup>(5)</sup>.*
  - 3.9 Mazars Reviseurs d'entreprises SCRL, Auditor, represented by Mr Xavier Doyen  
*The proxy holder is instructed to [vote in favour]/[vote against]/[abstain]<sup>(5)</sup>.*
- 4. Appointments**  
Proposed decisions  
On the proposal of the Nomination and Remuneration Committee:
  - 4.1 Appointment of Luxempart Management S.à r.l. (represented by Mr Jacquot Schwertzer) as Director. This mandate of three years could be remunerated and will expire at the end of the Ordinary General Assembly of 22 April 2022.  
*The proxy holder is instructed to [vote in favour]/[vote against]/[abstain]<sup>(5)</sup>.*
  - 4.2 Renewal of Stéphan Sonnevile SA represented by Mr Stéphan Sonnevile as Director. This mandate of three years could be remunerated and will expire at the end of the Ordinary General Assembly of 22 April 2022.  
*The proxy holder is instructed to [vote in favour]/[vote against]/[abstain]<sup>(5)</sup>.*
- 5. Remuneration Report**  
Proposed decision  
Approval of the Remuneration Report  
*The proxy holder is instructed to [vote in favour]/[vote against]/[abstain]<sup>(5)</sup>.*

**6. Options Plan**

Proposed decision

As provided by the Corporate Governance Charter, approval

- of the issue of the options plan for Atenor Long Term Growth SA shares aimed at members of the Executive Committee, personnel or some services providers of the Company or of its subsidiaries concerning a maximum 40,000 shares, to be assigned in 2019.

*The proxy holder is instructed to [vote in favour]/[vote against]/[abstain]<sup>(5)</sup>.*

**7. Powers**

Proposed decision

To confer all powers on the Board of Directors for the execution of the decisions taken.

*The proxy holder is instructed to [vote in favour]/[vote against]/[abstain]<sup>(5)</sup>.*

With respect to the new subjects to be dealt with included in the agenda pursuant to article 533ter of the Company Code, the proxy holder is authorized [to vote on the topics]/[must abstain]<sup>(4)</sup>.

The rights and obligations of proxies are described in the notification to attend at [www.atenor.be](http://www.atenor.be).

Signed in \_\_\_\_\_ on \_\_\_\_\_ 2019

Signature <sup>(3)</sup>

<sup>(1)</sup> family name - first name - residence

<sup>(2)</sup> number of shares written out in letters

<sup>(3)</sup> please precede the signature with the indication “*Bon pour pouvoir*” (“authorised”).

<sup>(4)</sup> cross out one of the two options (if no choice is made, the proxy holder will be deemed to be instructed to abstain

<sup>(5)</sup> cross out one of the three options

(if no choice is made, the proxy holder will be deemed to be instructed to vote in favour)