

**General Assembly of the Shareholders
of the company ATENOR on 22 April 2022**

PROXY

The undersigned ⁽¹⁾ _____
owner of ⁽²⁾ _____ shares
of the company **ATENOR** declares that with the present form he/she gives to

_____ the authority to represent him/her at the General Assembly of ATENOR which will take place on **22 April 2022** 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 2021

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 2021, including the allocation of the results proposed by the Board of Directors, i.e. (i) a gross dividend of €2.54 per share for those shares whose entitlement to dividend has not been suspended and (ii) Director's fees (for exercising a mandate as director during the financial year 2021) amounting to €410,000, of which €75,000 are payable in the form of shares in the company.

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

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 2021 financial year.

3.1 Mr Frank Donck, Director

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

3.2 Stéphan Sonnevile SA, Director, represented by Mr Stéphan Sonnevile

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

3.3 Mr Christian Delaire, Director

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

3.4 Investea SRL, Director, represented by Mrs Emmanuèle Attout

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

3.5 Luxempart Management Sàrl, Director, represented by Mr John Penning

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

3.6 MG Praxis SRL, Director, represented by Mrs Michèle Grégoire

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

3.7 Sogestra SRL, Director, represented by Mrs Nadine Lemaitre

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

3.8 Mr Philippe Vastapane, Director

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

3.9 SRL EY Réviseurs d'Entreprises, Auditor, represented by Mr Carlo-Sébastien D'Addario

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

4. Appointments

Proposed decisions

At the proposal of the Nomination and Remuneration Committee:

4.1 renewal of the mandate of Luxempart Management S.àrl represented by Mr. John Penning as Director. This mandate of three years could be remunerated and will expire at the end of the Ordinary General Assembly of 25 April 2025.

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

4.2 renewal of the mandate of SA 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 25 April 2025.

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

5. Presentation of the changes to the Corporate Governance Charter

6. **Approval of the Remuneration Policy**

Proposed decision

Approval of the Remuneration Policy proposed by the Board of Directors, at the proposal of the Nomination and Remuneration Committee.

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

7. **Presentation of the Remuneration Report for the financial year 2021**

Proposed decision

Approval of the Remuneration Report.

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

8. **Options Plan**

Proposed decision

Where necessary, approval of the issuance 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 of 40,000 shares, to be assigned in 2022.

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

9. **Approval of clauses on change of control**

Proposed decisions

9.1 In the context of the updating of the EMTN (Euro Medium Term Note) programme to a maximum amount of 200 million euros, approval of the Change of Control Resolutions (Change of Control Resolutions) as defined in Article 7.d (ii) (Change of Control Put Option) of the terms and conditions of the bonds issued under the EMTN programme, as outlined in the Base Prospectus of 15 March 2022.

In accordance with Article 7:151 of the Companies and Associations Code, approval of Article 7.d (ii) (Change of Control Put Option) of the terms and conditions of the bonds issued under the EMTN programme, as detailed in the Base Prospectus of 15 March 2022 authorising bondholders, in case of change of control, to exercise the option provided for in condition 7.d (ii), provided that the procedure laid down is respected, as well as, more generally, any other clause present in the aforementioned prospectus conferring upon third parties rights substantially affecting the company's assets or giving rise to a debt or a substantial commitment on its part, when the exercise of these rights depends on the launch of a takeover bid on shares in the company or on a change in its control, and authorisation to proceed to the filing and publication formalities set out in the Companies and Associations Code.

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

9.2 In the context of the issue of a maximum of €55 million in EMTN (Euro Medium Term Note) bonds, approval of the "Change of Control Resolutions" as defined in Article 7.d (ii) (Change of Control Put Option) of the terms and conditions of the bonds issued under the EMTN programme, as detailed in the Base Prospectus of 15 March 2022 and declared applicable under the final terms of 15 March 2022 (Part A, points 11 and 17) of this issue.

In accordance with Article 7:151 of the Companies and Associations Code, approval of Part A, points 11 and 17 of the final terms of 15 March 2022 and Article 7.d (ii) (Change of Control Put Option) of the terms and conditions of the bonds issued under the EMTN programme, as detailed in the Base Prospectus of 15 March 2022 authorising bondholders, in case of change of control, to exercise the option provided for in condition 7.d (ii), provided that the procedure laid down is respected, as well as, more generally, any other clause present in the aforementioned final terms and the aforementioned prospectus conferring upon third parties rights substantially affecting the company's assets or giving rise to a debt or a substantial commitment on its part, when the exercise of these rights depends on the launch of a takeover bid on shares in the company or on a change in its control, and authorisation to proceed to the filing and publication formalities set out in the Companies and Associations Code.

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

10. **Powers**

Proposed decision

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

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

With respect to the new subjects to be dealt with included in the agenda pursuant to article 7:139 of the Companies and Associations Code, the proxy holder is authorized [to vote on the topics]/[must abstain]⁽⁴⁾.

The rights and obligations of proxies are described in the notification to attend at www.atenor.eu.

Signed in _____ on _____ 2022

Signature ⁽³⁾

⁽¹⁾ family name - first name - residence

⁽²⁾ number of shares written out in letters

⁽³⁾ please precede the signature with the indication "*Bon pour pouvoir*" ("authorised").

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

⁽⁵⁾ 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)