

**Invitation to the Ordinary General Meeting of Atenor Shareholders (the “General Meeting”)
which will be held on Friday, 28 April 2023 at 9:30 am**

Sequence of Events of the General Assembly

9:00 précises	Shareholders welcomed to the Dolce La Hulpe Brussels conference centre (Chaussée de Bruxelles, 135 in 1310 La Hulpe)
9:15	Signing of the attendance list by the Shareholders
9:30	Verification of the required quorum
9:45	Presentations by the Chairman of the Board and the Chief Executive
10:45	Voting

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 2022**
- 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 2022, including the allocation of the results proposed by the Board of Directors, i.e. (i) a gross dividend of €2.67 per share for those shares whose entitlement to dividend has not been suspended and (ii) Director's fees (for exercising the mandates as Director during the financial year 2022) amounting to €410,000, of which €105,000 are payable in the form of shares in the company.
- 3. Presentation of the decision of the Board of Directors to propose an optional dividend (and its terms)**
- 4. Discharges :**
Proposed decision
Discharge by separate vote to the Directors for the exercise of their mandate in the course of the 2022 financial year.
Proposed decision
Discharge by vote to the Auditor for the exercise of his mandate in the course of the 2022 financial year.
- 5. Appointments**
Proposed decisions
On the recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes:
 - To reappoint SRL Sogestra, represented by Ms Nadine Lemaitre as Director. This appointment for a term of one year as non-independent Director may be remunerated and will expire at the end of the General Meeting of Shareholders of 26 April 2024.
 - To appoint Trionna SRL, represented by Ms Laure le Hardy de Beaulieu, as independent Director. This appointment for a term of three-years will be remunerated and will expire at the end of the General Meeting of Shareholders of 24 April 2026. The company shall be considered an independent Director if it meets the criteria set out in Article 7:87 of the Companies and Associations Code.
 - To appoint Mr John Penning as Director to replace Luxempart Management SRL, represented by John Penning, which will resign on the date of the General Meeting of 28 April 2023. This appointment for a three-year term will be remunerated and will expire at the end of the General Meeting of Shareholders of 24 April 2026.
- 6. Presentation of the changes to the Corporate Governance Charter**
- 7. Presentation of the Remuneration Report for the financial year 2022**
Proposed decision
Approval of the Remuneration Report.

8. Approval of clauses on change of control

To the extent that the Prospectus for the update of the EMTN (Euro Medium Term Note) programme for a maximum of €200 million has been approved, 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 notes issued under the EMTN programme, as included in the base prospectus of 2023.

Proposed decision

Pursuant to 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 EMTN issue, as set forth in the Base Prospectus 2023 authorising the bondholders in case of a change of control to exercise the option provided for under condition 7.d (ii) subject to compliance with the procedure described, as well as, more generally, any other clause in the said Base 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, where the exercise of such rights depends on the launch of a public takeover bid on shares of the company or on a change in its control, and authorisation to proceed with the filing and publication formalities provided for in the Companies and Associations Code.

9. Powers

Proposed decision

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

Formalities for participation in the General Meeting:

Formal requirements for admission

In accordance with Article 7:134 §2 of the Companies and Associations Code, owners of registered or dematerialised shares must proceed, in order to attend the General Meeting and to exercise the right to vote, with the registration of those in their name on the fourteenth day before the General Meeting (14 April 2023), at twenty-four hours (Belgian time) either by their inclusion in the shareholders' register of the company, or by being placed in the accounts of an account holder or clearing organisation, it being understood that the number of shares held by the shareholder on the date of the General Meeting will be irrelevant.

Furthermore, the shareholder must inform the company of his/her wish to participate in the General Meeting (by writing to the registered office of the company or by email to info@atenor.eu by the sixth day before the date of the General Meeting (22 April 2023).

Before the General Meeting, the shareholder will submit to the company a copy of the certificate issued to the shareholder by the authorised account holder or by the clearing organisation certifying the number of dematerialised shares registered in the shareholder's name in its accounts on the date of registration for which the shareholder has said they would participate in the General Meeting.

Inclusion of topics in the agenda

Pursuant to Article 7:130 of the Companies and Associations Code, one or more shareholders representing at least 3% of the share capital may, pursuant to the provisions set out in the Companies and Associations Code, require the inclusion of topics to be addressed in the agenda of any General Assembly and submit proposals for decisions on topics to be addressed that are or will be included in the agenda.

Shareholders will prove, on the date of application, the possession of the fraction of capital required by the preceding paragraph either by a certificate of registration of the required number of shares in the shareholders' register of the company or by a certificate issued by the authorised account holder or clearing organisation certifying the registration, in their name, of the required number of dematerialised shares.

The examination of topics to be addressed and proposals for decisions added to the agenda under this article shall be subject to registration pursuant to the "requirements for admission" section above, of the fraction of the capital referred to above.

Requests are made in writing and accompanied, as the case may be, by the text of topics to be addressed and proposals for decisions relating thereto, or the text of the proposed decisions to place on the agenda. They will indicate the postal or email address to which the company must send the acknowledgment of receipt of these requests.

They must reach the company no later than the twenty-second day before the date of the General Assembly (6 April 2023). Such requests may be sent to the company electronically at info@atenor.eu. The company will acknowledge receipt of the requests concerned within forty-eight hours of receipt.

Notwithstanding the fact that the company will publish such proposed decisions on its website as soon as possible after receipt, the company will publish a complete agenda of topics and additional proposals for decisions relating to them that have been added to it, and/or proposals for decisions that were made no later than the fifteenth day preceding the date of the General Meeting (13 April 2023).

Simultaneously, the company will provide to its shareholders, on its website, forms that can be used to vote by proxy or by correspondence, including the additional topics to be discussed and proposals for decisions relating thereto that have been added to the agenda and/or proposals for decisions.

The voting proxies notified to the company prior to the publication, in accordance with this provision, of a completed agenda remain valid for the subjects on the original agenda. For topics that are the subject of new proposals submitted for decision, the proxy holder may, in assembly, deviate from any instructions given if the execution of these instructions may compromise the interests of their principal. He/she must inform his/her principal of this. The proxy must indicate whether the proxy holder is authorised to vote on the new topics added to the agenda or whether they must abstain.

The proxies/ forms of vote by correspondence that reach the company before publication, in accordance with the present provision, of an expanded agenda shall remain valid for the matters that are placed on the agenda that they cover. However, vote by correspondence on a matter placed on the agenda which is the subject of a new proposed decision, in accordance with the present provision, shall not be taken into consideration.

Questions

In accordance with article 7:139 of the Companies and Associations Code, shareholders may, as from the publication of the notice, submit written questions that will be answered, as the case may be, by the Directors or the Auditor during the General Assembly provided that such shareholders have complied with the requirements for admission stated above.

These questions can be addressed to the company electronically at info@atenor.eu. Written questions must reach the company no later than the sixth day before the date of the General Meeting (22 April 2023).

Proxies or vote by correspondence

In accordance with Articles 7:142, 7:143, 7:144 of the Companies and Associations Code, all shareholders entitled to vote can vote themselves or by proxy. To this end, a proxy template is made available to shareholders on the website www.atenor.eu.

By proxy, is meant the authority given by a shareholder to a person or entity to exercise on behalf of the said shareholder all or part of their rights at the General Assembly. Such authority can be given for one or more specified assembly or for assembly held during a specified period.

The proxy given for an assembly will be valid for successive assemblies convened with the same agenda.

The proxy has the same rights as the shareholder thus represented and in particular the right to speak, to ask questions at the General Assembly and to exercise the right to vote.

The shareholder may appoint only one person as their proxy for each General Assembly. Notwithstanding this rule:

- A shareholder may appoint a separate proxy for each type of share held, as well as for each securities account if they hold shares in more than one securities account
- The person qualified as a shareholder but who acts as a professional on behalf of other persons or entities, may give a proxy to each of these other persons or entities or to a third party designated by them.

The number of shareholders that a proxy holder may represent is not limited. Where a proxy holder holds proxies from several shareholders, he/she can cast votes for a certain shareholder differently from votes cast for another shareholder.

The appointment of a proxy by a shareholder, must be made in writing and signed by the shareholder. The notification of the proxy to the company must be made in writing. This notification may also be made electronically at info@atenor.eu.

The proxy must reach the company no later than the sixth day before the date of the General Meeting (22 April 2023)

Only proxies submitted by shareholders who meet the admission formalities listed above qualify for calculating the quorum and majority rules.

The proxy holder will vote in accordance with the voting instructions given by the shareholder. He/she shall keep a record of the voting instructions for a period of at least one year and confirm, at the request of the shareholder, that the voting instructions have been carried out.

In case of potential conflicts of interest between the shareholder and the proxy they have appointed:

- the proxy holder must disclose the specific facts that are relevant to allow the shareholder to assess the risk that the proxy might pursue any interest other than the interest of the shareholder;
- the proxy holder is authorised to exercise voting rights on behalf of the shareholder only if he has specific voting instructions for each topic on the agenda.

For the purposes of this section, a conflict of interest arises where, in particular, the proxy holder:

- is the company itself or an entity controlled by it, a shareholder that controls the company or is another entity controlled by such a shareholder;
- is a member of the Board of Directors, management bodies of the company or a shareholder who controls it or a controlled entity referred to above;
- is an employee or auditor of the company, or of the shareholder controlling it or a controlled entity referred to above;
- has a parental relationship with a person referred to above or is the spouse or legal cohabitant of such a person or relative of such a person.

Regarding proxies in case of the addition of subjects to the agenda in accordance with 7:130 of the Companies and Associations Code, reference is made to the section "Inclusion of topics in the agenda" above.

In accordance with Article 7:146 of the Companies and Associations Code and Article 25 of the statutes, the shareholders may take part in voting by correspondence. To this end, the postal the form of vote by correspondence is available to shareholders on the site www.atenor.eu.

Voting by correspondence takes place in writing and must be signed by the shareholder. They are to be sent by post to the registered office of the company or by mail to the following address: info@atenor.eu.

The vote by correspondence must reach the company no later than the sixth day prior to the date of the General Assembly (22 April 2023).

Regarding the treatment of votes by correspondence in the case of matters' being placed on the agenda in accordance with Article 7:130 of the Companies and Associations Code, reference is made to the section "Inclusion of topics in the agenda", above.

Information and documents

The Management Report, the Auditor's Report, the proxy/ form of vote by correspondence and all other documents are available on our website (www.atenor.eu) or can be obtained on simple request from Atenor (info@atenor.eu).

The Board of Directors