

**General Assembly of the Shareholders
of the company ATENOR on 28 April 2023**

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 **28 April 2023** 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 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 a mandate 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.
The proxy holder is instructed to [vote in favour]/[vote against]/[abstain] ⁽⁵⁾.
- 3. Presentation of the decision of the Board of Directors to propose an optional dividend (and its terms)**
- 4. Discharge**
Proposed decisions
Discharge by separate vote to the Directors and the Auditor for the exercise of their mandate in the course of the 2022 financial year.
 - 4.1 Mr Frank Donck, Director
The proxy holder is instructed to [vote in favour]/[vote against]/[abstain] ⁽⁵⁾.
 - 4.2 Stéphan Sonnevile SA, Director, represented by Mr Stéphan Sonnevile
The proxy holder is instructed to [vote in favour]/[vote against]/[abstain] ⁽⁵⁾.
 - 4.3 Mr Christian Delaire, Director
The proxy holder is instructed to [vote in favour]/[vote against]/[abstain] ⁽⁵⁾.
 - 4.4 Investea SRL, Director, represented by Mrs Emmanuèle Attout
The proxy holder is instructed to [vote in favour]/[vote against]/[abstain] ⁽⁵⁾.
 - 4.5 Luxempart Management Sàrl, Director, represented by Mr John Penning
The proxy holder is instructed to [vote in favour]/[vote against]/[abstain] ⁽⁵⁾.
 - 4.6 MG Praxis SRL, Director, represented by Mrs Michèle Grégoire
The proxy holder is instructed to [vote in favour]/[vote against]/[abstain] ⁽⁵⁾.
 - 4.7 Sogestra SRL, Director, represented by Mrs Nadine Lemaitre
The proxy holder is instructed to [vote in favour]/[vote against]/[abstain] ⁽⁵⁾.
 - 4.8 Mr Philippe Vastapane, Director
The proxy holder is instructed to [vote in favour]/[vote against]/[abstain] ⁽⁵⁾.
 - 4.9 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⁾.
- 5. Appointments**
Proposed decisions
On the recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes:
 - 5.1 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.
The proxy holder is instructed to [vote in favour]/[vote against]/[abstain] ⁽⁵⁾.
 - 5.2 To appoint Trionna SRL, represented by Ms Laure le Hardÿ 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.
The proxy holder is instructed to [vote in favour]/[vote against]/[abstain] ⁽⁵⁾.

5.3 To appoint Mr John Penning as Director to replace Luxempart Management sàrl, 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.

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

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.

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

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.

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

9. 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 _____ 2023

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)