



Notice on the opening of a public subscription

La Hulpe, 31 October 2023

This notice is given by Atenor SA, a public limited company under Belgian law, having its registered office at Avenue Reine Astrid 92, 1310 La Hulpe, registered with Banque-Carrefour des Entreprises under number 0403.209.303 (Register of Legal Persons of Brabant Wallon) (the "Company"), in accordance with Article 7:189 of the Belgian Code of Companies and Associations. It does not, in itself, constitute a public offer to buy or subscribe for securities. This notice replaces the notice published in the Belgian Official Gazette, in the Tijd and in L'Echo of 13 September 2023.

The Extraordinary General Meeting of the Company was convened on 6 November 2023 in order to decide to increase the share capital by contribution in cash with legal preferential right for existing shareholders below the par value of existing shares by the creation of new shares without nominal value. The general meeting was in particular asked to authorise the Board of Directors as well as an "ad hoc committee" to implement the capital increase with legal preferential right for existing shareholders, subject to certain terms and conditions.

This notice is given subject to (i) the approval of a prospectus by the Financial Services and Markets Authority (the "FSMA"), (ii) the decision of the Company's Extraordinary General Meeting to be held on 6 November 2023 (or, if the required quorum has not been reached, on Friday 1 December 2023) to increase the share capital with legal preferential right for existing shareholders and (iii) a decision of the Board of Directors or the "ad hoc committee" to implement the capital increase with legal preferential right for existing shareholders.

Given the date of this notice and the provisions of the Belgian Code of Companies and Associations, the Company announces that, subject to the aforementioned conditions, the Company will offer for public subscription new shares with legal preferential right for existing shareholders for a period of at least 15 days from the opening of the subscription period, which will begin no earlier than 9 November 2023.

The final start and end dates of the subscription period and certain other terms and conditions of the capital increase will be determined by the Board of Directors or by the «ad hoc committee». The Board of Directors or the "ad hoc committee" will also determine the date and other terms and conditions for the detachment of the coupon, which will represent the legal preferential right of existing shareholders.

This information will be shared in a press release which will be published as soon as possible, but no later than the opening of the subscription, on the Company's website (<https://www.atenor.eu>). In addition, this information will also be included in the prospectus which will be available on the aforementioned website (after its approval by the FSMA) no later than the opening of the subscription.

The legal preferential rights will be exercisable and tradeable, separately from the existing shares, throughout the public subscription period, which will be at least 15 calendar days. The Company will request that the legal preferential rights be admitted to trading on the Euronext Brussels regulated market during the public subscription period. **The legal preferential rights which are not exercised within this subscription period will not be converted into "scrips", will not be sold or invested and will become null and void and will therefore have no value.**

In the context of the transaction, 3D NV could increase its (direct or indirect) holding beyond 30% of the voting securities without the obligation to make a public offering to the Company's other shareholders provided that, as is the case here, such an obligation does not apply if the acquisition is carried out as part of a subscription to a capital increase with preferential right decided by the general meeting.

This notice does not constitute an offering of securities in the United States or other countries. Securities may not be offered or sold in the United States without registration or exemption from registration in accordance with the U.S. Securities Act of 1933, as amended. The Company does not intend to register the offering in whole or in part in the United States or to make a public offering in the United States.

This notice is not, and does not constitute, an offering or invitation to sell or issue or a solicitation of an offer to buy or subscribe for the securities referred to in this notice, and there will be no offer, invitation, solicitation, sale, issue, purchase or subscription of the securities referred to in that notice in any jurisdiction where such offer, invitation, solicitation, sale, issue, purchase or subscription would be unlawful prior to registration, exemption from registration or qualification under the securities laws of such jurisdiction. This notice must not be distributed, directly or indirectly, in the United States of America, Australia, Canada, Japan, South Africa or any other jurisdiction where it is prohibited by law. Any person reading this notice must inform themselves of these restrictions and comply with them.

This notice does not constitute an offer to sell securities in the United States of America. The securities referred to in this notice may not be offered or sold in the United States of America without registration with the United States Securities and Exchange Commission or without exemption from registration requirements under the U.S. Securities Act of 1933, as amended. The Company and its subsidiaries have not registered and do not intend to register any part of any offering in the United States of America and have not made and do not intend to make a public offering of securities in the United States of America.

Any offering of securities will be made by means of a prospectus which will include detailed information about the Company. This notice is not a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as amended and implemented by the respective Member States of the European Economic Area. A prospectus will be published and, if and when published, will be available, inter alia, on the Company's aforementioned website. Investors may not subscribe to any of the securities referred to in this notice, except on the basis of the information set out in the prospectus. Investors may not accept any offering of securities referred to in this notice or acquire or sell such securities except on the basis of the information contained in the prospectus. This notice shall not be used as a basis for an investment agreement or decision. This notice does not constitute, and will not in any way constitute, a public offering or invitation to the public in connection with an offer to buy or subscribe securities in any jurisdiction.

For more detailed information please contact Stéphan Sonnevile SA, CEO