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La Hulpe, 28 November 2023 (8:00 am CET)

## **ATENOR**

Public limited liability company organized under the laws of Belgium  
with registered office at Avenue Reine Astrid 92, 1310 La Hulpe (Belgium)  
enterprise number 0403.209.303 (RLE Brabant Wallon)

("Atenor" or the "Company" and, together with its wholly-owned subsidiaries, the "Group")

**Existing shareholders and new investors subscribed for 100% of the "Offered Shares" in the context of the capital increase in cash with statutory preferential rights below par value through the issuance of maximum 32,175,039 Offered Shares (the "Rights Issue")**

**New investors additionally subscribed for 4,139,654 "Top-up Shares",  
in the context of the Top-up Capital Increase**

After the Public Offering of Offered Shares and the Private Placement of Offered Shares, Existing Shareholders and new investors (including Pre-committed Investors) subscribed for 100% of the Offered Shares in the Rights Issue, for an aggregate amount of EUR 160,875,195.

In addition to the subscription for the maximum number of Offered Shares in the Rights Issue, the Pre-committed Investors (including Midelco SA/NV and Vandewiele Group SA/NV) will subscribe for 4,139,654 Top-up Shares in the Top-up Capital Increase, for an aggregate amount of EUR 20,698,270.

During the Subscription Period of the Rights Issue (which ended on 27 November 2023), 21,907,665 Offered Shares were subscribed for through the exercise of Preferential Rights, being 68.09% of the total number of Offered Shares. All the remaining Offered Shares are subscribed for by the Pre-committers, further to their Pre-commitments, (without additional consideration on account of the non-exercised Preferential Rights) on 27 November 2023 through the Private Placement of Offered Shares (the "Private Placement of Offered Shares", and together with the Public Offering of Offered Shares, the "Rights Issue") as follows: (i) 3D SA/NV for 7,657,926 (additional) Offered Shares, (ii) Luxempart S.A. for 2,449,102 (additional) Offered Shares, and (iii) the Pre-committed Investors for an aggregate of 160,346 Offered Shares. All Offered Shares are subscribed for against the same issue price of EUR 5.00 per new share.

As the Pre-committed Investors are not able to subscribe for the full amount of their Pre-commitment in the Rights Issue as a result of a high take-up of Preferential Rights, the Company will proceed with the issue of 4,139,654 new ordinary shares in the Company (the "Top-up Shares") in the context of a capital increase in cash with cancellation of the preferential rights of the Existing Shareholders to the benefit of the Pre-committed Investors within the framework of the authorized capital (the "Top-up Capital Increase", and together with the Rights Issue, the "Transaction"), at the same issue price of EUR 5.00 per new share.

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The gross proceeds of the Transaction amount to EUR 181,573,465. The net proceeds of the Transaction are currently estimated to be EUR 176,506,492.

The closing of the Transaction (and the issuance and delivery of the new shares) will take place on 30 November 2023. In principle, the new shares will be admitted to trading on the regulated market of Euronext Brussels as from the same date onwards.

Upon closing of the Rights Issue, 3D NV/SA (controlled by STAK Iberanfra) (also taking into account its subsidiary ForAtenoR NV/SA) will cross the 30%-threshold. Immediately following the closing of the Transaction, 3D NV/SA (controlled by STAK Iberanfra) will (directly and indirectly) hold 40.98% of the then outstanding shares of the Company. This will, however, not trigger an obligation to launch a mandatory public takeover bid.

Belfius Bank NV/SA (in cooperation with Kepler Cheuvreux SA), Banque Degroof Petercam NV/SA and KBC Securities NV acted as Joint Global Coordinators and Joint Bookrunners in the context of the Rights Issue.

**Stéphan Sonnevile, CEO of Atenor:** *"We are pleased that the capital increase has been a clear success. Both new investors and existing shareholders have subscribed for the capital increase, thereby expressing their confidence in the company. The new investors who entered into pre-commitments have subscribed for 21.5 million euro, and a number of reference shareholders and members of management have confirmed their commitment towards the Company.*

*While the capital increase has had a dilutive impact for the shareholders that have chosen not to participate, the funds raised will enable Atenor not only to strengthen its balance sheet structure in order to consolidate its current position, but also to stimulate its future growth. These new funds will also give Atenor more flexibility to carry out its sales and real estate development operations in a still hesitant real estate market."*

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## Prospectus

The Prospectus is available free of charge at the Company's registered office (Avenue Reine Astrid 92, 1310 La Hulpe, Belgium). The Prospectus is also available free of charge at (i) Belfius Banque SA/NV, upon request by e-mail [regulations@belfius.be](mailto:regulations@belfius.be) and on its website [www.belfius.be/atenor2023](http://www.belfius.be/atenor2023); (ii) Degroof Petercam SA/NV on its websites <http://www.degroofpetercam.com/en-be/atenor-2023> (ENG), <http://www.degroofpetercam.com/fr-be/atenor-2023> (FR) and <http://www.degroofpetercam.com/nl-be/atenor-2023> (NL); and (iii) KBC Securities SA/NV, upon request by phone +32 78 152 153 and on its websites [www.kbc.be/atenor2023](http://www.kbc.be/atenor2023) and [www.bolero.be/nl/atenor](http://www.bolero.be/nl/atenor). The Prospectus can also be consulted on the Company's website (<https://www.atenor.eu/en/investors/capital-increase/>), whereby the access on the aforementioned websites is each time subject to customary limitations.

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In Switzerland, this information is directed only at persons qualifying as "professional clients" as defined in Article 4 of the Swiss Financial Services Act (Finanzdienstleistungsgesetz) of 15 June 2018, as amended (the "FinSA"), in accordance with the prospectus exemption provided for in Article 36(a) of the FinSA (such persons, "Relevant Swiss Investors"). Any investment activity to which this document relates will only be available to and will only be engaged in with, Relevant Swiss Investors. Any person who is not a Relevant Swiss Investor should not act or rely on this document or any of its contents. The distribution of this document in other jurisdictions may be restricted by law and persons into whose possession this document comes should inform themselves about, and observe, any such restrictions.

In the United Kingdom, this information is directed only at "qualified investors" as defined in Article 2(e) of the Prospectus Regulation, as amended and transposed into the laws of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 and the European Union (Withdrawal Agreement) Act 2020 (the "UK Prospectus Regulation") who also have the capacity of (i) "investment professionals" as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), (ii) "high net worth companies, unincorporated associations etc." as defined in Article 49(2)(a) to (d) of the Order, (iii) "sophisticated investors" as defined in Article 50(1) of the Order (subject to the requirements contained in Article 50(3) of the Order) or (iv) persons to whom it may otherwise lawfully be communicated (such persons, "Relevant UK Investors" and, together with the Relevant Swiss Investors and Relevant EEA Investors, the "Relevant Investors").

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An investment in shares entails significant risks. Relevant investors are encouraged to read the Prospectus that is made available on the website of the Company, - <https://www.atenor.eu/en/investors/capital-increase/>).

This document is not a prospectus and investors should not subscribe for or purchase any shares referred to herein except on the basis of the information contained in the Prospectus. Potential investors must read the Prospectus before making an investment decision in order to fully understand the potential risks and rewards associated with the decision to invest in the securities. The approval of the Prospectus should not be understood as an endorsement of the securities offered or admitted to trading on a regulated market.

For more information, please contact: Stéphan Sonnevile SA, CEO  
info@atenor.eu – Tel. +32 2 387 22.99– [info@atenor.eu](mailto:info@atenor.eu)

Atenor is a sustainable real estate development company recognised among the Global Listed Sector Leaders by theGRESB, with pan-European experience and listed on the Euronext Brussels market. Its mission is to respond to the new evolving requirements of urban and professional life using sustainable urban planning and architectural practices. Within this context, Atenor invests in large-scale real estate projects that meet strict criteria in terms of location, economic efficiency and respect for the environment. Atenor is recognised as an international and sustainable urban developer, aligned with European taxonomy and aiming for the highest BREEAM and WELL standards.

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