

Invitation to the Ordinary General Meeting and the Extraordinary General Meeting of Atenor Shareholders (the "General Meetings") which will be held on Friday 26 April 2024 at 9:30

Sequence of Events of the General Assemblies

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| 9:00 | 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 sharp | 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 2023**
- 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 2023, including the allocation of the results proposed by the Board of Directors, i.e. Director's fees (for exercising the mandates as Director during the financial year 2023) amounting to €460,000, of which €120,000 are payable in the form of shares in the company.
- 3. Discharges**
Proposed decision:
Discharge by separate vote to the Directors for the exercise of their mandate in the course of the 2023 financial year.
Proposed decision:
Discharge by vote to the Auditor for the exercise of his mandate in the course of the 2023 financial year.
- 4. Appointments**
Proposed decisions:
On the recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes:
 - renewal of the mandate of Mr. Frank Donck as Director. This mandate of three years could be remunerated and will expire at the end of the Ordinary General Assembly on 23 April 2027.
 - renewal of the mandate of Investea SRL, represented by Ms. Emmanuèle Attout as independent Director. This mandate of three years could be remunerated and will expire at the end of the Ordinary General Assembly on 23 April 2027.
 - renewal of the mandate of Mr. Christian Delaire as independent Director. This mandate of three years could be remunerated and will expire at the end of the Ordinary General Assembly on 23 avril 2027.
 - To appoint Ms Bernadette de Bethune, 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 23 April 2027. The status of Independent Director is granted on the grounds that the proposed director meets the requirements defined by Article 7:87 of the Companies and Associations Code (CV available on www.atenor.eu).
 - To appoint Moroxco BVBA, represented by Mr. Cédric Van Quickenborne, 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 23 April 2027. The status of Independent Director is granted on the grounds that the proposed director meets the requirements defined by Article 7:87 of the Companies and Associations Code (CV available on www.atenor.eu).
 - To appoint Realize BV, represented by Mr. Olivier Lambrecht, 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 23 April 2027. The status of Independent Director is granted on the grounds that the proposed director meets the requirements defined by Article 7:87 of the Companies and Associations Code (CV available on www.atenor.eu).

At the proposal of the Audit Committee,

- Nomination, as auditors, of SRL BDO Réviseurs d'Entreprises, whose registered office is located at 1930 Zaventem, Da Vincilaan 9/E.6 registered with the Crossroads Bank for enterprises under the number 0431.088.289, which nominates as its permanent representative Mr. Christophe Pelzer, company auditor, at a fee, excluding VAT (and excluding expenses and disbursements) of 99,500 euros, indexed, per year. The three-year mandate of the auditor will expire at the end of the Ordinary General Assembly, which will be called upon to rule on the approval of the accounts for the financial year ending on 31 December 2026.

5. Presentation of the Remuneration Report for the financial year 2023

Proposed decision:

Approval of the Remuneration Report

6. Powers

Proposed decision:

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

Agenda of the Extraordinary General Meeting

1. Renewal of the authorised capital

Proposed decision

- a) Special report relating to the authorised capital (in accordance with article 7:199 of the Companies and Associations Code, the CSA)
- b) By virtue of a decision of the extraordinary general meeting of 26 April 2024, the board of directors is authorised to increase the subscribed capital one or several times, within the limits set by Articles 7:198 and following of the Companies and Associations Code, up to a maximum amount (excluding share premium) of two hundred fifty-seven million five hundred sixty-three thousand eight hundred fifty-three euros and seventy-two cents (€257,563,853.72). These capital increases can be made through cash subscriptions, contributions in kind or incorporation of reserves or issue premiums, with or without the issuance of new shares. This authorisation is valid for a period of five years dating from the publication in the annex to the Belgian Official Gazette of the decision of the Extraordinary General Meeting of 26 April 2024.

Under this authorization, (i) the board of directors can also issue convertible bonds and subscription rights (warrants) in adherence to the provisions of the Companies and Associations Code and (ii) the board of directors is authorised to limit or withdraw the preferential subscription right of the shareholders, including in favour of one or several specified persons.

In the event of a capital increase accompanied by the payment or booking of an issue premium, only the amount credited to the capital will be subtracted from the remaining usable amount of the authorised capital.

2. Amendment of articles

Proposed decision:

Subject to the acceptance of item 1 on the agenda of this Extraordinary General Meeting, Article 6 of the bylaws would be entirely amended as follows:

« The Board of Directors is empowered to increase the subscribed capital, in one or several times, including by issuing convertible bonds and subscription rights, up to a maximum amount (excluding share premium) of EUR 257,563,853.72.

The Board of Directors can exercise this power for a period of five years from the publication of the authorization, granted on 26 April 2024.

These capital increases shall be carried out according to the terms determined by the Board of Directors, including (i) by cash contribution, contribution in kind, or mixed contribution, (ii) by incorporation of reserves, retained earnings, issue premiums, or other elements of shareholders' equity, (iii) with or without the issuance of new shares (below or above par, or at par with existing shares of the same class, with or without issue premium) or other securities, or (iv) by issuing convertible bonds, subscription rights, or other securities.

The Board of Directors can use this power for (i) capital increases and the issuance of convertible bonds or subscription rights where the shareholders' preferential rights are limited or waived, (ii) capital increases and the issuance of convertible bonds where the shareholders' preferential rights are limited or waived in favor of one or more specified persons, other than employees, and (iii) capital increases carried out by incorporation of reserves.

Any issue premium shall be recorded in one or more separate accounts in the shareholders' equity section of the balance sheet.

[Only if the general meeting of shareholders approves the proposal of the Board of Directors to grant it specific authorization in the case of a public offering: "The Board of Directors is also expressly authorized to increase the capital even after the company receives communication from the Financial Services and Markets Authority (FSMA) stating that it has received a public takeover bid, within the limits allowed by applicable legal provisions. This authorization is valid for public takeover bids for which the company receives the aforementioned communication no later than three years after the 26 April 2024."

3. Powers

Proposed decision:

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

Formalities for participation in General Meetings:

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 General Meetings and to exercise the right to vote, with the registration of those in their name on the fourteenth day before the General Meetings (12 April 2024), 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 Meetings will be irrelevant.

Furthermore, the shareholder must inform the company of his/her wish to participate in the General Meetings (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 Meetings (20 April 2024).

Before the General Meetings, 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 Meetings.

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 (4 April 2024). 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 Meetings (11 April 2024).

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 Meetings (20 April 2024).

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 Meetings (20 April 2024)

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 (20 April 2024).

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