

**General Assembly of the Shareholders
of the company ATENOR on 26 April 2024**

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 Assemblies of ATENOR which will take place on **26 April 2024** 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 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.

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

3. Discharges

Proposed decisions

Discharge by separate vote to the Directors and the Auditor for the exercise of their mandate in the course of the 2023 financial year.

3.1 Mr Frank Donck, Director

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

3.2 Stéphan Sonnevile SA, Director, represented by Mr Stéphan Sonnevile

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

3.3 Mr Christian Delaire, Director

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

3.4 Investea SRL, Director, represented by Mrs Emmanuèle Attout

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

3.5 MG Praxis SRL, Director, represented by Mrs Michèle Grégoire

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

3.6 Trionna SRL, Director, represented by Mrs Laure le Hardÿ de Beaulieu

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

3.7 Mr John Penning, Director

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

3.8 Sogestra SRL, Director, represented by Mrs Nadine Lemaitre

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

3.9 Mr Philippe Vastapane, Director

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

3.10 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⁾.

4. Appointments

Proposed decisions

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes:

4.1 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.

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

4.2 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.

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

4.3 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.

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

4.4 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).

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

4.5 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).

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

4.6 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).

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

At the proposal of the Audit Committee,

4.7 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.

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

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

Proposed decision

Approval of the Remuneration Report.

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

6. 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⁾.

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.

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

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."

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

3. 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 _____ 2024

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 two of the three options

(if no choice is made, the proxy holder will be deemed to be instructed to vote in favour)