



Regulated information

## Atenor invites its shareholders to the Extraordinary General Meeting of 11 September 2023

*La Hulpe, 11 August 2023 – (3:00 pm – Belgian time)*

The board of directors of Atenor SA (the « **Company** ») hereby invites the shareholders to the extraordinary general meeting (the « **EGM** ») that will be held on 11 September 2023 at 11.00 am (Belgian time) at the conference centre of Dolce La Hulpe Brussels, chaussée de Bruxelles, 135, B-1310 La Hulpe.

The following documents are available on the website of the Company (<https://www.atenor.eu/en/investors/general-meetings-of-shareholders/>):

- the convening notice, including, among other things, the agenda of the EGM, indicating the items to be discussed and the proposed resolutions;
- the report of the board of directors on the specific circumstances in which the proposed authorised capital may be used and the objectives pursued, prepared in accordance with article 7:199 of the Belgian Code of Companies and Associations;
- the report of the board of directors on a capital increase in cash with statutory preferential rights for the existing shareholders, prepared in accordance with article 7:179 of the Belgian Code of Companies and Associations;
- the report of the statutory auditor on a capital increase in cash with statutory preferential rights for the existing shareholders, prepared in accordance with article 7:179 of the Belgian Code of Companies and Associations;
- the proxy form ; and
- the vote by correspondence form.

Shareholders wishing to attend the EGM are invited to be present as of 10:15 am (Belgian time) in order to complete the registration formalities. Shareholders may also choose to vote by proxy or in advance by correspondence.

Shareholders will only be allowed to participate at the EGM with the number of shares they held on Monday 28 August 2023 at midnight (Belgian time), i.e., the registration date, and for which they have notified their intention to exercise their voting right at the EGM, irrespective of the number of shares they hold on the date of the EGM. Shareholders wishing to attend the EGM, should notify their intention to participate no later than Tuesday 5 September 2023.

Shareholders may send questions in relation to the agenda items of the EGM to the Company by registered mail to the registered office or by e-mail to [info@atenor.eu](mailto:info@atenor.eu). Written questions must reach the Company no later than Tuesday 5 September 2023.

For more information, please contact Stéphan Sonnevile SA, CEO

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RPM Walloon Brabant – Company VAT No. BE 0403.209.303  
(the “Company”)

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**Invitation to the Extraordinary General Meeting of shareholders of the Company (the “EGM”) to be held at Dolce conference centre in La Hulpe Brussels, chaussée de Bruxelles, 135 at 1310 La Hulpe (Belgium), on Monday 11 September 2023 at 11 am (Belgian local time).**

If the required attendance quorum is not reached at the first EGM, a second EGM with the same agenda shall be held on Friday 6 October 2023 at 11 am (Belgian local time).

## **1. Agenda of the EGM**

**1. Acknowledgement of the Board of Directors’ report on specific circumstances in which the proposed authorised capital may be used and the objectives pursued, drafted in accordance with article 7:199 of the Belgian Companies and Associations Code**

This item does not require adoption by a decision of the meeting.

**2. Authorisation given to the Board of Directors to increase the capital within the limits of the authorised capital**

*Proposed decision:* After reading the report of the Board drafted in accordance with article 7:199 of the Belgian Companies and Associations Code (hereinafter the “CAC”), the general meeting of shareholders decides to authorise the Board of Directors to increase the subscribed capital on one or more occasions, including by issuing convertible bonds and subscription rights, within the limits set by article 7:198 et seq. of the CAC, up to a maximum amount (excluding issue premium) of 75,990,388.72 euros, and to amend article 6 of the Articles of Association accordingly.

The Board of Directors may in particular use this authority for (i) the capital increases and the issues of convertible bonds or subscription rights during which the shareholders’ preferential right is limited or cancelled (art. 7:200, 1° CAC), (ii) the capital increases and the issues of convertible bonds during which the shareholders’ preferential right is limited or cancelled in favour of one or more designated persons, other than the staff (art. 7:200, 2° CAC), and (iii) the capital increases made by incorporation of reserves (art. 7:200, 3° CAC).

The Board of Directors may use this authorisation in particular in the context of the transaction detailed in its report relating to a capital increase by contribution in cash with a statutory preferential right for the existing shareholders, drawn up in accordance with article 7:179 of the CAC (see below).

The Board of Directors may use this authorisation for a period of five years from the date of its publication in the Annexes to the Belgian Official Gazette.

For the avoidance of doubt, this new authorisation will cancel and replace the (pre)-existing authorisation.

**3. Acknowledgement of the Board of Directors’ report on a capital increase by contribution in cash with statutory preferential right for existing shareholders, drawn up in accordance with article 7:179 of the Belgian Companies and Associations Code**

This item does not require adoption by a decision of the meeting.

**4. Acknowledgement of the auditor’s report on a capital increase by contribution in cash with statutory preferential right for existing shareholders, drawn up in accordance with article 7:179 of the Belgian Companies and Associations Code**

This item does not require adoption by a decision of the meeting.

**5. Capital increase by contribution in cash with statutory preferential right for existing shareholders**

*Proposed decision:* After reading the Board’s report and the auditor’s report drawn up in accordance with article 7:179 of the CAC, the extraordinary general meeting decides to increase the capital by contribution in cash with statutory preference right for existing shareholders up to a maximum amount of 200,000,000.00 euros (issue premium included) by the creation of new shares without par value.

Confirmation of the capital increase must take place no later than 31 December 2023.

The new shares to be issued when the share capital is increased:

- i. shall be of the same nature as the existing shares,
- ii. will be in registered form or dematerialised, and
- iii. will have the same rights and benefits as the existing shares, and will participate in particular in the result of the Company for the entire current financial year.

The new shares will be underwritten by contribution in cash at the issue price, in euros, issue premium included, which shall be determined by (i) the Board of Directors or (ii) an *ad hoc* committee which shall be authorised to continue the implementation of the operation (see composition and powers below, point 6 of the agenda) (hereinafter the “**Committee**”) (each of (i) and (ii) acting individually, and with a power of sub-delegation and substitution), but which may not be less than 10.2344 euros per share (or the accounting par value of existing shares).

The new shares will be fully paid up.

A portion of the issue price of all new shares equal to the accounting par value of existing shares (at the time of the capital increase) multiplied by the number of new shares (and rounded up) shall be allocated to the “capital” account, and the balance shall be taken to one or several separate accounts available in the equity on the liabilities side of the balance sheet.

All shares (new and existing shares) shall have the same representative value in the capital (and the same accounting par value).

The Company will request the admission of new shares to trading on the Euronext Brussels regulated market.

The new shares will be offered in a public offering in Belgium. Subject to the relevant legal provisions, the new shares may also be offered via one or more public offerings/or private investments to institutional, qualified, professional or other investors in Belgium, in other jurisdictions outside Belgium, pursuant to a decision of (i) the Board of Directors or (ii) the Committee (each of (i) and (ii) acting individually, with power to sub-delegate and substitute).

Existing shareholders of the Company will have a statutory preferential right to underwrite new shares in accordance with articles 7:188 and 7:189 of the CAC.

Each existing share will give to the shareholder a statutory preferential right of subscription.

The statutory preferential right of subscription shall be in the form of a coupon, detached from each share. The statutory preferential rights may be exercised and negotiated, separately from the existing shares, including for the benefit of persons who are not shareholders yet, for a public underwriting period of at least 15 calendar days, whose start and end dates shall be set by (i) the Board of Directors or (ii) the Committee (each of (i) and (ii) acting individually, with the power to sub-delegate and to substitute).

The Company will request that the statutory preferential rights be admitted to trading on the Euronext Brussels regulated market during the public underwriting period. Subject to the relevant statutory provisions, the statutory preferential rights shall then be freely tradeable on the Euronext Brussels regulated market, separately from existing shares, including for the benefit of persons who are not shareholders yet, during the public underwriting period.

Subject to the relevant statutory provisions,

- i. the statutory preferential rights will give entitlement to underwrite new shares at the subscription ratio which shall be determined by (i) the Board of Directors or (ii) the Committee (each of (i) and (ii) acting individually, with the power to sub-delegate and to substitute). The statutory preferential rights cannot be used to underwrite new fractional shares, as appropriate. Moreover, registered preferential rights may not be combined with dematerialised preferential rights to underwrite new shares.
- ii. Company shareholders or persons having acquired statutory preferential rights who do not hold a sufficient number of statutory preferential rights to underwrite a round number of new shares at the applicable subscription ratio, may, during the public underwriting period, either acquire

additional statutory preferential rights to underwrite new shares at the applicable subscription ratio, or sell all or part of their statutory preferential rights.

Subject to the foregoing, the Company will prepare a prospectus for public offering in Belgium of new shares and the admission to trading of new shares and statutory preferential rights on the Euronext Brussels regulated market, which must be approved by the Belgian Financial Services and Markets Authority (hereinafter the “FSMA”) in accordance with the applicable law. It is accepted that relevant legal provisions in jurisdictions other than Belgium may restrict or prohibit shareholders or other holders of statutory preferential rights outside Belgium to underwrite new shares, to negotiate statutory preferential rights or to exercise statutory preferential rights. Unless otherwise decided by (i) the Board of Directors or (ii) the Committee (each of (i) and (ii) acting individually, with the power to sub-delegate and to substitute), the Company shall not be required to offer new shares or statutory preferential rights to the public in jurisdictions outside Belgium.

**The statutory preferential rights which are not exercised within the public underwriting period<sup>1</sup> shall not be converted into “scrips”, shall not be sold nor invested and will become null and void and will therefore have no value.**

If the statutory preferential rights are not exercised during the public underwriting period, the remaining shares may be underwritten, in whole or in part, by 3D NV<sup>2</sup>, Stéphan Sonnevile SA<sup>3</sup> and Luxempart SA<sup>4</sup> (and/or persons related to one or several of them) pursuant to an underwriting commitment, and, where applicable, by any other party, designated by (i) the Board of Directors or (ii) the Committee (each of (i) and (ii) acting individually, with the power to sub-delegate and to substitute), pursuant to an underwriting commitment (and/or by the credit institutions or other organising financial institutions (hereinafter the “**Joint Global Coordinators**”) (in the name and/or on behalf of these final underwriters or new shares, and/or, where applicable, in their own name and/or on their own behalf in order to distribute new shares (directly or indirectly) to these final underwriters of new shares). The terms and conditions of these subscriptions may be set out in one or several underwriting commitments obtained by the Company or agreements concluded in the name and on behalf of the Company before or after the date of the general meeting and/or before or after the date of the capital increase (hereinafter collectively, the “**Underwriting Commitments**”).

The amount of Underwriting Commitments may be increased after the date of the capital increase.

The underwriting of new remaining shares shall in any event be made at the sale issue price as that applicable during the public underwriting period, without additional compensation.

In the context and in return for these Underwriting Commitments, the Company may grant a priority right to the subscription of all or part of remaining shares. As a result, the Company may in particular give priority to shareholders who would sign an Underwriting Commitments (among which 3D NV (and/or any persons related to it) will have priority over the other shareholders who would sign an Underwriting Commitments (and/or persons related to one or several of them), and then to any party who would sign an Underwriting Commitment. The general meeting agrees that 3D NV (and/or persons related to it) will have priority over the other shareholders and investors.

**In the context of the operation, 3D NV may increase its (direct or indirect) shareholding beyond 30% of shares with voting rights without being required to launch a public takeover bid towards the other shareholders of the Company.**

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<sup>1</sup> To avoid any misunderstanding, statutory preferential rights (a) in respect of which no valid subscription form has been received in due course or (b) in respect of which the full issue price has not been paid in due course, shall equally be deemed as not having been exercised.

<sup>2</sup> A limited company established and existing under Belgian law, with registered office at Onafhankelijkheidslaan 17-18, 9000 Gand (Belgium) and registered with Banque-Carrefour des Entreprises under number 0448.341.027 (RPM Gand, Gand) (hereinafter “**3D NV**”).

<sup>3</sup> A limited company established and existing under Belgian law, with registered office at Rue du Mont-Lassy 62B, 1380 Lasne (Belgium) and registered with Banque-Carrefour des Entreprises under number 0461.220.350 (RPM Walloon Brabant) (hereinafter “**Stéphan Sonnevile SA**”).

<sup>4</sup> A limited company established and existing under Luxembourg law, with registered office at Rue Léon Laval 12, 3372 Leudelange (Luxembourg) and registered with the Trade Register under number B27846 (hereinafter “**Luxempart SA**”).

The Company and its subsidiaries reserve the right to negotiate the statutory preferential rights attached to shares they hold during the public underwriting period, on the market or off-market, to existing or future shareholders.

Joint Global Coordinators are, shall or may be appointed by the Company for the purposes of the operation and, where applicable, the underwriting, the allocation or distribution of all or part of the new shares. In the context of the operation and, where applicable, the underwriting, allocation and distribution of new shares, the Joint Global Coordinators shall be authorised to underwrite new shares in the name and/or on behalf of final underwriters of new shares, and/or in their own name and/or on their own behalf in order to distribute the new shares (directly or indirectly) to final underwriters. The terms and conditions of services and, where applicable, of the underwriting by the Joint Global Coordinators shall be set out in the agreements concluded between the Company and the Joint Global Coordinators.

If the capital increase is not fully underwritten, and if (i) the Board of Directors or (ii) the Committee (each of (i) and (ii) acting individually, with the power to sub-delegate and to substitute), so decides, the capital shall only be increased up to the subscriptions received and accepted by it (depending on the requests deemed acceptable) (without prejudice however to the statutory preferential right of existing shareholders), in accordance with article 7:181 of the CAC. Even if requests for the underwriting of new shares are received for an amount equal or higher than the maximum amount of the capital increase, (i) the Board of Directors or (ii) the Committee (each of (i) and (ii) acting individually, with the power to sub-delegate and to substitute) shall be authorised to limit the number of accepted requests and/or reduce the accepted requests, even down to an amount lower than the maximum amount of the capital increase (without prejudice however to the statutory preferential right of existing shareholders), in accordance with article 7:181 of the CAC.

Under the condition precedent of the completion of the above-mentioned capital increase, the text of article 5 of the Articles of Association shall be brought into line with the new amount of capital and shares.

#### **6. Delegations to the Board of Directors and the ad hoc committee**

*Proposed decision:* The meeting decides to establish an *ad hoc* committee composed (of permanent representatives) of Company directors, (hereinafter the “**Committee**”).

The Committee may only validly deliberate and take decisions if the majority of its members participate or is represented in the meeting. It shall take decisions by the majority of the votes expressed. Decisions may be taken by the unanimous consent of its members, expressed in writing.

(i) The Board of Directors or (ii) the Committee (each of (i) and (ii) acting individually, with the power to sub-delegate and to substitute) shall be given the flexibility and authority necessary to continue the implementation of the capital increase, by taking into account the Underwriting Commitments and, where applicable, in consultation with the Joint Global Coordinators, including (without limitation) the necessary authority to:

- i. determine and modify (a) the number of shares to be issued, the issue price of new shares and the subscription ratio of new shares with statutory preferential right, (b) the mechanism to determine the number of new shares to be issued, the issue price and the subscription ratio and (c) the settlement process;
- ii. the practical implementation of the offer and the allocation of new shares, including (without limitation) (a) the jurisdiction in which the offer of new shares will be issued, (b) the terms of the offer in these jurisdictions (public or private), (c) the manner and the extent to which the statutory preferential rights may be negotiated and exercised, and (the date and other terms) of coupon detachment representing the statutory preferential subscription right, (d) the terms and conditions to underwrite the offered shares, including the remaining shares (for which no statutory preferential right has been exercised during the public underwriting period), and (e) other procedural aspects of the operation, taking into account the terms and conditions of the Underwriting Commitment;

- iii. determine and amend, in the name and on behalf of the Company, the scope, terms and conditions of the services to be offered by the Joint Global Coordinators, as well as, where applicable, the scope, terms and conditions of subscription by the Joint Global Coordinators, and sign the agreements with the Joint Global Coordinators in the name and on behalf of the Company;
- iv. determine and confirm the scope, terms and conditions of the Underwriting Commitments and sign the Underwriting Commitments in the name and on behalf of the Company;
- v. determine and modify the start and duration of the offer and of the underwriting period(s) for the statutory preferential rights, which must be not less than 15 calendar days (and the other elements of the offer timetable), and, where applicable, determine the end of the offer, several offer or subscription periods may be used);
- vi. determine the final number of new shares;
- vii. determine the allocation of new shares;
- viii. determine the final amount of the capital increase (issued premium included);
- ix. determine the form of new shares;
- x. take any steps that may be useful or necessary with the relevant regulatory authorities, Euronext Brussels and Euroclear Belgium in the context of the offer and the allocation of new shares, the detachment of the coupon representing the statutory preferential subscription right, and of the admission to trading of statutory preferential rights and of new shares on the Euronext Brussels regulated market;
- xi. the allocation of the total issue price of the capital increase among the equity accounts on the liabilities side of the balance sheet of the Company;
- xii. carry out the capital increase, amend the Articles of Association accordingly and, where applicable, the amount of the issue premium; and
- xiii. carry out any act that may be deemed useful, appropriate or necessary in relation to the above, with regard to the decisions taken and/or for the successful completion of the operation.

The Board of Directors or (ii) the Committee (each of (i) and (ii) acting individually, with the power to sub-delegate and to substitute) shall have the option not to proceed with the offer or, if the offer was already initiated, suspend or cancel the completion of the offer if it determines that the market conditions or other circumstances do not allow the capital increase to be made under conditions deemed appropriate. Other conditions precedent to the launch and completion of the offer may in particular be set out in the agreements with the Joint Global Coordinators and the Underwriting Commitments.

In accordance with article 7:186 of the CAC, the capital increase may be confirmed, on one or several occasions, where applicable pursuant to article 7:181 of the CAC, by notarial deed at the request of the Board of Directors, of one or more directors, the Committee, of one or several members of the Committee, of Hans Vandendael, of Pierre-Antoine Gernay or any other agent specifically delegated for this purpose by (i) the Board of Directors or (ii) the Committee (each of (i) and (ii) acting individually, with the power to sub-delegate and to substitute) (each acting individually with power to sub-delegate and to substitute), upon presentation of supporting documents of the operation.

Subject to the completion of the offer and the allocation of new shares, the capital increase may be carried out in one or several tranches. The terms of obtaining and accepting subscriptions of new shares shall be determined by (i) the Board of Directors or (ii) the Committee (each of (i) and (ii) acting individually, with the power to sub-delegate and to substitute), subject to the relevant legal provisions. Other provisions and conditions preliminary to the completion of the offer and the capital increase may be set out in the agreements with the Joint Global Coordinators and the Underwriting Commitments.

The agents (and sub-delegates and substitutes) referred to in this item of the agenda and/or other items of the agenda may be act for the Company and take action in case of (current or future) conflict of interest).

**7. Authorisations to the Board of Directors to acquire, use as security or sell own shares, profit shares or related certificates**

Proposed decision: The extraordinary general meeting decides to authorise the Board of Directors to acquire, use as security or sell own shares, profit shares or related certificates as detailed in the following section, which will replace the existing text of Article 7 of the Articles of Association:

*“Article 7 – Acquisition, use as security or sale of own shares, profit shares or related certificates*

*A. Acquisition, use as security or sale of own shares, profit shares or related certificates*

*1. The company may, both directly and through a person acting in his/her name but on behalf of the company, acquire and use as security own shares, profit shares or related certificates as well as underwrite certificates after the issue of shares or profit shares.*

*2. The Board of Directors is authorised to acquire and use as security own shares and related certificates without the total number of own shares and related certificates (by counting each certificate proportionally to the number of shares to which it relates) held or used as security by the company pursuant to this authorisations being able to exceed 20% of the total number of shares, for a consideration per share of minimum one euro cent and maximum 10% of the arithmetic average of the closing rate of the company share during the last ten days of stock exchange listing preceding either the acquisition or the use as security, or the decision of the Board of Directors to acquire or use as security, or the announcement of the intention to acquire or use as security. This authorisation is granted for a period of five years from the publication of the authorisation, granted on [date of the extraordinary general meeting approving the authorisation].*

*The Board of Directors is authorised to acquire and use as security own shares, profit shares or related certificates when such acquisition or use as security is necessary to avoid a serious and imminent harm to the company. This authorisation is granted for a period of three years from the publication of the authorisation, granted on [date of the extraordinary general meeting approving the authorisation].*

*3. The authorisations referred to in paragraph A.2 shall be without prejudice to the options for the Board of Directors, in accordance with the applicable legal provisions, to acquire or use as security own shares, profit shares and related certificates or to underwrite certificates after the issue of shares or profit shares if no authorisation by the Articles of Association or by the general meeting is required for this purpose.*

*4. The authorisations referred to in paragraph A.2 and the provisions of paragraph A.3 apply to the Board of Directors of the company, to direct subsidiaries and, where applicable, to indirect subsidiaries of the company and, where applicable, to any third party acting in its own name but on behalf of these companies.*

*5. The rights to dividends attached to shares, profit shares or certificates held by the company or a person acting in his/her on name but on behalf of the company, or in respect of whom the company or a person acting in his/her own name but on behalf of the company holds certificates issued with his/her collaboration, shall lapse. Unless otherwise decided by the general meeting, the time of the determination of the right to dividends and therefore of the lapse of the rights to dividends attached to these own shares is set for 11.59 pm, Belgian local time, of the date preceding the so called date ex-date (as specified in the Euronext Vade-Mecum 2023, as may be amended from time to time).*

*6. If an unavailable reserve must be established, the Board of Directors shall be authorised, as required, to deduct this sum from any available equity (including the available reserves and issue premiums).*

*B. Sale of own shares, of profit shares or related certificates*

*1. The company may, either directly or by person acting in his/her own name but on behalf of the company, sell own shares, profit shares or related certificates.*

*2. The Board of Directors is authorised to sell own shares, profit shares or related certificates to one or more specific persons, whether they are part of the Company staff or not.*

*The Board of Directors is authorised to sell own shares, profit shares or related certificates in order to avoid a serious and imminent harm to the company. This authorisation is granted for a period of three years from the publication of the authorisation, granted on [date of the extraordinary general meeting approving the authorisation].*

*3. The authorisations referred to in paragraph B.2 shall be without prejudice to the options of the Board of Directors, in accordance with the applicable legal provisions, to sell own shares, profit shares and related certificates if no authorisation by the Articles of Association or by the general meeting is required for this purpose.*

4. The authorisations referred to in paragraph B.2 and the provisions of paragraph B.3 apply to the Board of Directors of the company, to direct subsidiaries and, where applicable, to indirect subsidiaries of the company and, where applicable, to any third party acting in its own name but on behalf of these companies.”

**8. Approval of change of control clauses in the context of the credit facilities of 10 million euros with BNP Paribas Fortis SA, 18.9 million euros with KBC Bank SA and the bond issue in two tranches (instalments in 2023 and 2025) under the offer and acceptance prospectus approved by the FSMA on 24 April 2019**

*Proposed decision:* Article 20, §2, d) of the General Conditions of Credit Facilities for companies (version registered in Brussels, sixth registration office, on 4 March 2014) applicable to the credit facility for an amount of 10 million euros with BNP Paribas Fortis NV, article 7.3.6 of the General Conditions of Credits (version of 27 June 2022) applicable to the credit facility for an amount of 18.9 million euros with KBC Bank NV and article 6(b) “Repayment at the option of Bondholders in case of Change of Control” of the offer and acceptance prospectus approved by the FSMA on 24 April 2019 applicable to the bond issue in two tranches (instalments in 2023 and 2025), contain change of control clauses.

In accordance with article 7:151 of the CAC, the meeting decides to approve these change of control clauses inserted in the aforementioned documents, and more generally, any change of control clause contained in the aforementioned documents granting third parties rights substantially affecting the assets of the Company or giving rise to a debt or a substantial commitment on its part, when the exercise of such rights depends on the launch of a public takeover bid on the Company shares or a change of its control, and authorises the member of the Board of Directors, Hans Vandendael and Pierre-Antoine Gernay or any other specifically delegated agent, each acting individually, with the power to sub-delegate and substitute, to carry out the filing and publication formalities provided for in the Belgian Companies and Associations Code.

**2. Formalities to participate and to vote in the EGM**

***i. Formal requirements for admission***

Only the shareholders who have complied with the following conditions shall have the right to participate and vote in the EGM:

1. Accounting registration of shares

In accordance with article 7:134, §2 of the Belgian Companies and Associations Code (the “CAC”), the holders of registered or dematerialised shares must proceed, in order to be able to attend the EGM and vote, with the **accounting registration** of these shares in their name on the fourteenth day preceding the EGM (**Monday 28 August 2023**), at eleven o’clock in the evening (Belgian local time) (the “**Registration Date**”), either, for registered shares, by their inclusion in the register of registered shares of the Company, or, for dematerialised shares, by their placement in the accounts of an approved account keeper or central securities depository, regardless of the number of shares held by the shareholder on the EGM date.

**Only the persons who are shareholders on the Registration Date shall have the right to participate and vote at the EGM.**

2. Communication of the intention to participate

Moreover, the shareholder shall communicate to the Company its intention to participate in the EGM (by letter sent to the registered office of the Company or by email sent to info@atenor.eu) no later than the sixth day preceding the EGM date (**Tuesday 5 September 2023**). Where applicable, the communication may be sent by duly completed proxy, dated and signed, in accordance with the formalities described below.

3. Certificate

Before the EGM, the shareholder shall send to the Company a copy of the certificate delivered to the shareholder by the approved account keeper or by the central securities depository certifying the number of dematerialised shares registered in the shareholder’s name in his accounts on the Registration Date, for which the shareholder said they wished to participate at the EGM.



**ii. Inclusion of topics on 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 the EGM 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 keeper or central securities depository 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 (point i. above), of the fraction of the capital referred to above.

Requests shall be made in writing and shall be accompanied, as the case may be, by the texts of the topics to be addressed and the related proposed decisions, or the text of proposed decisions to be included on the agenda, as well as proof, referred to above, of the ownership of the capital fraction that the shareholders hold. They will indicate the postal or email address to which the company must send the acknowledgment of receipt of these requests, within a period of 48 hours from said receipt.

They must reach the Company no later than the twenty-second day before the date of the EGM (**Sunday 20 August 2023**). Such requests may be sent to the Company by letter to the address of the Company or electronically at [info@atenor.eu](mailto: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 (<https://www.atenor.eu/fr/investisseurs/assemblees-generales/>) 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 EGM (**Sunday 27 August 2023**).

Simultaneously, the Company will make available to its shareholders, on its website, (<https://www.atenor.eu/fr/investisseurs/assemblees-generales/>), the forms adapted to the complete agenda 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 that have been formulated.

The voting proxies notified to the Company prior to the publication of a completed agenda remain valid for the subjects on the original agenda.

For topics to be addressed included on the agenda that are the subject of new proposals submitted for decision, the proxyholder may, during the meeting, deviate from any instructions given by the principal if the execution of these instructions may compromise the interests of their principal. They must inform their principal of this. The proxy must indicate whether the proxyholder is authorised to vote on the new topics added to the agenda or whether they must abstain.

The forms of vote by correspondence that reach the company before publication 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.

**iii. Questions**

In accordance with article 7:139 of the Companies and Associations Code, shareholders may, as from the publication of the notice of meeting, submit written questions that will be answered, as the case may be, by the Directors or the Auditor during the EGM provided that such shareholders have complied with the requirements for admission stated (see above, point i.).

These questions may be sent to the Company by letter sent to the address of the Company or electronically at info@atenor.eu. Written questions must reach the Company no later than the sixth day before the date of the EGM (**Tuesday 5 September 2023**).

Moreover, shareholders participating in the EGM will have the option to ask questions orally during the EGM.

**iv. Proxies or vote by correspondence**

In accordance with Articles 7:142, 7:143, 7:144 of the Belgian Companies and Associations Code, all shareholders entitled to vote can vote by proxy or by correspondence. To this end, a proxy form and a voting form by correspondence are made available to shareholders on the website (<https://www.atenor.eu/fr/investisseurs/assemblees-generales/>).

For the calculation of quorum and majority rules, only proxies and votes by correspondence provided by shareholders that comply with the admission requirements in the section "Requirements for admission" (see above, point i.) shall be accepted.

**a) Proxies**

The appointment of a proxyholder by a shareholder shall be made in writing and must be signed by the shareholder. It shall be sent to the Company by letter to the address of the registered office of Company or electronically at info@atenor.eu.

The proxy duly completed, dated and signed must reach the Company no later than the sixth day preceding the EGM date (**Tuesday 5 September 2023**).

Regarding proxies in case of the addition of subjects to the agenda in accordance with 7:130 of the Belgian Companies and Associations Code, reference is made to the section "Inclusion of topics in the agenda" (see above, point ii.).

**b) Vote by correspondence**

Voting by correspondence takes place in writing and must be signed by the shareholder. The form duly completed, dated and signed, shall be sent by letter to the registered office of the Company or by email to info@atenor.eu.

The shareholder having voted by correspondence cannot choose another method of participation in the EGM for the number of votes expressed by correspondence.

The vote by correspondence must reach the Company no later than the sixth day before the date of the EGM (**Tuesday 5 September 2023**).

Regarding the votes by correspondence in case of the addition of subjects to the agenda in accordance with 7:130 of the Belgian Companies and Associations Code, reference is made to the section "Inclusion of topics in the agenda" (see above, point ii.)

**v. Information and documents**

The documents submitted to the EGM, and the agenda of the EGM (amended, as the case may be), the voting forms by proxy and by correspondence, as well as any information that must be provided to shareholders under the law, are available on the Company website (<https://www.atenor.eu/fr/investisseurs/assemblees-generales/>). Shareholders may also receive, free of charge, a copy of these documents at the registered office of the Company, during the normal working hours and days by requesting them in an email sent to info@atenor.eu.

The Board of Directors