

PROXY
Ordinary General Meeting and Extraordinary General Meeting of the shareholders of
24 April 2026

The undersigned (the « Shareholder »)

Family name – First name: _____

Residence: _____

Company name and legal form: _____

Registered office: _____

Enterprise number: _____

Owner of: _____ registered shares and/or _____ dematerialised shares of Atenor SA (the « Company »)

Hereby grants a special proxy to (the “Proxyholder”)

Family name – First name: _____

Residence : _____

Company name and legal form: _____

Registered office: _____

Enterprise number: _____

For the purpose of representing him/her/it at the Ordinary General Meeting and the Extraordinary General Meeting of Atenor SA, to be held on 24 April 2026, and of voting on the items on the agenda in accordance with the voting instructions set out below.

AGENDA OF THE ORDINARY GENERAL MEETING

1. Presentation of the annual accounts and the consolidated accounts, the Board of Directors’ management report and the reports of the Statutory Auditor for the financial year ended 31 December 2025

This item is for presentation purposes only and does not require a vote

2. Approval of the annual accounts and approval of the allocation of results

Proposed resolution:

a) Approval of the annual accounts for the financial year ended 31 December 2025.

The Proxyholder is instructed to: ☐ vote in favour ☐ vote against ☐ abstain

b) Approval of the allocation of results .

The Proxyholder is instructed to: ☐ vote in favour ☐ vote against ☐ abstain

It is specified that the remuneration of the Directors does not form part of the allocation of the results for the financial year and has been accounted for appropriately in the Company’s accounts as at 31 December 2025. The General Meeting is invited to take note thereof.

3. Discharge of the Directors and of the Statutory Auditor

Proposed resolution:

a) Granting discharge to the Directors from any liability arising from the performance of their mandates during the financial year 2025.

The Proxyholder is instructed to: ☐ vote in favour ☐ vote against ☐ abstain

- b) Granting discharge to the Statutory Auditor from any liability arising from the performance of its mandate during the financial year 2025.

The Proxyholder is instructed to: ☐ vote in favour ☐ vote against ☐ abstain

4. Appointments / Renewals of mandates and election of domicile

The mandates of Mr John Penning and of Trionna SRL, represented by Ms Laure le Hardÿ de Beaulieu, will expire at the close of the Ordinary General Meeting of 24 April 2026.

Mr John Penning has informed the Board of Directors that he does not seek the renewal of his mandate expiring at the close of the General Meeting. The General Meeting is invited to take note of this information and to thank Mr John Penning for the performance of his mandate.

Proposed resolution:

Upon recommendation of the Nomination and Remuneration Committee and upon proposal of the Board of Directors, the General Meeting is invited to decide:

- a) to renew the mandate of Trionna SRL, represented by Ms Laure le Hardÿ de Beaulieu, as an independent nonexecutive Director, for a term of three years ending at the close of the Ordinary General Meeting to be held to approve the accounts for the financial year 2028. This mandate may be remunerated in accordance with the Company's remuneration policy;

The Proxyholder is instructed to: ☐ vote in favour ☐ vote against ☐ abstain

- b) to appoint Mr Lionel de Hemptinne as a nonexecutive Director, for a term of three years ending at the close of the Ordinary General Meeting to be held to approve the accounts for the financial year 2028. This mandate may be remunerated in accordance with the Company's remuneration policy;

The Proxyholder is instructed to: ☐ vote in favour ☐ vote against ☐ abstain

- c) to set the election of domicile of the Directors and of the Statutory Auditor at the Company's registered office for all matters relating to the performance of their mandates, in accordance with Article 2:54 of the Belgian Code of Companies and Associations, without prejudice to their right to elect a separate domicile in accordance with the applicable legal provisions.

The Proxyholder is instructed to: ☐ vote in favour ☐ vote against ☐ abstain

5. Remuneration report for the financial year 2025

Proposed resolution (advisory vote – Article 7:149 of the Belgian Code of Companies and Associations):

The General Meeting is invited to approve, by way of an advisory vote, the remuneration report relating to the financial year 2025, which forms a specific part of the corporate governance statement included in the annual report.

The Proxyholder is instructed to: ☐ vote in favour ☐ vote against ☐ abstain

6. Powers

Proposed resolution:

To grant all powers to the Board of Directors, with power of subdelegation and substitution, for the implementation of the resolutions adopted by the Ordinary General Meeting and for the completion of all related formalities.

The Proxyholder is instructed to: ☐ vote in favour ☐ vote against ☐ abstain

AGENDA OF THE EXTRAORDINARY GENERAL MEETING

1. Renewal of the authorisations granted to the Board of Directors regarding the acquisition, pledging and disposal of treasury shares, profitsharing certificates or related certificates in the event of serious and imminent harm

Proposed resolution:

- a) Renewal of the authorisations granted to the Board of Directors to acquire, pledge or dispose of treasury shares, profitsharing certificates or related certificates in the event of serious and imminent harm to the Company;

The Proxyholder is instructed to: ☐ vote in favour ☐ vote against ☐ abstain

- b) Amendment of the last paragraph of Article 7.A.2 of the Articles of Association to be replaced by the following wording:

“The Board of Directors is authorised to acquire and pledge treasury shares, profitsharing certificates or related certificates where such acquisition or pledging is necessary to prevent serious and imminent harm to the Company. This authorisation is granted for a period of three years as from the publication of the authorisation granted on 24 April 2026.”

The Proxyholder is instructed to: ☐ vote in favour ☐ vote against ☐ abstain

- c) Amendment of Article 7.B.2 of the Articles of Association to be replaced by the following wording:

“The Board of Directors is authorised to dispose of treasury shares, profitsharing certificates or related certificates to one or more identified persons, whether or not they are members of staff. The Board of Directors is authorised to dispose of treasury shares, profitsharing certificates or related certificates in order to prevent serious and imminent harm to the Company. This authorisation is granted for a period of three years as from the publication of the authorisation granted on 24 April 2026.”

The Proxyholder is instructed to: ☐ vote in favour ☐ vote against ☐ abstain

It is specified that the amendments referred to under this item 1 exclusively concern the renewal of the authorisation applicable in the event of serious and imminent harm and do not affect or amend the other existing authorisations granted to the Board of Directors in respect of treasury shares, which remain fully unchanged. The General Meeting is invited to take note thereof.

2. Powers

Proposed resolution:

To grant all powers to the Board of Directors, with power of subdelegation and substitution, for the implementation of the resolutions adopted by the Extraordinary General Meeting and for the completion of all related formalities, as well as all powers to Notary Vigneron to ensure the coordination of the Company's Articles of Association.

The Proxyholder is instructed to: ☐ vote in favour ☐ vote against ☐ abstain

INCLUSION OF TOPICS IN THE AGENDA:

For any item validly added to the agenda in accordance with Article 7:130 of the Belgian Code of Companies and Associations.

☐ the Proxyholder is authorised to vote ☐ the Proxyholder must abstain

In the absence of explicit voting instructions from the Shareholder, the Proxyholder shall abstain.

REFERENCE TO PARTICIPATION FORMALITIES:

This proxy is granted with reference to the official notice convening the Ordinary General Meeting and the Extraordinary General Meeting of 24 April 2026, which sets out the participation formalities and the shareholders' rights, and which is available free of charge on the Company's website www.atenor.eu.

For the items included on the agenda as set out in the initial convening notice of the General Meetings, the Proxyholder shall vote in accordance with the voting instructions given by the Shareholder. In the absence of explicit voting instructions from the Shareholder for any of these items, the Proxyholder is expressly instructed to vote in favour of the corresponding proposal.

Signed in _____ on _____ 2026

Please precede the signature with the indication “Bon pour pouvoir” (“authorised”).