

**General Assemblies of the Shareholders
of the company ATENOR on 25 April 2025**

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 **25 April 2025** with the following agendas:

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 2024

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 2024, 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 2024) amounting to €475,000, 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 2024 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 Moroxco BV, Director, represented by Mr. Cédric Van Quickenborne

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 Mrs Bernadette de Bethune, Director

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

3.9 Realize BV, Director, represented by Mr Olivier Lambrecht

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

3.10 SRL BDO Réviseurs d'Entreprises, Auditor, represented by Mr Christophe Pelzer

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

4. Appointment

Proposed decision

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes the renewal of the mandate of Stéphan Sonnevile SA (represented by Mr Stéphan Sonnevile) as Director. This mandate of three years could be remunerated and will expire at the end of the Ordinary General Assembly on 28 April 2028.

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

5. Ratification of the mission of the company auditor, BDO in charge of the limited review of the sustainability report covering the fiscal years 2024 to 2026.

Proposed decision

Ratification of the mission of the auditor of the SRL BDO Réviseurs d'Entreprises whose registered office is located in 1930 Zaventem, Avenue da Vinci 9/E.6, registered with the Crossroads Bank for Enterprises under number 0431.088.289, which appoints Mr. Christophe Pelzer, auditor as permanent representative, with the following annual fees excluding VAT (excluding costs and expenses): between € 53,000 and € 65,000 for the fiscal year 2025 and between € 48,000 and € 56,000 for the fiscal year 2026, subject to substantial future legislative changes. This three-year mission, which started in 2024, will expire at the end of the Ordinary General Assembly of 23 April 2027.

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

6. Presentation of the modifications to the Corporate Governance Charter

7. Presentation and approval of the Remuneration Report for the financial year 2024

Proposed decision

Approval of the Remuneration Report

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

8. Presentation and approval of the Remuneration Policy

Proposed decision

Approval of the Remuneration Policy proposed by the Board of Directors on the recommendation of the Nomination and Remuneration Committee.

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

9. 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) Acknowledgement of the Board of Directors' report on 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.

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

b) 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 of Directors prepared in accordance with article 7:199 of the Belgian Code of Companies and Companies and Associations Code (hereafter the **BCCA**), 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 302,863,855.46 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 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.

In the event of a capital increase including a payment or booking of an issue premium, only the amount allocated 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 302,863,855.46.

The Board of Directors can exercise this power for a period of five years from the publication of the authorization, granted on 25 April 2025.

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 cancelled, (ii) capital increases and the issuance of convertible bonds where the shareholders' preferential rights are limited or cancelled in favor of one or more specified persons, other than staff, 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.”

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 _____ 2025

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)