

Invitation to the Ordinary General Meeting and the Extraordinary General Meeting of Atenor shareholders on Friday 24 April 2026

Shareholders are invited to attend the Ordinary General Meeting and the Extraordinary General Meeting (the “**General Meetings**”) of Atenor SA (the “**Company**”), which will be held on **Friday, 24 April 2026 at 9:30 a.m.** at the Dolce La Hulpe Brussels Conference Centre, chaussée de Bruxelles 135, B-1310 La Hulpe, in order to deliberate on the agendas set out below and in accordance with the following schedule:

9:00	Welcome of shareholders
9:15	Signing of the attendance list by the shareholders
9:30	Verification of the required quorum
9:45	Presentations by the Chairman of the Board and the Chief Executive
10:45	Voting of the Ordinary General Meeting
11:00	Reading by the notary of the deed relating to the Extraordinary General Meeting
11:30	Voting of the Extraordinary General Meeting

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
- b) Approval of the allocation of results

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

- 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 non-executive 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;
- b) to appoint Mr Lionel de Hemptinne as a non-executive 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;

- 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.

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

6. Powers

Proposed resolution:

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

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, profit-sharing 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, profit-sharing certificates or related certificates in the event of serious and imminent harm to the Company;
- 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, profit-sharing 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.”
- 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, profit-sharing 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, profit-sharing 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.”

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 sub-delegation 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.

QUORUM AND MAJORITIES – EXTRAORDINARY GENERAL MEETING:

The resolutions of the Extraordinary General Meeting are subject to the quorum and majority requirements provided for by the Belgian Code of Companies and Associations.

In accordance with Article 7:153 of the Belgian Code of Companies and Associations, the Extraordinary General Meeting may validly deliberate only if at least 50% of the share capital is represented.

Resolutions are adopted by a majority of 75% of the votes validly cast, after verification of the quorum, unless stricter legal provisions apply.

Formalities for participation in General Meetings:

Formal requirements for admission

In accordance with Article 7:134 §2 of the Belgian Code of Companies and Associations, owners of registered or dematerialised shares must proceed, in order to attend the 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 (10 April 2026), 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 (18 April 2026).

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 Belgian Code of Companies and Associations, one or more shareholders representing at least 3% of the share capital may, pursuant to the provisions set out in the Belgian Code of Companies and Associations, 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 (2 April 2026). 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 (9 April 2026).

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 proxyholder 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 proxyholder 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 Belgian Code of Companies and Associations, 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 (18 April 2026).

Proxies or vote by correspondence

In accordance with Articles 7:142, 7:143, 7:144 of the Belgian Code of Companies and Associations, 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 proxyholder may represent is not limited. Where a proxyholder 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 (18 April 2026).

Only proxies submitted by shareholders who meet the admission formalities listed above qualify for calculating the quorum and majority rules.

The proxyholder 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 proxyholder 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 proxyholder 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 proxyholder:

- 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 Belgian Code of Companies and Associations, reference is made to the section "Inclusion of topics in the agenda" above.

In accordance with Article 7:146 of the Belgian Code of Companies and Associations and Article 25 of the articles of association, the shareholders may take part in voting by correspondence. To this end, 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 (18 April 2026).

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 Belgian Code of Companies and Associations, 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