

**Special Report of the Board of Directors<sup>1</sup>**  
**concerning the contributions in kind within the framework of an optional dividend**  
**(article 602 of the Companies Code)**  
**Increase of capital by authorised capital**

## **1. Introduction**

The Board of Directors of Atenor Group s.a. of 24 April 2015 has drawn up for the attention of its shareholders the present Special Report relating the proposal to carry out an increase of capital of the Company, within the scope of authorised capital, by the contribution in kind of all or part of the entitlements to a net dividend to the Company's capital, in exchange for new shares.

This Special Report, drawn up in application of Article 602 §1 of the Companies Code, explains the advantage that these contributions of entitlements offer the company.

The present Special Report must be read jointly with the report that the Auditor of the Company drew up (in compliance with Article 602§1 of the Companies Code) describing the contributions and the appropriate evaluation methods, as well as the remuneration actually allocated for these contributions.

## **2. Description of the operation**

The Board of Directors of 4 March 2015 decided to propose to the General Assembly of 24 April 2015 to distribute for the 2014 fiscal year which closed on 31 December 2014, a gross dividend of € 2.00 corresponding to a net dividend of € 1.50 (based on a 25% withholding tax).

The security giving the right to the dividend is coupon no. 9.

For the payment of the dividend relating to the 2014 fiscal year, the Board of Directors gives the shareholders the possibility of choosing between:

- contribution of its net dividend entitlement to the capital of ATENOR GROUP in exchange for new shares
- payment of the interim dividend in cash; or
- a combination of both aforementioned options

The shareholders wanting to opt for the contribution (partial or total) of their entitlements to the dividend to the capital of ATENOR GROUP in exchange for new shares, can subscribe to the increase of capital during a certain period, called the "option period", from 30 April 2015 to 18 May 2015 inclusive.

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<sup>1</sup> This document is a translation of the French version, the latter being the only official document in case of contradictions.



The entitlement to the dividend, connected to 25 existing shares of the same form, will give the right to a new share, at an issue price per share that is described more precisely below in the Information Note.

Shareholders who do not hold the required number of No. 9 coupons connected to shares of the same form (that is, registered shares, dematerialised) to subscribe to at least one share will be paid the interim dividend in cash.

It will not be possible to purchase additional no. 9 coupons because this coupon will no longer be listed on the stock exchange and the ATENOR GROUP share will be listed as "ex-dividend" (ex-date) as at 27 April 2015.

Shareholders who do not hold a sufficient number of no. 9 coupons to subscribe to a whole number of new shares may not complement the contribution of their right to dividend with a contribution in cash. For the balance of their no. 9 coupons, the shareholders will receive the dividend in cash.

If shareholder have shares in different forms (for example registered shares, dematerialised shares), the entitlements to dividends connected to these different forms of shares may not be combined in order to acquire a new share.

The date of the dividend release for payment (whether in cash, in new shares, or in a combination of the two possibilities) is set at 26 May 2015.

### **3. Increase of capital – Authorised Capital**

The Board of Directors will carry out an increase of capital of the Company, within the scope of authorised capital, as authorised by Article 7 of the Articles of Association of the Company.

The authorisation to increase the capital, one or more times, to the limit of a maximum of € 38,879,547.69 was granted by a decision of the Extraordinary General Assembly of the Shareholders of 27 April 2012, for a duration of five (5) years dating from the publication of the annexe to the *Moniteur belge* of the amendment of the Articles of Association.

If all the holders of ATENOR GROUP SA shares were to contribute their net dividend rights to the capital of the company, the number of shares would go from 5,457,264 to 5,675,372 that is, an increase of 218,108 shares.

The capital increase will be the object of a notarial deed on this date. On 21 May 2015, two Directors or the CEO and the Financial Director or an Executive Officer will confirm by notarial deed the capital increase depending on the number of shares actually subscribed.

## **4. Valuation and remuneration of contributions in kind**

### **4.1. Identification and valuation of contributions in kind**

The contributions in kind in question constitute the contributions of entitlements to shareholder dividends connected with the No. 9 coupon of the ATENOR GROUP share (code ISIN BE 0003837540).

In conformity with the valuation methods commonly accepted, the net dividend entitlements with regard to the company, which will be accepted in the capital of the Company, will be valued at their net par value of € 1.5 (based on 25% withholding).

For shareholders demonstrating the benefit of an exemption from withholding tax, the difference between the gross dividend and the net dividend is not part of the valuation of the contribution and will be the object of a payment in cash.

### **4.2. Remuneration of the contributions and exchange ratio**

The issue price per new share is € 37,50.

It was set based on the average closing market share price during the reference period (from 6 March to 20 April 2015 inclusive) on Euronext Brussels market, that is € 46.89.

This average price was calculated with a discount on the issue price to the multiple of the net dividend of € 1.5, i.e. 25 shares.

This multiple constitutes the exchange ratio (number of coupons necessary to subscribe a new share). The application of this multiple leads to the determination of the issue price, which provides a discount on the average price (cum coupon) of 20.03% (or a discount in relation to the average price ex coupon of 16.47%).

In exchange for the contribution of a dividend entitlement of an amount of amount of € 37.50 (represented by 25 No. 9 coupons), the shareholder will be allocated a new ATENOR GROUP share, No. 10 coupon attached.

Those shareholders who do not wish to make a (partial or full) contribution of the net nominal value of their rights to dividend in exchange for new shares will incur, with regards to their current situation, a dilution of their financial rights (including the right to a dividend and the right to participate in the liquidation surplus, if any) and of their preferential and voting rights.

These new shares will give the right to a share of the profits of the 2015 fiscal year.

#### **4.3. Auditor's Report**

The present Special Report, which must be read jointly with the Report that the Company Auditor has drawn up in compliance with Article 602 of the Companies Code and which is annexed to the present Report.

The Board of Directors has not deviated from the Report of the Auditor of the Company.

#### **5. Advantage of contributions and capital increase for the Company**

The contribution in kind of dividend entitlements to the capital of ATENOR GROUP in the framework of the optional dividend and the resulting capital increase will make it possible to increase the Company's equity in a flexible way and at limited cost for the Company.

Moreover, this capital increase will result in a reduction of the Company's debt level.

This type of dividend distribution will also reinforce shareholders' loyalty by giving them the opportunity to acquire new ATENOR GROUP shares at an issue price under the average of the last 30 stock market quotations during the reference period (from 6 March to 20 April 2015 inclusive).

#### **6. More detailed description of the procedures of the capital increase**

The detailed schedule of the transaction, as well as the formalities to be accomplished by the shareholders to contribute to the capital increase will be described in detail in the Information Note and will be available on the Company's Internet site as from 24 April 2015.

#### **7. Suspension / Cancellation**

The Board of Directors reserves the right to suspend or cancel any capital increase if, during the period from 24 April to 18 May 2015 inclusive, the share price on Euronext Brussels rises or falls significantly or in case of the occurrence, during the same period, of one or more events of economic, political, military, monetary or social nature, likely to negatively and significantly affect the capital market.

Such suspension or cancellation decision would immediately be the object of a press release.

Concluded in La Hulpe, 24 April 2015

For the Board of Directors