

FINANCIAL ANNUAL  
REPORT **2019**

ART

ECO-  
RESPONSIBLE

**FOR  
CITIES**

ACT

IMAGINE

CREATE



BRUSSELS - LUXEMBOURG - PARIS - LISBON - DÜSSELDORF - WARSAW - BUDAPEST - BUCHAREST

SUMMARY

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ATENOR has chosen French as its official language. Consequently, only the French text is authentic. The versions in Dutch and English are translations of the French version.  
Dit jaarverslag is ook verkrijgbaar in het Nederlands.  
Ce rapport est également disponible en français.

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# KEY CONSOLIDATED FIGURES

On 31.12.2019

## KEY FIGURES ATENOR (IN MILLIONS OF €)

| IFRS                             | 2015   | 2016   | 2017   | 2018   | 2019          |
|----------------------------------|--------|--------|--------|--------|---------------|
| Net results (group share)        | 19.96  | 20.37  | 22.18  | 35.18  | <b>37.78</b>  |
| Current cash Flow <sup>(1)</sup> | 23.03  | 19.72  | 25.51  | 32.99  | <b>38.49</b>  |
| Capital and reserves             | 126.80 | 139.39 | 149.64 | 170.30 | <b>187.05</b> |
| Market capitalization            | 264.66 | 256.27 | 264.63 | 287.18 | <b>406.56</b> |

<sup>(1)</sup> Net profits + depreciation, provisions and reductions in value.  
The 2019 consolidated financial statements were drawn up in accordance with the IFRS standards as adopted in the European Union.

## FIGURES PER SHARE (IN €)

|                                        | 2015      | 2016      | 2017      | 2018      | 2019             |
|----------------------------------------|-----------|-----------|-----------|-----------|------------------|
| Capital and reserves                   | 22.52     | 24.75     | 26.57     | 30.24     | <b>33.22</b>     |
| Current cash flow                      | 4.09      | 3.50      | 4.53      | 5.86      | <b>6.84</b>      |
| Net consolidated results (group share) | 3.59*     | 3.73      | 4.07      | 6.25      | <b>6.71</b>      |
| Dividend                               |           |           |           |           |                  |
| Gross dividend                         | 2.00      | 2.04      | 2.08      | 2.20      | <b>2.31</b>      |
| Net ordinary dividend                  | 1.46      | 1.428     | 1.456     | 1.54      | <b>1.617</b>     |
| Number of shares                       | 5,631,076 | 5,631,076 | 5,631,076 | 5,631,076 | <b>5,631,076</b> |

\* Weighted average based on the capital increases (optional dividend)

## STOCK MARKET RATIOS

|                                  | 2015   | 2016  | 2017  | 2018   | 2019          |
|----------------------------------|--------|-------|-------|--------|---------------|
| List price/book value            | 2.09   | 1.84  | 1.77  | 1.69   | <b>2.17</b>   |
| List price on 31 December (€)    | 47.00  | 45.51 | 47.00 | 51.00  | <b>72.20</b>  |
| Gross return for 1 year          | 22.50% | 1.09% | 7.76% | 12.94% | <b>45.88%</b> |
| Gross return                     | 4.26%  | 4.48% | 4.34% | 4.31%  | <b>3.20%</b>  |
| Net ordinary dividend/list price | 3.11%  | 3.14% | 3.10% | 3.02%  | <b>2.24%</b>  |

## GLOSSARY :

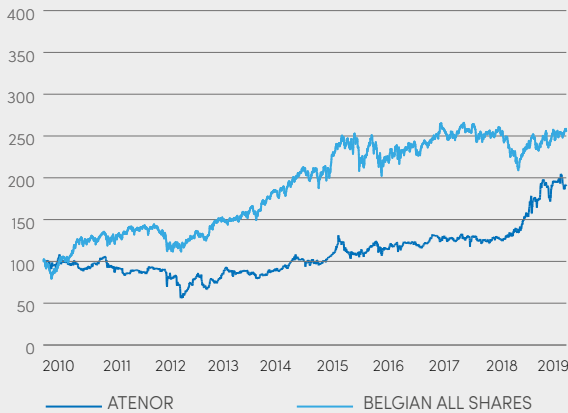
**Gross return for 1 year :** (last closing price + adjusted dividends paid during the last 12 months - last list price of the previous period) / last list price of the previous period.

**Return :** dividend for the last full financial year / last list price.

**Capitalisation :** number of shares x last list price of the financial year concerned.

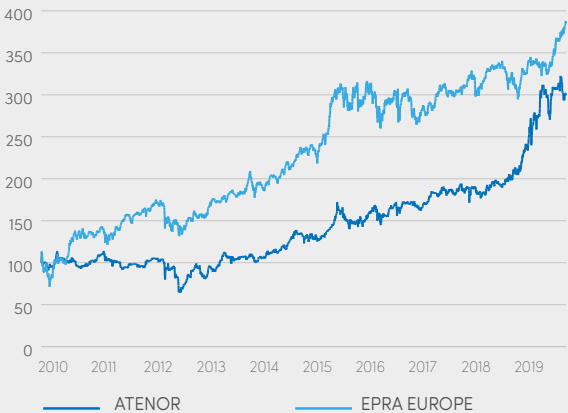
## EVOLUTION OF ATENOR SHARE COMPARED WITH THE BELGIAN ALL SHARES

(taking into account the reinvestment of dividends)

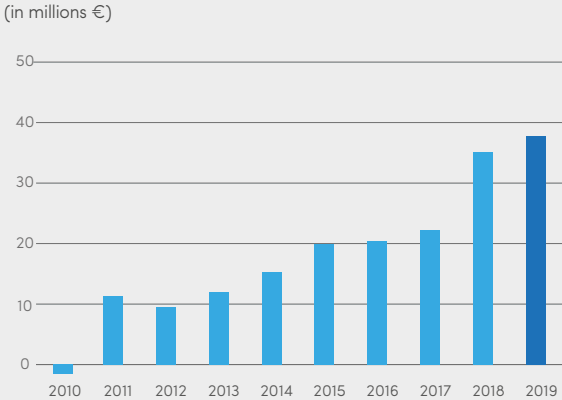


## EVOLUTION OF ATENOR SHARE COMPARED WITH THE EPRA EUROPE

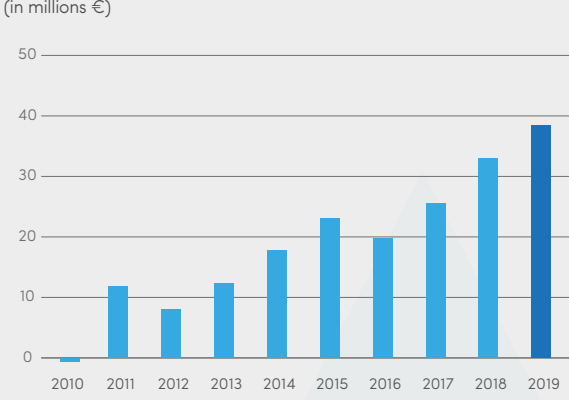
(taking into account the reinvestment of dividends)



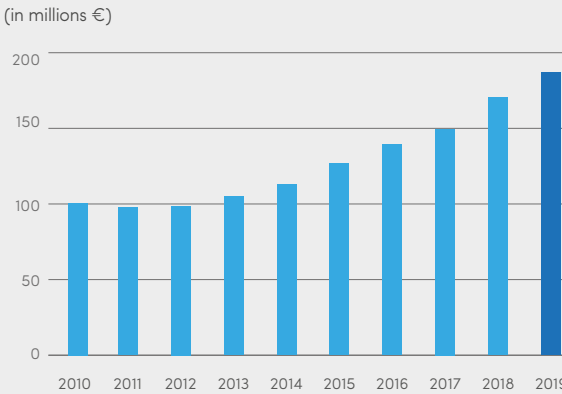
## NET CONSOLIDATED RESULTS



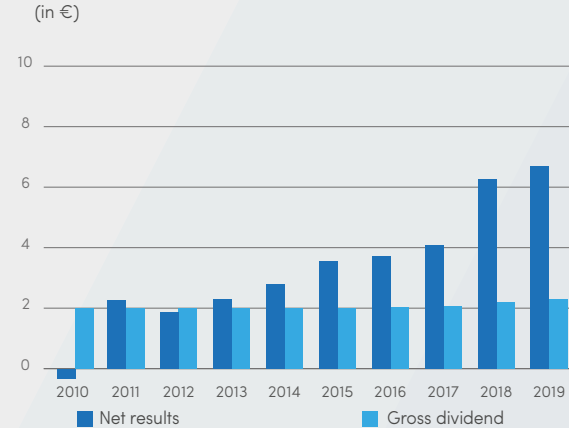
## CURRENT CASH FLOW



## CONSOLIDATED CAPITAL AND RESERVES



## NET RESULTS AND GROSS DIVIDEND PER SHARE



## PROFILE

ATENOR is a real estate development company quoted on the continuous market of Euronext Brussels.

A city stakeholder, ATENOR invests in large-scale property projects which meet strict criteria in terms of urban planning, economic efficiency and respect for the environment.

ATENOR has made its mission to conduct its business as real estate developer in harmony with the city's evolution.

Very early, ATENOR positioned itself as an urban stakeholder, aware of the new challenges the city has to face (absorb the urban population growth and respond to socio-economic, energy transition and environmental challenges).

Through its urban planning, architectural and societal approach, ATENOR proposes answers to the demands of private, social and work life for the cities of today.

UNIVERSITY BUSINESS CENTER  
Warsaw, Poland

## MISSION & VALUES

By investing in ATENOR, shareholders expect a return.

Our mission therefore is to create value through a strategy that is clear and widespread.

Over the years, we have defined and specified our activity, that of a real estate developer, and explained the way in which we perform it.

For shareholders who have chosen to invest in the real estate development sector, we offer a diversification of their risk, a specific approach to the activity, and access to large-scale real estate projects.

Our mission aims on the one hand to offer the shareholders regular remuneration of the capital supported by recurrent and increasingly diversified positive results, and on the other hand to ensure the growth of the value of ATENOR's assets through the consolidation and the expansion of its know-how and the constant renewal of its portfolio with new projects.

Through the communication and the application of the essential principles of Corporate Governance, we give our activities the transparency that is required to an easy reading.

All our employees act with respect for the criteria of integrity and ethics that are essential to the correct operation of a quoted company, active in real estate development.

Since the mission and the values have been clearly defined, the profit generated annually by ATENOR appears as the result of the action of each employee, motivated to contribute his or her best work every day.

# STRATEGY

The activity of ATENOR is real estate development.

For more than 25 years, ATENOR has accumulated results while continuing to create know-how recognized by the market.

## RESPONSES TO CHANGES IN URBAN PRIVATE AND WORK LIFE

The digital revolution, environmental emergencies and today's mobility issues entail and require at the same time a profound change in the way we live and work.

The scale of urbanization, building designs and functions interact with this evolution, sometimes recognising it, sometimes promoting it.

In this context, ATENOR strategy is very specific: as a real estate developer, ATENOR is a leading stakeholder that perceives and anticipates these changes and, through the development of innovative projects, participates in the adaptation of the urban fabric so that it meets the new private and work life demands and aspirations. ATENOR therefore invests in large-scale real estate projects meeting very strict criteria concerning the choice of the site ("prime location"), technical quality, the costs of investment and the lease and sale potential.

## RESPECT FOR THE ENVIRONMENT AND SUSTAINABLE DEVELOPMENT

In response to the growing environmental concern and especially sensitive to sustainable development, ATENOR promotes the application of new technologies and the use of specific materials in its new real estate projects. ATENOR also advocates a comprehensive ecological approach. Its dense and mixed projects in the vicinity of public transport stations present the most favourable possible ecological balance at city level.

## AN INTERNATIONAL DIVERSIFICATION

By asserting that its place of business is the urban environment, ATENOR intends to showcase its know-how in several cities in terms of what they have in common and especially the need to adapt their urban fabric to changes in private and work life. Furthermore, through its presence in the locations where it invests, ATENOR guarantees the integration of the specificities of each city. Currently ATENOR is active mainly in Brussels, Luxembourg, Paris, Lisbon, Düsseldorf, Warsaw, Budapest and Bucharest, to name only the big cities.

## LARGE SCALE PROJECTS WITH MIXED FUNCTIONS

Responding to the numerous changes in the real estate market, ATENOR focusses on the office and residential markets, demonstrating a wide range of skills. At the end of 2019, there were 28 projects in portfolio. They represent an approximate area of 1,200,000 m<sup>2</sup>. In the future ATENOR intends to maintain this diversification of allocations depending on the fundamental developments of the markets.

ATENOR is interested in particular in the major urban planning projects currently being implemented by the cities and the regions. To this end, ATENOR will continue its policy of constructive dialogue with the authorities and local administrations and will analyse any opportunity that conforms to those projects, with a view to investment.

ATENOR is seen as a reliable economic partner in the necessary adaptation of the urban structures in the light of economic, demographic and sociological developments.



From left to right :

**Stéphan SONNEVILLE SA**  
Chief Executive Officer

**Frank DONCK**  
Chairman of the Board of Directors

# LETTER TO SHAREHOLDERS

Dear Shareholders,

ATENOR results rose for the seventh year in a row in 2019. This year, 10 of the 28 projects in the portfolio brought the results up to €37 million.

During 2019, the climate emergency became a day-to-day part of everybody's lives, and a concern for everyone bearing political and economic responsibilities, due to its clear presence and its growing mediatisation. Melding in with this development are other deep changes, notably the arrival on the labour market of Generation Y, the "millennials", whose behaviour and expectations are in stark contrast to those of previous generations. Also, there is the undoubted onward march of the "proptechs", centring on the widespread use of smartphones.

The combined strength and depth of these developments are bringing such radical change to our societies that the real estate sector, historically traditionalist, is having to rethink its basics and its approach. Logically enough, these changes are more intensely felt in the large cities.

As an affirmed urban actor of more than 10 years' standing, ATENOR is actively committed to tackling these developments in a mindful, responsible way. First of all, through its choice of investments: ATENOR selects only those projects that will fit in with a policy of collective, soft mobility. Mobility issues, quite apart from the nuisance and economic inefficiency that they cause, are the source of almost 35% of carbon emissions in conurbations worldwide. Next, by taking every aspect of sustainability into account when designing buildings. In 2019, ATENOR endorsed its policy of developing only those buildings that achieve a high rating under two internationally recognised labelling schemes: BREEAM, a label that essentially looks at the conception, construction and functioning of a building, and WELL/Ready, which mainly concerns the conditions of use of a building and the well-being of its occupants and under which we will offer buildings that have, at the minimum, been rated "Gold".

These developments are worldwide and therefore highly relevant to Europe.

For three years now, we have been growing our activities in Europe on an international scale. Strategically, our objective is to make ATENOR an urban real estate development company with European expertise. This has nothing to do with size for size's sake. Our strategy is causing us to broaden and expand our know-how, and to export it to those cities and countries where we can provide added value.

From a financial point of view, we are maintaining, as a vital selection criterion, the profitability of our investments. So the geographical expansion of our activities should be seen as broadening the scope of our investment opportunities.

During 2019, we made new investments in Warsaw, Budapest and Luxembourg, where we had already been present. We also invested for the first time in Lisbon. Our portfolio of projects under development grew, within the space of 12 months, from 18 to 28!

So on the economic side, our international strategy aims for greater investment in countries that are experiencing higher economic growth than in Belgium, our historic market. Indeed, economic growth remains one of the most obvious "key drivers" of vitality on the property market. Thus, an economic growth rate of more than 3% brings about a high rental level for office space, as well as persistent high demand for housing. So we are expecting this international growth plan to produce a faster return on the capital invested.

But we are certainly not pulling out of the Belgian market: we are applying to it a targeted policy in line with our approach to sustainable cities. For instance, together with partners, we have invested in the CCN, a keystone project in the development of the North Station neighbourhood in Brussels. ATENOR is also one of the main real estate players in the European Quarter, an atypical, rewarding market involving complex issues.

When analysing our results, you will notice that most of our projects generate a multiannual margin. Very often, the dynamism of our teams gives us the opportunity to agree pre-leases and pre-sales (during 2019, in fact, a large majority of the apartments were still being sold



**Stéphan SONNEVILLE SA**  
Chief Executive Officer

on plans). These contracts, signed very much upstream from the development process, generally include clauses enabling upward price revisions, depending on how the subsequent commercialisation goes. Thus, the final margin increases in step with the finalisation of the development. That was once again the case this year: THE ONE, NAOS, BUZZCITY and VACI GREENS D made an additional contribution although they had been sold in 2018. For the two buildings sold in 2019, CITY DOX and VACI GREENS E, the possibility was also envisaged of a price addition in line with the rental parameters at the end of the development.

As well as anticipatively limiting the investment risks, this commercial approach enables us to make the most of the value added.

Moreover, this multi-annuality makes the results less cyclical and gives us a clearer view of the prospects.

So it is on the basis of excellent 2019 results, and with every confidence in future prospects, that the Board will propose to the AGM on 24 April 2020 that, with



**Frank DONCK**  
Chairman of the Board

respect to the financial year 2019, a gross dividend of 2.31 euros per share be paid – an increase of 5%.

At the close of this AGM, the mandate of Sogestra SRL, represented by Mrs Nadine Lemaitre, will expire. We will propose to you that it be renewed for a period of 3 years.

Finally, we wish to recall that the results achieved and the value created would not have been possible without the total day-by-day commitment of all our colleagues, who demonstrate their competences and rigour through the development of our projects. For this, we thank them most sincerely.

**Stéphan SONNEVILLE SA**  
Chief Executive Officer

**Frank DONCK**  
Chairman of the Board

# SOCIETAL COMMITMENT

Acting for cities also means acting for and encouraging culture, art, creativity, entrepreneurship, sustainable development and social innovation, and ensuring that everyone finds their place.

## 01 ART FOR CITIES



Acting for cities means breathing life into them and making them attractive for those who live, work or relax in them or who are simply passing through. To take its urban actor role a bit further, ATENOR has chosen to propose an offbeat look at cities, through the medium of Street Art. As the precursor and herald of change in cities, urban art animates and transforms abandoned places. Taking part in the evolution of cities and breathing life back into neighbourhoods – these are the missions that ATENOR has set itself.

Sharing the same passion for cities, their history, their inhabitants and their evolution, ATENOR has chosen to associate with the Belgian photographer BENOÎT FERON and launch the “Art for Cities” exhibition.

After a first showing in Brussels, the exhibition will be travelling across Europe in 2020. Budapest, Bucharest, Luxembourg, Warsaw and Paris will be taking turns to host it.



Almada, Lisbon, Portugal



## 02 ACTING FOR SOCIAL INNOVATION

### SOCIAL ACCELERATOR

ATENOR embarked on a public-private partnership to better meet the existing demand for affordable, sustainable and quality housing in order to support social mixity. For instance, CITY DOX in Brussels where, to meet local demand, 99 apartments are being developed for Citydev, the Brussels Regional Development Agency.

### RESPECTING DIVERSITY

ATENOR is developing real estate projects that enable the access and employment of people with specific needs. In Budapest, our projects will be built in line with the Access4You criteria, so as to achieve the highest certification level in terms of social responsibility, accessibility and functionality. This is already the case with the VACI GREENS office campus in Budapest.



VACI GREENS - Budapest, Hungary

## 03 ACTING FOR THE FUTURE

Our principles and ethical values shape our culture and build our reputation. Taking on the challenges of tomorrow's city, which will be more and more high-density and interconnected, entails building a greener, sustainable city that is good to live in.



TWIST - Belval, Grand Duchy of Luxembourg

Our eco-logical commitment accelerated during 2019:

**Architectural excellence:** ATENOR chooses to associate itself with renowned architectural firms and has also launched several architectural competitions, so as to make an enlightened choice, to develop innovative, creative visions for our cities.

**The highest environmental standards:** BREEAM, NZEB and 'Sustainable Neighbourhood' certifications for our projects



LES BERGES DE L'ARGENTINE  
La Hulpe, Belgium



UP-SITE - Brussels, Belgium

### An increasingly responsible site management:

e.g. in CITY DOX, 3,000 tonnes of reusable soil have been shipped out by canal barge  
- 800 palettes charged with concrete and bricks will follow the same river route.

### Cleaner sources of power:

some of our building are now equipped with photovoltaic panels, this is the case at CITY DOX, LA SUCRERIE and HERMES BUSINESS CAMPUS.

### Gardens, parks conceived for the respect of biodiversity and urban gardens :

in Belval, the project TWIST will propose hanging gardens and in CITY DOX, an urban garden has been created for the residents of the Rest Home.

**Support to soft mobility:** redevelopment of the canal banks, promenades and paths, secure spaces for bicycles, charging stations for electric vehicles and bicycles..

**The future of our cities is also bound with the future of our forests :** Forests play a vital role through carbon sinks, the emergence of wood-based energy, the retention and purification of water and the protection of biodiversity. Our forests and our trees are the heroes of our sustainable future!

That is why ATENOR, in partnership with the Royal Belgian Forestry Society (SRFB/ KBBM), has decided to plant 2,020 trees to celebrate the year 2020.

A pragmatic move for the future of our cities and our forests!

After Belgium, and given its European dimension, ATENOR will also take this action in the 8 main European cities where the company is present.



Société Royale  
Forestière de Belgique  
Koninklijke Belgische  
Bosbouwmaatschappij

## 2019, HOW IT UNFOLDED ...

BUZZCITY  
Leudelange,  
Grand Duchy of  
Luxembourg

28 Projects\*

1,200,000 m<sup>2</sup>

\* End of December 2019

“The best way to predict the future  
is to create it.”

Abraham Lincoln

”



# 1

QUARTER

## JANUARY

### ATENOR FIRST STEPS IN FLANDERS (BELGIUM)

ATENOR, in partnership with 3D Real Estate, acquires a site in the centre of Deinze and launches the project DE MOLENS.



## MARCH

### ATENOR FIRST STEPS IN LISBON (PORTUGAL)

ATENOR signs for the purchase of a first plot of land in Lisbon and launches the VERDE project.

### NEW OFFICE PROJECT IN BUDAPEST (HUNGARY)

ATENOR acquires several plots in Budapest and launches the ROSEVILLE project.

# 2

QUARTER

## APRIL

### ARCHITECTURAL COMPETITION FOR CITY DOX (BELGIUM)

ATENOR launches an architectural competition for the development of the last three blocks in CITY DOX.

### NEW PROJECT IN THE BRUSSELS REGION (BELGIUM)

ATENOR, AG Real Estate and AXA IM sign an agreement for the redevelopment of the CCN site right next to the North Station (Gare du Nord) in Brussels.



## MAY

### ATENOR WELCOMES UNILEVER TO CITY DOX (BELGIUM)

The Anglo-Dutch multinational chooses the CITY DOX office building to house its future Belgian headquarters.

### MAJOR ACQUISITION IN WARSAW (POLAND)

ATENOR acquires a site close to Warsaw Chopin Airport and launches the FORT 7 project.

## APRIL

### INCREASED DIVIDEND

The General Assembly decides to distribute a gross dividend of €2.20 per share (up by 5.70%).

### ATENOR BOND ISSUE SUCCESS

Subscriptions registered for the 4-year and 6-year bonds reach the maximum on offer, i.e. €60 million.

## JUNE

### LEASING OF THE ENTIRE PROJECT DACIA 1 (ROMANIA)

The whole 13,000 m<sup>2</sup> office building is let to ING Tech, the software development pole of ING.

### ATENOR ENTERS THE BEL MID INDEX

ATENOR moves from the BEL Small index to BEL Mid on Euronext Brussels.



## JUNE

### ATENOR ORGANISES A REAL ESTATE TOUR (HUNGARY)

ATENOR brings financial experts, analysts and journalists together in Budapest for a presentation of its projects in Hungary and more generally the Central European market.

## 3

QUARTER

## JULY

## NEW ACQUISITION IN THE GRAND DUCHY OF LUXEMBOURG

ATENOR signs an agreement for the acquisition, with partners, of a new site in Esch-sur-Alzette and launches the LANKELZ project.

## ACQUISITION OF A FOURTH OFFICE PROJECT IN BUDAPEST (HUNGARY)

ATENOR signs for the acquisition of a new site and launches the BAKERSTREET project.



## JULY

## THE ONE COMMERCIAL SUCCESS CONFIRMED (BELGIUM)

ATENOR announces the sale of the 97<sup>th</sup> and last apartment in THE ONE.

## DELIVERY OF NAOS (GRAND DUCHY OF LUXEMBOURG)

ATENOR announces the delivery of its first project in the Square Mile of Belval.



## SEPTEMBER

## SALE OF THE FIFTH VACI GREENS BUILDING (HUNGARY)

ATENOR announces the sale of the fifth VACI GREENS building to a Hungarian private fund.

## BUZZCITY FOUNDATION STONE LAID (GRAND DUCHY OF LUXEMBOURG)

ATENOR, in partnership with Fidentia, launches the construction of a new business campus in Leudelange.



## 4

QUARTER

## OCTOBER

## CITY DOX ARCHITECTURE COMPETITION CLOSES (BELGIUM)

Architecture firm XDGA's proposal is chosen for the development of the last three CITY DOX blocks.

## LOT 42 COMPETITION IN BELVAL CLOSES (GRAND DUCHY OF LUXEMBOURG)

ATENOR is selected by AGORA for the development of a new site in Belval and launches the SQUARE 42 project.



## OCTOBER

## ATENOR LAUNCHES ART FOR CITIES AT THE ARTHUS GALLERY

ATENOR, in partnership with photographer Benoît Feron, presents a travelling exhibition on urban art, honouring the eight cities in which ATENOR is developing projects.

During the Art for Cities exhibition, the Embassy of Romania organises a round table on the Romanian real estate market.

## NEW ACQUISITION IN THE BRUSSELS REGION (BELGIUM)

ATENOR acquires office buildings in Auderghem and launches the BEAULIEU project.

## NOVEMBER

## SELECTION OF ARCHITECTS FOR THE REDEVELOPMENT OF THE CCN SITE (BELGIUM)

The multidisciplinary international alliance of ARCHITECTESASSOC+, MULTIPLE and TVK is chosen for the redevelopment of the CCN site.

## VACI GREENS HONoured AT THE FIABCI HUNGARIAN REAL ESTATE DEVELOPMENT AWARD 2019 (HUNGARY)

VACI GREENS wins the special prize for Excellence and is invited to take part in the International FIABCI Award in 2020.

## PERMIT OBTAINED FOR THE AU FIL DES GRANDS PRES PROJECT (BELGIUM)

The Walloon Region issues the Single Permit for the office part of the project AU FIL DES GRANDS PRES.



## NOVEMBER

## NEW RENTAL AGREEMENT IN VACI GREENS (HUNGARY)

ATENOR announces that 5,200 m<sup>2</sup> of office space have been let to Intrum Justitia.

## SUCCESSFUL OUTCOME OF NEGOTIATIONS WITH THE OIB OVER THE ONE (BELGIUM)

ATENOR negotiated with the European Commission a 18-year usufruct on the whole of THE ONE office building.

## DECEMBER

## PERMIT OBTAINED AND NEW RENTAL AGREEMENT FOR @EXPO (ROMANIA)

ATENOR announces the granting of a building permit for the @EXPO project, as well as the letting of 4,800 m<sup>2</sup> of office space to the company Gameloft.

## ATENOR LAUNCHES THE INITIATIVE "ACTING FOR THE FUTURE"

ATENOR acts in favour of the environment and launches an eco-responsible campaign which will extend to the cities where ATENOR is present.



## DECEMBER

## SALE OF THE ISE BUILDING AT CITY DOX (BELGIUM)

ATENOR announces the sale, to Ethias SA, of the Integrated Services to Enterprises (ISE) building at CITY DOX.

## PARTNERSHIP AGREEMENT ON LES BERGES DE L'ARGENTINE (BELGIUM)

ATENOR and l'Immobilière du Cerf sign an agreement to redevelop the Old Paper Mills site in La Hulpe.



From left to right :

**William LERINCKX**  
(for Probatimmo BV)  
Executive Officer

**Sidney D. BENS**  
Chief Financial Officer

**Stéphan SONNEVILLE SA**  
Chief Executive Officer

**Sven LEMMES (for Weatherlight SA)**  
Executive Officer

**Laurent COLLIER (for Strat UP SRL)**  
Executive Officer

# ADMINISTRATION

## COMPOSITION OF THE EXECUTIVE COMMITTEE

**Stéphan Sonneville**  
for Stéphan Sonneville SA  
Managing Director, CEO and  
Chairman of the Executive Committee

**Sidney D. Bens**  
Chief Financial Officer

**Laurent Collier**  
for Strat UP SRL  
Executive Officer

**Sven Lemmes**  
for Weatherlight SA  
Executive Officer

**William Lerinckx**  
for Probatimmo BV  
Executive Officer

## COMPOSITION OF THE BOARD OF DIRECTORS AT THE END OF THE ORDINARY GENERAL MEETING OF 24 APRIL 2020

**Mr Frank Donck**  
Chairman <sup>(2)</sup>  
Expiration of term: 2021

**Stéphan Sonneville SA**  
Managing Director <sup>(1)</sup>,  
represented by Mr Stéphan Sonneville  
Expiration of term: 2022

**Mr Christian Delaire**  
Director <sup>(3)</sup>  
Échéance du mandat : 2021

**Investea SRL**  
Director <sup>(3)</sup>  
represented by Mrs Emmanuèle Attout  
Expiration of term: 2021

**MG Praxis SRL**  
Director <sup>(3)</sup>  
represented by Mrs Michèle Grégoire  
Expiration of term: 2021

**Luxempart Management SARL**  
Director <sup>(2)</sup>  
represented by Mr Jacquot Schwertzer  
Expiration of term: 2022

**Sogestra SRL**  
Director <sup>(3)</sup>  
represented by Mrs Nadine Lemaitre  
Expiration of term: 2023

**Mr Philippe Vastapane**  
Director <sup>(2)</sup>  
Expiration of term: 2021

## MAIN FUNCTIONS EXERCISED BY THE NON-EXECUTIVE DIRECTORS

**Mrs Emmanuèle Attout for Investea SRL**  
Director of Oxurion NV  
Director of Schröder SA  
Director of Eurocommercial Properties NV  
Director of Women on Board ASBL

**Mr Christian Delaire**  
Senior Advisor of Foncière Atland  
Director of Cromwell European REIT  
Director of Covivio

**Mr Frank Donck**  
Managing Director of 3D NV

**Mrs Michèle Grégoire for MG Praxis SRL**  
Lawyer at the Court of Cassation,  
Professor and Chairwoman of the Center of Private  
Law at the “ Université Libre de Bruxelles “

**Mrs Nadine Lemaitre for Sogestra SRL**  
Chairwoman of the Board of Directors of Erasmus  
Hospital  
Director of Orange Belgium SA  
Director of the ULB Foundation  
Director of Solvay Executive Education ASBL

**Mr Jacquot Schwertzer for  
Luxempart Management SARL**  
Managing Director (CEO),  
Managing Director and Member of the  
Management Committee of Luxempart SA

**Mr Philippe Vastapane**  
Chairman of the Board of Alva SA

## AUDIT COMMITTEE COMPOSITION

**Investea SRL**  
represented by Mrs Emmanuèle Attout,  
Chairwoman

**Mr Christian Delaire**  
Member

**Mr Frank Donck**  
Member

**Mr Philippe Vastapane**  
Member

**DSD Associates Audit & Advies BV**  
represented by Mr David De Schacht,  
Internal Auditor

## APPOINTMENTS AND REMUNERATION COMMITTEE COMPOSITION

**Sogestra SRL**  
represented by Mrs Nadine Lemaitre,  
Chairwoman

**MG Praxis SRL**  
represented by Mrs Michèle Grégoire,  
Member

**Luxempart Management SARL**  
represented by Mr Jacquot Schwertzer,  
Member

<sup>(1)</sup> Executive / <sup>(2)</sup> Non-executive / <sup>(3)</sup> Independent

# INFORMATION TO SHAREHOLDERS AND INVESTORS

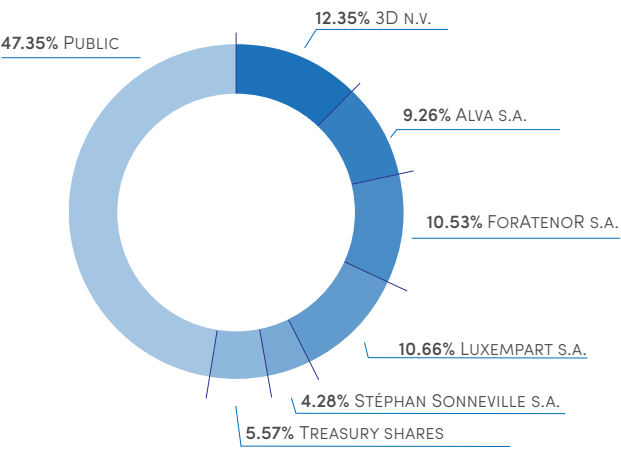
**€ 2.31**  
Gross dividend

**€ 1.617**  
Net dividend

**€ 406.56** mio  
Market capitalization on 31.12.2019

NYSDAM OFFICE PARK  
La Hulpe, Belgium

SHAREHOLDING ON 31.12.2019



MAJOR SHAREHOLDERS

The Group’s major shareholders have included the following companies:

- 3D NV
- ALVA SA
- FORATENOR SA
- LUXEMPART SA
- Stéphan SONNEVILLE SA

These shareholders are committed to supporting the Group in its development strategy by cooperating in the

STRUCTURE OF SHAREHOLDERS ON 31.12.2019

The structure of shareholding is as follows:

|                                         | NUMBER OF SHARES | HOLDINGS % | OF WHICH SHARES FORMING PART OF THE JOINED SHAREHOLDING* | HOLDINGS % |
|-----------------------------------------|------------------|------------|----------------------------------------------------------|------------|
| 3D NV <sup>(1)</sup>                    | 695,643          | 12.35      | 521,437                                                  | 9.26       |
| ALVA SA <sup>(1)</sup>                  | 521,437          | 9.26       | 521,437                                                  | 9.26       |
| ForAtenoR SA <sup>(1)</sup>             | 592,880          | 10.53      | 592,880                                                  | 10.53      |
| LUXEMPART SA <sup>(1)</sup>             | 600,247          | 10.66      | 521,437                                                  | 9.26       |
| Stéphan SONNEVILLE SA <sup>(1)(2)</sup> | 241,030          | 4.28       | 150,500                                                  | 2.67       |
| Sub-total                               | 2,651,237        | 47.08      | 2,307,691                                                | 40.98      |
| Treasury shares                         | 313,427          | 5.57       |                                                          |            |
| Public                                  | 2,666,412        | 47.35      |                                                          |            |
| Total                                   | 5,631,076        | 100.00     |                                                          |            |

(1) Signatories of the Shareholders’Agreement

(2) Managing Director, company controlled by Mr. Stéphan Sonnevile

In compliance with article 74 of the law of 1 April 2007, these shareholders have communicated to the company that they held as a joined holding, at the date of entry into effect of the aforementioned law, more than 30% of the securities with voting rights.

implementation of its business plan and by providing their skills to it. Their representation within the Board of Directors of ATENOR allows them to be actively involved in the general policy and the strategy of the Group. This body of shareholders, which is balanced and made up of stable companies that have proven themselves in their respective activity sectors, have a long term vision of their investment in the Group. The stability of the shareholders is expressed concretely by mutual commitments in a shareholders’ agreement signed in November 2006, thus guaranteeing the Group’s durability and development. This was updated and extended in November 2016 for a 5-year period, tacitly renewable for two successive 5-year periods.

In March 2018, the company SOFINIM SA sold its shareholding to ForAtenoR SA, whose shareholding is formed by the groups 3D, Luxempart, Alva and Stéphan Sonnevile SA and the members of ATENOR Executive Committee. This new company ratified the shareholders’ agreement.

It accounts for 40.98% of ATENOR capital bringing the float up to 59.02%\*.

FORMS OF THE SHARE

The ATENOR shares exist, at the choice of the shareholder, either in the form of a personal registration in the register of shareholders, or in the form of a registration of a securities account with a financial institution.

SHARE ON STOCK EXCHANGE

|                                                |                                     |
|------------------------------------------------|-------------------------------------|
| Market                                         | On a continuous basis               |
| Stock Exchange                                 | Euronext Brussels                   |
| ATENOR share                                   | ISIN BE 0003837540<br>Compartment B |
| Total number of shares granting a voting right | 5,631,076                           |
| Total number of voting rights (denominator)    | 5,631,076                           |
| List price of the share on 31 December 2019    | € 72.20                             |

EVOLUTION OF THE PRICE AND LIQUIDITY OF THE SECURITY

LIST PRICE FROM 2015 TO 2019

Number of shares on 31 December 2019: 5,631,076



|                                                         | 2015   | 2016   | 2017   | 2018   | 2019   |
|---------------------------------------------------------|--------|--------|--------|--------|--------|
| Maximum price (€)                                       | 49.85  | 47.00  | 50.50  | 53.20  | 77.80  |
| Minimum price (€)                                       | 39.20  | 40.57  | 44.65  | 46.00  | 51.80  |
| Price on 31 December (€)                                | 47.00  | 45.51  | 47.00  | 51.00  | 72.20  |
| Average daily volume traded                             | 2.907  | 2.483  | 1.840  | 1.876  | 2.759  |
| Market capitalization on 31 December (in millions of €) | 264.66 | 256.27 | 264.63 | 287.18 | 406.56 |

STIMULATION CONTRACT AND LIQUIDITY FUND FOR THE ATENOR SHARE

ATENOR has continued a market stimulation arrangement or “liquidity provider” function with the Degroof Petercam Bank, officially recognised by Euronext.

This “liquidity provider” is permanently present in the market’s order book and acts for buying and selling alike, totally independently of the issuer.

DIVIDEND

The gross dividend proposed to the General Assembly of 24 April 2020 will amount to 2.31 euros representing a net dividend of 1.617 euro per share after withholding tax (30%).

Subject to the approval of the Ordinary General Assembly, the dividend will be paid out as from 29 April 2020.

The financial service of ATENOR is provided by Euroclear Belgium (Boulevard du Roi Albert II, 1 at 1210 Brussels).

The payment to the registered shareholders will be made by bank transfer as from 29 April 2020.

PRACTICAL METHODS CONCERNING THE PAYMENT OF THE DIVIDEND \*

|               |              |
|---------------|--------------|
| 27 April 2020 | Ex date      |
| 28 April 2020 | Record date  |
| 29 April 2020 | Payment date |

\* Subject to the approval of the Ordinary General Assembly

SHAREHOLDER SCHEDULE

|                  |                                                      |
|------------------|------------------------------------------------------|
| 24 April 2020    | Annual General Meeting 2019                          |
| 29 April 2020    | Dividend Payment (subject to the approval of the GM) |
| 14 May 2020      | Intermediate declaration for first quarter 2020      |
| 3 September 2020 | Half-year results 2020                               |
| 18 November 2020 | Intermediate declaration for third quarter 2020      |

# REPORT OF ACTIVITIES AND PROJECTS

COM'UNITY  
Bezons, France



# THE ONE

In 2005, ATENOR purchased the «Crowne Plaza Brussels Europa» hotel in the Rue Loi, at the heart of the European District. ATENOR then acquired the neighbouring plot in order to develop a large mixed property complex with offices, residential units and shops of approximately 40,000 m².

THE ONE is a mixed project located at the corner of the Rue de Lalaing, the Chaussée d’Etterbeek and the Rue de la Loi in Brussels. This is the first project specifically executed within the framework of the PUL (Loi Urban Landscape), a planning approach led by Brussels-Capital Regional Council in harmony with the European Commission. The PUL aims both to promote Brussels’ international visibility, through the promotion of quality offices and to give the European Quarter an attractive, human dimension, making way for the pedestrian and favouring home building there.



Brussels  
BELGIUM



BUS STOP 50 M AWAY



METRO 50 M AWAY



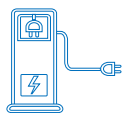
BRUSSELS-SCHUMAN  
STATION 100 M AWAY



JUBILEE PARC  
600 M AWAY



ROYAL PARC  
800 M AWAY



CHARGING STATIONS FOR  
ELECTRIC CARS

In order to ensure the highest architectural quality, ATENOR hired the architectural firm B2Ai, who proposed the groundbreaking, unique concept of a tower with a horizontal mix, composed of apartments, offices and shops. THE ONE also has outstanding environmental qualities.

After obtaining the planning permit in November 2014, the building of this complex, really located “at” the Maelbeek underground station, started in August 2015. The works are complete and the buildings were accepted in early 2019.

The office part of the project, facing towards the Rue de la Loi, has a floor area of 29,500 m². In late 2018, the German international investment company Deka Immobilien Investment GmbH acquired the company The One Office SA, owner of the buildings. Responsible for the lease, in 2019 ATENOR negotiated with the European Commission the usufruct lease of the whole of the office building. The signing of this agreement is expected for the first half of 2020.

The residential part, offering 97 south-facing apartments, most of them with a terrace or balcony, has also met with great commercial success. By the end of 2019, all the apartments belonging to The One Estate SA had been sold as well as two shops on the ground floor on Rue Jacques de Lalaing.

100% sold, the “THE ONE” mixed tower is a flagship project for ATENOR, once again confirming its desire to contribute to the ambitious positioning of the European Quarter, which is highly regarded internationally.

|                |                                                                                              |
|----------------|----------------------------------------------------------------------------------------------|
| Situation      | Rue de la Loi and Chaussée d’Etterbeek, Brussels, Belgium                                    |
| Project        | Mixed complex: retails (550 m²), residential units (9,750 m²) and offices (29,500 m²)        |
| Developer      | The One Office SA (100% Deka Immobilien Investment GmbH) and The One Estate SA (100% ATENOR) |
| Architect      | B2Ai                                                                                         |
| Start of works | August 2015                                                                                  |
| End of works   | 1 <sup>st</sup> quarter 2019                                                                 |

# REALEX

In October 2016, ATENOR decided to extend its investment in the heart of the European Quarter and acquired 90% of the assets of the company Luxlex which, through the companies Leaselex and Freelex, held the REALEX project.

REALEX has a strategic location on the Rue de la Loi, at the heart of the European Quarter in Brussels, very close to the Berlaymont and the headquarters of the European Commission. This project has the planning and the environment permits authorising the construction of a building of a height of 114 m and a total floor area of approximately 44,700 m² of offices and retails.

This acquisition was completed in March 2017 with the purchase of the VDAB building and the building next to it by Immo Silex, subsidiary of ATENOR. Both situated on the Rue de la Loi and adding onto the REALEX plot, these investments increased the site’s surface area and enabled the design of an improved version of the REALEX project.

Within the context of the Rue de la Loi PUL (Loi Urban Landscape Plan), the new REALEX project proposes a large mixed development including a broad tree-lined public thoroughfare. This project gives the district a new look that is in total contrast to the current monotone architecture of the Rue



de la Loi. In accordance with the PUL’s objectives, the alignment of the buildings, the variable volumes, the mixed functions and the creation of a landscaped pedestrian path are behind the area’s metamorphosis, providing its occupants with a privileged location.

REALEX will set a new standard in effective use of space and energy, meeting the European Commission’s latest durability objectives. This passive building should obtain the “Excellent” BREEAM rating.

A permit application was submitted in November 2018 for the construction of a project including two office and retail buildings erected over the entire enlarged site and developing a surface area of approximately 60,000 m².

At the same time, ATENOR has been participating in a project tender issued by the European Commission, which wishes to provide itself with a new Conference Centre. The Conference Centre, with a floor area close to 26,000 m² could replace part of the offices of the REALEX project, which would now offer a Conference Centre, an office building overlooking it and shops.

After TREBEL and THE ONE, the REALEX project confirms ATENOR contribution to the development and projection of the European Quarter, transforming it into a district open to the city, into an innovative, multicultural place to live and work.

Brussels  
BELGIUM



METRO 50 M AWAY



BRUSSELS-SCHUMAN  
STATION 100 M AWAY



JUBILEE PARC  
600 M AWAY



ROYAL PARC  
800 M AWAY



CHARGING STATIONS FOR  
ELECTRIC CARS

|                |                                                                  |
|----------------|------------------------------------------------------------------|
| Situation      | Rue de la Loi and 91 -105, Brussels, Belgium                     |
| Project        | Mixed complex (± 60,000 m²)                                      |
| Owners         | Immo Silex SA and Luxlex SARL (90% ATENOR and 10% Kingslex SARL) |
| Architects     | Assar Architects                                                 |
| Start of works | 2021                                                             |
| End of works   | 2024                                                             |

# CITY DOX

In 2011, ATENOR acquired the company “Immobilière de la Petite Île”, owner of former industrial buildings in Antwerp and picked up the challenge of participating in the transformation of the “Brussels-Charleroi Canal area”.

Brussels  
BELGIUM



BUS STOP 10 M AWAY



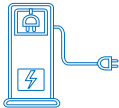
BRUSSELS SOUTH STATION  
1,1 KM AWAY



METRO STATION  
1,1 KM AWAY



ALONG THE BRUSSELS-  
CHARLEROI CANAL



CHARGING STATIONS FOR  
ELECTRIC CARS

ATENOR, in dialogue with the district and regional authorities, envisioned an urban conversion project encouraging a functional and generational mix. Located at the entrance to the city, the new CITY DOX district is strategically located, near to the Ringroad and 5 minutes from the Gare du Midi.

This new district should have approximately 150,000 m<sup>2</sup> of new buildings, including more than 900 residential units, a rest home, shops, Integrated Business Services (IBS), a service residence, a school and spaces for productive activities. All of these functions will take place in green surroundings formed by gardens and green spaces.

CITY DOX is divided into several phases.

**The first phase** concerns the development of 93 residential units, over 9,000 m<sup>2</sup> of IBS, a service residence and a rest home. The planning and environment permits were obtained in August 2015 and the works were completed in late 2018. The sale of the apartments has been a great success, posting a sale rate of 95% at the start of 2020.

The rest home, whose operation is entrusted to



Home Sebrechts NV (subsidiary of Armonia), was completed in May 2018. In its wake, the company Senior Island SA (100% ATENOR), owner of the rest home, was sold to the Belgian institutional investor Fédérale Real Estate Investment Management SA.

A partnership agreement has also been signed between Rest Island SA (100% ATENOR) and Home Sebrechts NV for the provision of services to the flats of the service residence, whose provisional acceptances were agreed in June 2018.

The leasing of the IBS is continuing and stands at the end of 2019 at an occupancy rate of 65%. CITY DOX is now home to high-profile tenants such as IWG (formerly Regus) and Unilever. This building of 8,148 m<sup>2</sup> was sold at the end of 2019 to the insurance company Ethias SA.

**The second phase** concerns the development of Lot 3, whose division permit was obtained in July 2018. The planning permit was obtained in January 2019, enabling building works to start in August 2019. This lot includes 181 apartments (including 99 in partnership with Citydev) and 7,300 m<sup>2</sup> of IBS.

**The following phases** will be allocated to the development of Lots 4 to 7. In late 2019, following an architecture competition initiated by ATENOR in partnership with the Bouwmeester, the architects firm XDGA was selected to develop Lot 4, which will combine apartments and production activities.

The last Lot of the project (Lot 7) concerns a building including apartments and shops and the creation of a school to offset the planning charges for the project as a whole. This last part will be put out to an architecture competition to be organised with the Bouwmeester team.

|                |                                                                                                                                         |
|----------------|-----------------------------------------------------------------------------------------------------------------------------------------|
| Situation      | Boulevard Industriel, Rue de la Petite Île, Rue du Développement and Digue du Canal, Antwerp, Belgium                                   |
| Project        | Mixed complex: residential units, integrated business services, retails, production activities, rest home, school and service residence |
| Owners         | Immobilier de la Petite Île SA (100% ATENOR), Senior Island SA (Home Sebrechts), Rest Island SA (100% ATENOR)                           |
| Architects     | Architectes Associés SRL, Etau Architects, DDS+, Stein Van Rossem and XDGA                                                              |
| Start of works | 2016                                                                                                                                    |
| End of works   | 2025                                                                                                                                    |

# VICTOR

Facing the Gare du Midi station, at the edge of the Place Victor Horta, the VICTOR project fits the “living station” concept and is incorporated into the heart of a district that is going to go through some profound changes over the next few years. Due to its unique location and its architectural qualities, VICTOR will represent a prime example of a new sustainable urban way of life.

Brussels  
BELGIUM



BRUSSELS SOUTH STATION  
50 M AWAY



METRO STATION  
50 M AWAY



BUS STOP 100 M AWAY



BRUSSELS CITY CENTRE  
1.8 KM AWAY



BRUSSELS PARC  
3 KM AWAY

Standing in the immediate vicinity of the biggest station in the country, VICTOR is the ideal location for operating offices, with a mindset favouring collective mobility, replacing intensive use of the car in the urban environment.

In partnership with BPI, ATENOR desires to structure the density and mix of this project in the best possible way, making it a shining example of sustainability and adherence to recent environmental developments.

Within the framework of an ambitious strategy, Brussels-Capital Region has approved a master plan for the Midi district with horizons in 2022 and 2030. This layout is aimed at increasing quality of life in this famous district which is shop-window of Brussels’ image.

In April 2018, following the entry into force of the new COBAT, the government of the Brussels-Capital Region launched studies to be carried out as part of the Master Development Plan (PAD).

This initiative has, once again, modified the project so that it best meets the vision expressed by the Regional government as to the layout.

In the meantime, ATENOR and BPI are working with architecture firms 51N4E and Jaspers-Eyers Architects to draw up a new preliminary design by agreement with the political and administrative leaders.

As soon as the PAD comes into force, the planning and environment permit applications will be submitted as soon as possible as indicated in the Government’s programme.

The old structures already present on the project site have already been entirely demolished and the clearance works were completed in October 2016, now awaiting the start of construction works as soon as the planning situation is definitively established.



|                |                                                                                                                                            |
|----------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| Situation      | Rue Blérot, Place Victor Horta, Brussels, Belgium                                                                                          |
| Project        | Mixed complex: offices (72,500 m <sup>2</sup> ), retails/facilities (4,000 m <sup>2</sup> ) and residential units (17,800 m <sup>2</sup> ) |
| Owners         | Victor Estates SA, Immoange SA, Victor Bara SA and Victor Spaak SA                                                                         |
| Architects     | Jaspers-Eyers Architects and 51N4E                                                                                                         |
| Co-shareholder | BPI (50%)                                                                                                                                  |
| Start of works | 2 <sup>d</sup> quarter 2022                                                                                                                |
| End of works   | 2 <sup>d</sup> quarter 2026                                                                                                                |

# CENTRE DE COMMUNICATION NORD

In April 2019, ATENOR, AG Real Estate and AXA IM signed a partnership agreement for the joint development of a large-scale project in the Brussels-Capital Region. This agreement envisages the development of a mixed offices, shops and residential units project and a mobility hub on the CCN site next to the Gare du Nord station.

Currently known as the Centre de Communication Nord (CCN), the site is ideal for a symbolic redevelopment of a new urban life model. Located in the heart of a district that has recently begun a profound transformation, this project should be a perfect example of the city of the future, combining density, functional mix and quality public spaces.

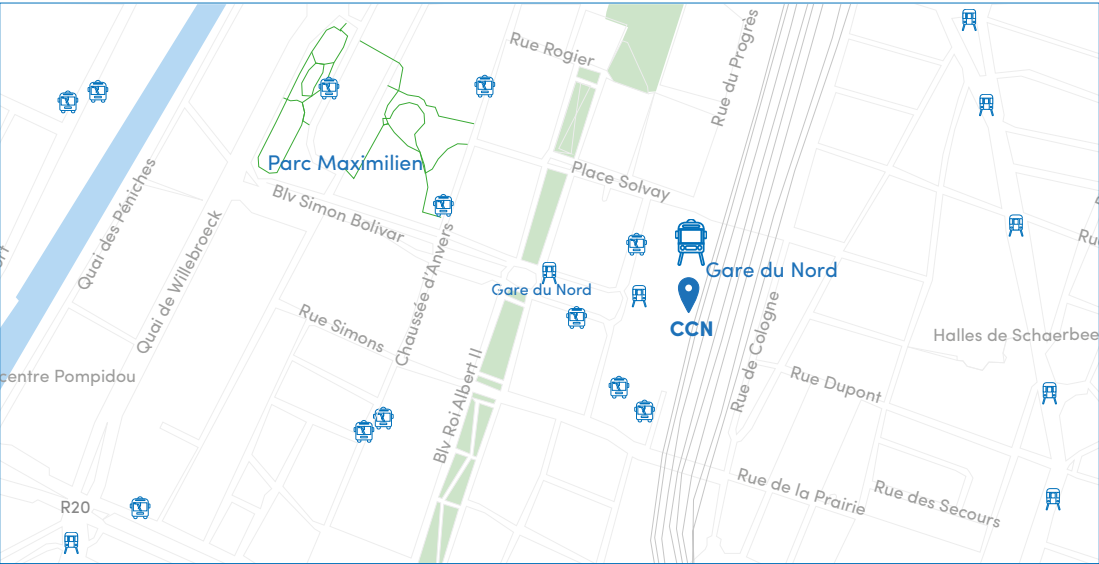
Thanks to its location, the CCN is exceptionally well-connected to the public transport hub as it includes a bus station and direct access to the Gare du Nord railway station and to underground services.

The multi-disciplinary international association Architectes Assoc+, Multiple and TVK has been appointed as the architect-planner responsible for the development. Their proposal is based on an in-depth analysis of the specificities of the project area and aims to guarantee the utmost

connectivity between all the means of transport operating there (public transport, shared mobility, soft mobility and traditional transit).

In terms of urban life, the project is the cornerstone of the renewal of the Nord area and asserts the ambition to make it both a fluid crossing point and a pleasant living and working environment.

The team of architects and planners has already got to work in order to deliver this large-scale project as soon as possible. A permit application will be submitted during the course of 2020. Construction works could start after the departure of Brussels Capital Regional council, which will be occupying the premises until April 2021.



|                |                                                                     |
|----------------|---------------------------------------------------------------------|
| Situation      | Centre de Communication Nord (CCN), Brussels, Belgium               |
| Project        | Mixed complex: offices, retails, residential units and mobility hub |
| Owners         | ATENOR SA, AXA IM and AG Real Estate                                |
| Architects     | Architectes Assoc+, TVK, Multiple                                   |
| Start of works | 2022                                                                |
| End of works   | 2025                                                                |

# BEAULIEU

In December 2019, ATENOR reaffirmed its presence in the Brussels-Capital Region, at the heart of the municipality of Auderghem, with the acquisition of 2 so-called “BEAULIEU” buildings of a floor area of 24,500 m² of offices.

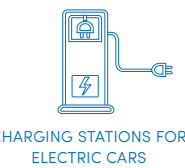
These buildings date from 1993 and are currently occupied by the European Commission up to 31 December 2020.

Now obsolete, they will need substantial renovation and redevelopment works once the lease expires.

The project is in an area subject to a (“Herrmann-Debroux”) PAD (land-use master plan) project currently under public inquiry. Through this planning operation, the public authority aims to improve the coherence and quality of life of a highly important city gateway.

A meticulous study will be conducted for this project in order to determine what the best economic and environmental alternatives are for its future redevelopment.

This new acquisition enables ATENOR to continue in its capacity as urban developer in Brussels and to play an operational role in the renewal of the capital of Europe.



|                |                                                         |
|----------------|---------------------------------------------------------|
| Situation      | Avenue Beaulieu 5-7-9-11, Auderghem, Brussels , Belgium |
| Project        | Office building (24,500 m²)                             |
| Owners         | ATENOR SA                                               |
| Start of works | 2023                                                    |
| End of works   | 2024                                                    |

# DE MOLENS

In January 2019, ATENOR and 3D Real Estate signed, in a 50/50 partnership, an agreement concerning the acquisition of all the shares of the company Dossche Immo SA, owner of a site in the centre of Deinze. For ATENOR, this investment is a first step in the Flemish region’s property market.



- DEINZE CITY CENTRE  
400 M AWAY
- DEINZE STATION  
3 KM AWAY
- ALONG THE LYS

The town of Deinze lies on the Courtrai-Waregem-Gand road and more specifically in the Bruges, Courtrai, Gand triangle. Following its amalgamation with the town of Nevele, Deinze now has nearly 45,000 inhabitants and is considered a region with high economic activity.

Located right in the centre of this lively town, this project is the archetype of the growth of the urban fabric due to industrial transformations. This is an area in which ATENOR already has know-how. The site has all that it takes to guarantee a successful and high-quality urban development. The plot is in a prime location with excellent accessibility both by public transport and by road. It stands very close to the station and the Tolpoort shopping street.

The planning provisions admit the execution of a mixed project of 32,150 m². By agreement with Deinze town council, 3D Real Estate and ATENOR plan to develop a high-quality project there that meets the expectations of the town and its inhabitants.



|                |                                                                                           |
|----------------|-------------------------------------------------------------------------------------------|
| Situation      | Tolpoortstraat 40, Deinze, Belgium                                                        |
| Project        | Mixed project: residential units (29,450 m²), retails (2,700 m²) and additional functions |
| Owners         | Dossche Immo SA (50% ATENOR – 50% 3D Real Estate)                                         |
| Architect      | Reiulf Ramstad Architects, URA and B2Ai                                                   |
| Start of works | 3 <sup>rd</sup> quarter 2020                                                              |
| End of works   | 4 <sup>th</sup> quarter 2024                                                              |

# LES BERGES DE L’ARGENTINE

In January 2015, ATENOR acquired the site of the former La Hulpe Paper Mills in order to develop a mixed offices, residential units and shops project. This investment was then complemented by the acquisition of the neighbouring plot, formerly used as a garage, in order to improve the project’s coherence.



- LA HULPE STATION  
300 M AWAY
- CENTRE OF LA HULPE  
500 M AWAY
- PARK OF THE SOLVAY  
DOMAIN 1 KM AWAY
- IN FRONT OF THE LARGE  
POND OF LA HULPE
- BORDERED BY AN AREA  
NATURA 2000

Established in La Hulpe for several years, ATENOR is actively engaged in the vital development of the district while respecting its heritage and historic past. Positioned as an urban developer breathing new life into obsolete districts, ATENOR has made it its mission to convert this old, disused site into a lively, vibrant district.

LES BERGES DE L’ARGENTINE foresees the development of an exemplary mixed project, guaranteeing a natural link between the central district and the station district. Special attention will also be paid to the environment and to green spaces. The park will be completely replanted, restoring the Argentine river to its former state. The architecture will draw its inspiration from the village character of the existing buildings of its surroundings, although using sustainable building techniques.

The first phase of the project involved preserving and renovating the outstanding historic building giving onto the street, to install offices, 4 apartments and an underground car park at the rear. 4,250 m² of flexible, modular spaces on offer to companies looking for a green, atypical

and quality working environment. The permit was issued in January 2017 and the works were provisionally accepted in March 2019. The first leases have been signed.

A second phase, currently in the design stage, involves comprehensively rehabilitating the remainder of the brownfield area, developing 26,600 m² of new apartments there, nestled in the middle of a replanted park. The Single Permit application for this was submitted in July 2019.

In December 2019, ATENOR signed a partnership agreement with L’Immobilière du Cerf, owner of the plot of more than 6 hectares, in order to continue this development by means of a enlarged joint project, ensuring a global vision is accorded to the whole of the 2 plots.

In the long term, ATENOR will thus have transformed the old industrial site of the La Hulpe Paper Mills into a truly sustainable, mixed and intergenerational district, encouraging soft mobility, environmental friendliness and protection of the district heritage.



|                |                                                                                       |
|----------------|---------------------------------------------------------------------------------------|
| Situation      | Rue François Dubois 2, La Hulpe, Belgium                                              |
| Project        | Mixed project: residential units (27,100 m²), retails (400 m²) and offices (4,250 m²) |
| Owner          | ATENOR SA and L’Immobilière du Cerf                                                   |
| Architects     | MDW Architecture                                                                      |
| Start of works | 3 <sup>rd</sup> quarter 2017                                                          |
| End of works   | 3 <sup>rd</sup> quarter 2024                                                          |

# NYSDAM OFFICE PARK

In 1997, ATENOR started, by means of the company HEXATEN SA, to execute an elite Business Park on the exceptional site that is the NYSDAM estate in La Hulpe.

La Hulpe  
BELGIUM



CENTRE OF LA HULPE  
500 M AWAY

CASTLE OF LA HULPE  
2 KM AWAY

LA HULPE STATION  
2.4 KM AWAY

IN THE HEART OF THE PARK  
OF THE SOLVAY DOMAIN

CHARGING STATIONS FOR  
ELECTRIC CARS

Nestled in the heart of a sumptuous green environment located not far from the Château de La Hulpe and the Solvay estate, the NYSDAM OFFICE PARK has the dual advantage of functional proximity to the city and a therapeutic country environment.

Over the years, the site's accessibility has made its fame: the site has a direct bus line connecting it to La Hulpe train station in just 5 minutes, bicycle docks and charging terminals for electric cars. It is also 15 km from Brussels and not far from the ringroad and the E411 motorway.

The NYSDAM OFFICE PARK has over 15,600 m<sup>2</sup> of offices and is formed by 2 wings of 6 to 7 floors which overlook a common ground floor. It is a shining example of a building equipped to meet the requirements of today's businesses. It has recreation rooms, a fitness room and a concierge's office offering a wide range of services. The ground floor, fitted with a vast co-working space, houses "BUZZYNEST", a

business incubator that provides its help and advice to the young start-ups entering the digital sector.

In 2019, the NYSDAM OFFICE PARK underwent several renovations. The entrance hall on the ground floor and several floors have been fully renovated. The building's exterior courtyard has been redesigned and new outdoor car parks built for visitors and deliverers.

At the end of 2019, the NYSDAM OFFICE PARK had a lease rate of 100% and housed high-profile tenants like BDO, Imerys, Taktik, Stantec and ATENOR.

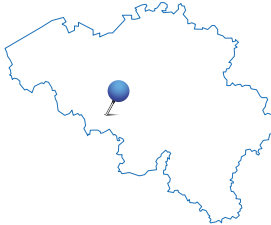


|           |                                         |
|-----------|-----------------------------------------|
| Situation | Avenue Reine Astrid, La Hulpe, Belgium  |
| Project   | Office complex (15,600 m <sup>2</sup> ) |
| Owner     | Hexaten SA (100% ATENOR)                |

# AU FIL DES GRANDS PRES

In August 2012, ATENOR signed an agreement on the acquisition of two parcels of land in the future "Calatrava" station district in Mons. The project aims to develop a new sustainable district including homes, offices and local shops.

Mons  
BELGIUM



BUS STOP  
200 M AWAY

MONS RAILWAY STATION  
300 M AWAY

PARC DE JONCQUOY  
1,2 KM AWAY

MONS CITY CENTRE  
1,2 KM AWAY

Quartiers  
Durables

NZEB  
Nearly Zero Energy Buildings

AU FIL DES GRANDS PRÉS is strategically located in Mons, in a district undergoing major redevelopment, opposite the Grands Prés shopping centre. The site is near to the Imagix cinema complex, the Mons Expo exhibition hall, Ikea and the congress centre designed by the leading architect Daniel Libeskind. The project is also near to the new station being built under the supervision of the architect Calatrava, which will serve as a gateway between this new district and Mons' historic centre.

ATENOR called on the architects firms DDS-Partners, H&V Architecture and A2M and a planning office JNC International to come up with a mainly residential project including a few shops and offices.

AU FIL DES GRANDS PRÉS is determinedly oriented towards sustainable design, with particular emphasis on the building of homes according to strict comfort and energy savings criteria.

The project is divided into two areas, which will be developed in two different phases.

The first phase is composed of 8 residential buildings, construction of the first 4 (C, D, E and F) of which was completed in May 2018. Construction of the following two buildings (A and B) began in December 2016 and was completed at the end of 2019. Finally, the construction of the last two buildings (G and H) started in March 2018 and they should be delivered in August 2020. This project has been a complete commercial success, with the 8 buildings, totally 266 residential units now all (pre-)sold.

Phase 2 of the project concerns the development of over 13,200 m<sup>2</sup> of "Nearly Zero Energy" offices and over 350 apartments. The Single Permit for the office part of the project was issued by the Walloon regional government in November 2019. The first 3 residential buildings (110 apartments) will be passive-certified.



|                     |                                                                                                                               |
|---------------------|-------------------------------------------------------------------------------------------------------------------------------|
| Situation           | Site of Les Grands Prés, district of the future "Calatrava" station, Mons, Belgium                                            |
| Project             | Mixed project: residential units (64,500 m <sup>2</sup> ), offices (13,200 m <sup>2</sup> ) and retails (300 m <sup>2</sup> ) |
| Owner               | Mons Properties SA (100 % ATENOR)                                                                                             |
| Architects          | Holoffe & Vermeersch, DD+, DDS+ and A2M                                                                                       |
| Urban planning firm | JNC International                                                                                                             |
| Start of works      | February 2015 (phase 1)                                                                                                       |
| End of works        | 2024 (phase 2)                                                                                                                |

# LA SUCRERIE

In 2012, ATENOR, together with a multidisciplinary team, won the competition organised by Ath City Council to develop a plot alongside the canal, on the site of the old Sugar Refinery. The project foresees the construction of 5 buildings and the renovation of the old Sugar Refinery.

This obsolete site represented for ATENOR a new opportunity to participate in the renovation of an old industrial site. ATENOR envisaged the development of a mixed project of 183 residential units and 5 shops there, complemented by a crèche of over 500 m².

In the long term, district will be fully renovated and will have quality public areas such as a little square, a public park, pathways and cycle paths. The Sugar Refinery will now have a set of residential units and shops surrounded by private gardens and green public spaces for socialising in peaceful, serene surroundings, just a stone's throw from the city centre.

The site is ideally located very near to the station and to public transport. Its residents now have all the services of the city at their disposal like transport, supermarkets, schools, leisure centres, without suffering from the urban nuisances normally associated with them.

The project was designed by the architects firms DDS & Partners and Holoffe & Vermeersch.

The building works, assigned to the general contractor Dherte SA, started in February 2015 and are being executed in phases. The provisional acceptances of these first four blocks (C1, C2, C3 and B) and the renovation of building A were granted between December 2016 and December 2018.

At the end of December 2019, the total sales came to 85% of the apartments built in the entire project. The commercialisation of the remainder of the apartments is continuing.

At the end of 2019, ATENOR sold the plot on which the last building should be built (building D).



Ath  
BELGIUM

ATH RAILWAY STATION  
200 M AWAY

BUS STOP  
250 M AWAY

ATH CITY CENTRE  
1,2 KM AWAY

ALONG THE CANAL  
BLATON-ATH

|                |                                                                                      |
|----------------|--------------------------------------------------------------------------------------|
| Situation      | Quai de l'entrepôt, Ath, Belgium                                                     |
| Project        | Mixed project: residential units (19,550 m²), retails (450 m²) and a creche (530 m²) |
| Owner          | ATENOR SA                                                                            |
| Architects     | DDS & Partners & Holoffe & Vermeersch                                                |
| Start of works | 1 <sup>st</sup> quarter 2015                                                         |
| End of works   | 4 <sup>th</sup> quarter 2018                                                         |

# NAOS

In July 2016, ATENOR signed a partnership with a group of private investors in order to execute a mixed office and retail project in Belval, in the Grand-Duchy of Luxembourg. The project was sold during construction in December 2018 and delivered in July 2019.

NAOS is located in the Square Mile in Belval, an urban district divided between Sanem and Esch-sur-Alzette districts, in the Grand-Duchy of Luxembourg.

Belval district offers an eclectic mix in terms of work, housing and daily life. This former cradle of the steel industry today gathers businesses, shops, homes, research centres and the University of Luxembourg on the self-same site.

NAOS is a mixed office and retail project, executed by the Luxembourg company "NAOS", formerly 55% owned by ATENOR and 45% by private investors. In December 2018, ATENOR completed the sale of all of its shares to two institutional investors: Ethias and Foyer Assurances.

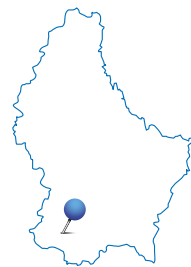
NAOS was designed by the architects firm Beiler François Fritsch and proposes modular office

spaces with the highest standards of architectural design and energy performance. It also benefits from the latest technological advances and from "Excellent" BREEAM environmental certification.

Building works started in June 2017 for a delivery in July 2019.

The occupancy rate of the building currently stands at 95%. Lease contracts have been signed with high-profile tenants like Securex (human resources services), Arhs (Independent group of companies specialising in IT services), A3T (Audit, accounting services and fiscal consultancy firm) and CNPD (The National Data Protection Commission).

Belval  
GRAND DUCHY OF  
LUXEMBOURG



UNIVERSITY OF LUXEMBOURG  
600 M AWAY

BELVAL PLAZA SHOPPING  
CENTER 500 M AWAY

BELVAL RAILWAY STATION  
600 M AWAY

CHARGING STATIONS FOR  
ELECTRIC CARS



|                |                                                                     |
|----------------|---------------------------------------------------------------------|
| Situation      | Boulevard du Jazz 13-15, Belvaux (Sanem), Grand-Duchy of Luxembourg |
| Project        | Mixed project: offices (13,450 m²) and retails (550 m²)             |
| Owner          | NAOS SA                                                             |
| Architects     | Beiler François Fritsch                                             |
| Start of works | July 2017                                                           |
| End of works   | July 2019                                                           |

# TWIST

In July 2017, at the end of an architectural competition issued by AGORA, ATENOR won the project to redevelop lot 46 in the Square Mile district. This plot is located in the new residential and tertiary development area on land divided between the Sanem and Esch-sur-Alzette districts, in the Grand-Duchy of Luxembourg.

After the NAOS project (delivered on 15 July 2019), ATENOR confirmed its position in Belval by acquiring a second plot in this fast-developing area. This new project involves the construction of a mixed building of 15,050 m<sup>2</sup> including offices, residential units, retails and basement car parking spaces.

The TWIST project contributes to breathe life back into the old brownfield area, turning it into a lively urban district with a bright future.

Designed by the firm Steinmetzdemeyer Architectes Urbanistes in Luxembourg, TWIST perfectly meets the aims of the competition in terms of mix and autonomy of functions, sustainability, but also social plurality.

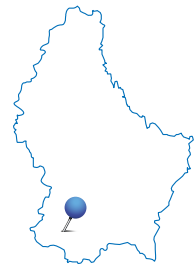
The project is laid out in the form of a block with a base of shops on which a 9-storey residential building will be erected on one side and a 5-storey office building on the other. Two accessible gardens will also be developed on the roof of the residential building and of the retail building.

The building authorisation that will enable works to start is expected in the third quarter of 2020.

This development clearly shows ATENOR desire to continue to develop innovative, large-scale projects on the Belval site in partnership with AGORA, in charge of the urban development of this new district.



Belval  
GRAND DUCHY OF  
LUXEMBOURG



UNIVERSITY OF LUXEMBOURG  
750 M AWAY



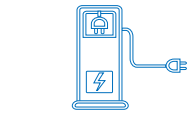
BELVAL PLAZA SHOPPING  
CENTER 600 M AWAY



BELVAL RAILWAY STATION  
1 KM AWAY



BELVAL PARK  
1 KM AWAY



CHARGING STATIONS FOR  
ELECTRIC CARS

|                |                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------|
| Situation      | Boulevard du Jazz, Boulevard de la Recherche, Belvaux (Sanem), Grand-Duchy of Luxembourg                                     |
| Project        | Mixed project: offices (10,100 m <sup>2</sup> ), residential units (4,200 m <sup>2</sup> ) and retails (750 m <sup>2</sup> ) |
| Owner          | ATENOR LUX SA (100% ATENOR)                                                                                                  |
| Architects     | Steinmetzdemeyer Architectes Urbanistes                                                                                      |
| Start of works | 3 <sup>rd</sup> quarter 2020                                                                                                 |
| End of works   | 3 <sup>rd</sup> quarter 2022                                                                                                 |

# SQUARE 42

At the end of an consultation initiated by AGORA, responsible for the urban development of Belval in the Grand-Duchy of Luxembourg, ATENOR was selected for the development of Lot 42, located in the Central Square, on land belonging to Esch-sur-Alzette municipality.

Rebaptised SQUARE 42 due to its location, this third ATENOR project in Belval is very close to the NAOS (14,000 m<sup>2</sup>) and TWIST (15,050 m<sup>2</sup>) buildings. It foresees the development of a mixed building composed of 20,350 m<sup>2</sup> of offices and 1,250 m<sup>2</sup> of retails.

The plot location is both unique and strategic. It is ideally situated at the crossroads of the “Main Office Boulevard”, Porte de France and the future “Main Pedestrian Shopping Street”, which cuts through the Central Square.

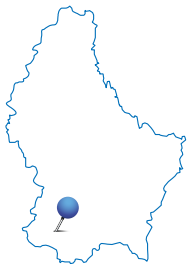
This lively and contemporary environment will provide this new building with a mix and a diversity of functions gathered in the heart of an urban centre surrounded by a pedestrian precinct and quality green spaces.

The project proposed by ATENOR has stood out due to its urban planning and architectural qualities. It meets sustainability objectives and also those regarding the flexible layout of big office floors.

This new project marks ATENOR desire to contribute, in partnership with AGORA, to the development of original, large-scale property projects on the Belval site.



Belval  
GRAND DUCHY OF  
LUXEMBOURG



UNIVERSITY OF LUXEMBOURG  
200 M AWAY



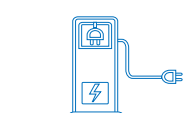
BELVAL PLAZA SHOPPING  
CENTER 500 M AWAY



BELVAL RAILWAY STATION  
650 M AWAY



BELVAL PARK  
2 KM AWAY



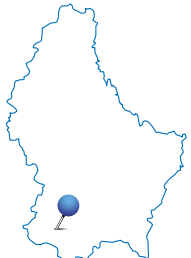
CHARGING STATIONS FOR  
ELECTRIC CARS

|                |                                                                                      |
|----------------|--------------------------------------------------------------------------------------|
| Situation      | Porte de France, Boulevard des Lumières, Esch-sur-Alzette, Grand-Duchy of Luxembourg |
| Project        | Mixed project: offices (20,350 m <sup>2</sup> ) and retails (1,250 m <sup>2</sup> )  |
| Owner          | SQUARE 42 SA (100% ATENOR)                                                           |
| Architects     | A2M and Moreno Architecture                                                          |
| Start of works | 2021                                                                                 |
| End of works   | 2023                                                                                 |

# LANKELZ

In July 2019, ATENOR and Tracol Immo signed a partnership agreement for the acquisition of a plot in Esch-sur-Alzette with a development potential of around 68,000 m².

**Belval**  
GRAND DUCHY OF LUXEMBOURG

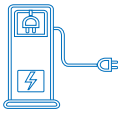


  
UNIVERSITY OF LUXEMBOURG  
2 KM AWAY

  
SPELLHAUS PARK LAVAL  
2 KM AWAY

  
BELVAL PLAZA SHOPPING CENTER 3 KM AWAY

  
ESCH-SUR-ALZETTE RAILWAY STATION  
3 KM AWAY

  
CHARGING STATIONS FOR ELECTRIC CARS

This new large-scale project has excellent visibility. It is located at the crossroads of the new city approach road and the A4 motorway linking Esch-sur-Alzette to the Luxembourg capital.

The project foresees the mixed development of 12,000 m² of offices, 10,400 m² of retails, 38,900 m² of residential units and 6,550 m² allocated to Esch-sur-Alzette municipality for the building of quality public areas and infrastructures including a sports hall and a sports museum.

While the residential part will have 355 units, the office part will offer innovative areas equipped with the very latest technologies. The site will also offer a wide range of shops, restaurants, leisure and recreation areas.

The application for the building permit is scheduled for the third quarter of 2020.

Combining all the benefits and amenities of large cities, this project aims to be avant-garde and innovative.

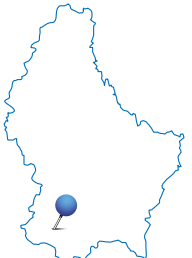


|                |                                                                                                                         |
|----------------|-------------------------------------------------------------------------------------------------------------------------|
| Situation      | Rue Jos Kieffer, Esch-sur-Alzette, Grand-Duchy of Luxembourg                                                            |
| Project        | Mixed project: residential units (38,900 m²), offices (12,000 m²), retails (10,400 m²) and public facilities (6,550 m²) |
| Owner          | ATENOR LUX SA & Tracol Immo SA                                                                                          |
| Architects     | Willotte & associates and W/W+                                                                                          |
| Start of works | 1 <sup>st</sup> quarter 2021                                                                                            |
| End of works   | 1 <sup>st</sup> quarter 2026                                                                                            |

# BUZZCITY

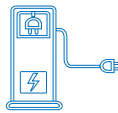
In November 2017, ATENOR acquired a plot in the “Am Bann” Activity Area in Leudelange, in order to build a “new-generation” office complex of around 16,800 m².

**Belval**  
GRAND DUCHY OF LUXEMBOURG



  
LEUDELANGE STATION  
4 KM AWAY

  
LUXEMBOURG  
7 KM AWAY

  
CHARGING STATIONS FOR ELECTRIC CARS

Already present in the city of Luxembourg and Belval, ATENOR selected Leudelange and more specifically the “Am Bann” Activity Area to confirm its position in the Grand-Duchy of Luxembourg.

Located in one of the city of Luxembourg economic expansion areas, the BUZZCITY project is in a strategic position for companies wanting to set up in or expand to the Grand-Duchy of Luxembourg and draw the talents of tomorrow. It is right next to the Croix de Cessange interchange (A4 and A6 motorways), just a few minutes from the Luxembourg capital, accessible from Belgium, France and Germany.

The design of the project has been assigned to the joint venture of the architects firms E.urbain and Jaspers-Eyers & Partners. The project’s four buildings will have contemporary architecture and will communicate with each other by indoor and outdoor walkways so as to provide the utmost flexibility.



|                |                                                                 |
|----------------|-----------------------------------------------------------------|
| Situation      | Rue Jean Fischbach 19-23, Leudelange, Grand-Duchy of Luxembourg |
| Project        | Mixed project: offices (16,550 m²) and retails (250 m²)         |
| Owner          | FIDENTIA BELUX INVESTMENTS                                      |
| Architects     | AM E.urbain and Jaspers-Eyers & Partners                        |
| Start of works | 2 <sup>nd</sup> quarter 2019                                    |
| End of works   | 2 <sup>nd</sup> quarter 2021                                    |

# COM'UNITY

In July 2017, ATENOR acquired, through a French subsidiary, its first site in Paris region. The COM'UNITY project symbolises ATENOR entry into the French market.

COM'UNITY enjoys a strategic location and exceptional accessibility. It stands in the heart of the Péri-Défense market in Paris, in Bezons. The site is easily accessible by public transport and by road. It is also near to the A86 motorway exit, a stone's throw from the T2 tram line, 12 minutes from La Défense and 25 minutes from the Place de l'Etoile.

On its acquisition by ATENOR from Sequano Aménagement, the site had a permit for the development of a surface area of 32,500 m². In November 2017, ATENOR submitted a new permit application in order to upgrade the building in sustainable development terms. This was issued in February 2018, increasing the development surface area to 33,800 m² of offices. To promote soft mobility, 198 bicycle spaces are also planned.

The project is being executed in partnership with HRO, the French Project Management company. Over the last 20 years, HRO has developed nearly 600,000 m² mainly in the Péri-Défense sector.

The project architecture is care of the high-profile studio Skidmore, Owings and Merrill (SOM), architects of the One World Center in New York and the Burj Khalifa in Dubai, associated with the

Paris firm SRA-Architects. The interior decoration has been assigned to the Alberto Pinto studio.

COM'UNITY is designed to meet the the new expectations of working life about the flexibility and density of occupation of the office floors. Another highlight is the services provided for users. COM'UNITY will have a number of terraces available, a cafeteria, a brasserie and a restaurant, all independent, affording private access to an 800 m² landscaped garden, a 171-seat auditorium, with lounges for the use of site users, a conciergerie, a fitness room equipped with a sauna and a hammam. The ground floor of the building also has a space of 500 m² dedicated to general public (classified as an ERP - public establishment). This will not fail to attract the Péri-Défense market interest for large new buildings, with high energy performance, in a high-quality setting, at very competitive prices.

Building works officially started with the "foundation stone laying" ceremony in October 2018. The building is scheduled to be delivered in the third quarter of 2021.



|                |                                                         |
|----------------|---------------------------------------------------------|
| Situation      | Rue Emile Zola 1, Bezons, Bezons (Paris Region), France |
| Project        | Office building (33,800 m² including 500 m² of ERP)     |
| Owners         | BDS Une Fois SAS (99% Atenor and 1% HRO)                |
| Architects     | SRA / SOM                                               |
| Start of works | October 2018                                            |
| End of works   | 3 <sup>rd</sup> quarter 2021                            |

# U'MAN

As a prolongation of COM'UNITY, in October 2018 ATENOR got hold of a second plot at the edge of the Seine. This new investment confirms ATENOR presence in the Paris region and in the French market.

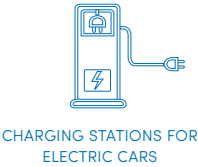
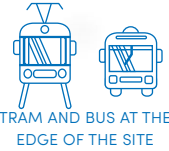
The U'MAN project foresees the development of 23,150 m² of offices including 2,300 m² of floor area devoted to services. 169 bicycle spaces are also planned to encourage gentle mobility.

U'MAN is designed to meet the new expectations of the work market. It will have terraces on all levels, a 2,200 m² landscape garden directly accessible from the ground-floor patio, a co-working cafeteria space, meeting rooms, a top-of-the-range restaurant, a conciergerie and a fitness room with sauna and hammam. The building will also have a space of 500 m² dedicated to the general public (classified as an ERP - public establishment).

The plot was acquired by signing a Unilateral Promise of Sale subject to obtaining the building permit. The building permit was obtained and finalized in July 2019.

To ensure a harmonious development of the site, in parallel with that of the COM'UNITY project, the design of U'MAN was once again assigned to the Skidmore, Owings and Merrill studio in association with the Parisian firm SRA-Architects and the Alberto Pinto firm for the interior decoration.

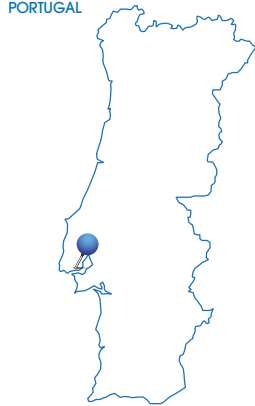
The aim of this project is to complement the COM'UNITY offer by creating a new business hub.



|                |                                                     |
|----------------|-----------------------------------------------------|
| Situation      | Rue Jean Jaurès, Bezons (Paris Region), France      |
| Project        | Office building (23,150 m² including 500 m² of ERP) |
| Owner          | BDS Deux Fois SAS (100% ATENOR)                     |
| Architects     | SRA / SOM                                           |
| Start of works | 3 <sup>rd</sup> quarter 2021                        |
| End of works   | 4 <sup>rd</sup> quarter 2022                        |

VERDE

Lisbon  
PORTUGAL

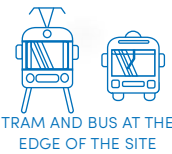


In May 2019, ATENOR acquired a plot in the centre of Lisbon, marking its first steps in the Portuguese market. This plot should house the development of a mixed office and shops development of approximately 30,000 m².

This first acquisition at the heart of the Portuguese capital is located in the centre of the old Universal Exhibition of 1998, now called Park Of Nations.

The Park of Nations is a contemporary, lively and multifunctional district including residential units, concert and exhibition halls, shops, pedestrian pathways, restaurants, cultural spaces, etc. All these functions are linked together by a number of gardens and quality outdoor spaces often offering views on the Tagus.

Ideally located in the heart of this new urban district, the VERDE project has excellent public transport connections (bus, underground and train) to and from Lisbon city centre and the rest of the country. It is also 15 minutes by car from Lisbon international airport and 10 minutes' walk from the "Centro Vasco da Gama", one of the city's most attractive shopping centres.



TRAM AND BUS AT THE  
EDGE OF THE SITE



SHOPPING CENTRE  
CENTRO VASCO DA GAMA  
10 MIN. WALK



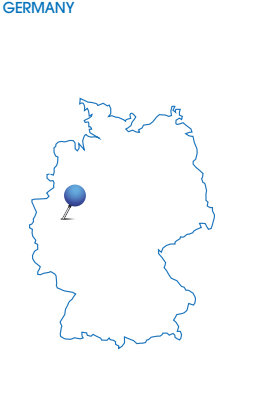
NEXT TO AN  
UNDERGROUND STATION



|                |                                                                                              |
|----------------|----------------------------------------------------------------------------------------------|
| Situation      | Avenue Mediterrâneo, Avenue Dom João II, Avenue Ulisses et Passeio Báltico, Lisbon, Portugal |
| Project        | Mixed project: offices (27,850 m²) and retails (1,250 m²)                                    |
| Owner          | ATENOR SA                                                                                    |
| Architects     | S+A and A2M                                                                                  |
| Start of works | 2020                                                                                         |
| End of works   | 2022                                                                                         |

AM WEHRHAHN

Düsseldorf  
GERMANY



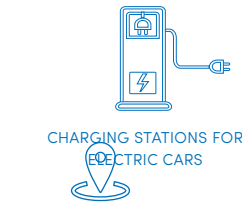
In November 2018, ATENOR entered the German market and acquired, through a new subsidiary, a plot in the heart of Düsseldorf.

With its 600,000 inhabitants, Düsseldorf is not only considered the administrative capital of North Rhine-Westphalia, but also the industrial and financial capital of this flourishing region.

The AM WEHRHAHN project enjoys an excellent location. It is located on one of the major roads in the city centre, almost next to an underground station, affording access on foot to the famous Königsallee shopping street.

The site currently houses a supermarket of approximately 700 m² leased to "REWE", one of the German market leaders, with whom a new 15-year lease has already been signed.

The project, which already has a permit, will involve the renovation of the supermarket and the building of 33 residential units and parking spaces. In the long run, it should total 2,900 m² residential units and 1,350 m² of retail floor area.



CHARGING STATIONS FOR  
ELECTRIC CARS

DÜSSELDORF CITY CENTRE  
2 KM AWAY



PAVILLON HOFGARTEN  
1 KM AWAY

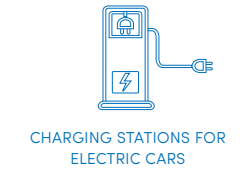


|                |                                                          |
|----------------|----------------------------------------------------------|
| Situation      | Am Wehrhahn 43, Düsseldorf, Germany                      |
| Project        | Mixed project: offices (2,900 m²) and retails (1,350 m²) |
| Owner          | Wehrhahn Estate SA (100% ATENOR)                         |
| Architects     | Mielke + Scharff Architekten                             |
| Start of works | 1 <sup>st</sup> quarter 2020                             |
| End of works   | 3 <sup>rd</sup> quarter 2021                             |

# UNIVERSITY BUSINESS CENTER

**Warsaw**  
POLAND

In February 2018, ATENOR signed, through its new Polish subsidiary, a pre-agreement on the acquisition of long-term lease rights for two office buildings in Warsaw. This new project will develop a minimum of 56,800 m<sup>2</sup> of offices.



Poland represented the logical continuation of ATENOR development in Central Europe, a region currently experiencing an economic boom. True to its location criteria, ATENOR then opted for a district to be redeveloped to take its first steps on the Polish market.

The two office buildings well known as the UNIVERSITY BUSINESS CENTER are located in the Służewiec district, close to the University of Warsaw. This district is considered a dynamic and growing environment.

The UNIVERSITY BUSINESS CENTER project is part of the Masterplan initiated by the University and offers land use planning which represents a significant improvement in the direct surroundings of the two buildings.

The first building (UBC 1) is intended to be demolished to make way for a new, larger office building offering an open and flexible working environment, adapted to new working methods. The process of obtaining permits for the demolition and reconstruction of the building is underway, with the start of works expected in 2021.



|                |                                               |
|----------------|-----------------------------------------------|
| Location       | Szturmowa 2B, Warsaw, Poland                  |
| Project        | Office buildings (56,800 m <sup>2</sup> )     |
| Owner          | Haverhill Investments sp z.o.o. (100% ATENOR) |
| Architect      | Grupa 5                                       |
| Start of works | 2021                                          |
| End of works   | 2024                                          |

# FORT 7



In May 2019, ATENOR ventured on a major project with the acquisition of land of exceptional size, close to the CHOPIN airport in Warsaw. The objective is to develop a mixed project of around 250,000 m<sup>2</sup>.

ATENOR has concluded, via a new Polish subsidiary, an agreement to acquire one of the largest plots still available within the city limits of Warsaw.

The layout of the zoning conditions authorizes the construction of over 250,000 m<sup>2</sup> which will be mainly devoted to the development of offices and retails. A study is underway concerning the possible allocation of a part of the surfaces to residential units.

The site has an excellent connection to public transport. It is located in close proximity to 5 bus lines and the airport bus station. The two other closest stations are also easily accessible by foot. The site also has an access point directly linked to the motorway leading to the ring road and the main motorway network.

This major development is located at the entrance to the airport-city centre axis. This

“Business Corridor” is set to impose itself on the Warsaw real estate map. It is targeted by companies looking for a financially affordable and efficient alternative in terms of mobility for their establishment.

The Warsaw real estate market is the largest and most active in Central Europe. Both through the development of multinationals and the growth of domestic demand, the rental of quality office space has been supported for several years.

At the end of September 2019, an architectural competition was launched for the urban design of the site. In February 2020, ATENOR announced the selection of the architects office JEMS Architekci.

This project is a new opportunity for ATENOR to assert its position in a very attractive Central European market.



|                |                                                                                    |
|----------------|------------------------------------------------------------------------------------|
| Location       | Jamesa Gordona Bennetta 12, Warsaw, Poland                                         |
| Project        | Mixed-use : offices (220,000 m <sup>2</sup> ) and retails (30,000 m <sup>2</sup> ) |
| Owners         | Brookfort Investments sp z.o.o (100% ATENOR)                                       |
| Architect      | JEMS Architekci                                                                    |
| Start of works | 2021                                                                               |
| End of works   | 2029                                                                               |

# VACI GREENS

Budapest  
HUNGARY

VACI GREENS is the first project developed by ATENOR in the heart of Budapest. Located along the Boulevard Vaci Ut, this complex of 6 office buildings of over 120,000 m² has quickly become the “success story” of the Hungarian market.

VACI GREENS benefits from a magnificent location in the heart of the Vaci Corridor, one of the most dynamic business districts of the Hungarian capital. It is close to the Danube, the Duna Plaza Shopping Center, Gyöngyösi Street underground station and the capital entrance routes. It is thus easily accessible by car and by public transport.

Its optimal location, its high level of technical quality, the flexibility of its spaces, the multitude and diversity of the services offered make VACI GREENS a pioneer in the office market in Budapest. The complex has notably been recognized as the first real estate complex in the Hungarian capital to obtain “Excellent” BREEAM certification. The buildings have also obtained several “International Real Estate awards”.

VACI GREENS is carried out in phases and is composed of 6 buildings: VACI GREENS A, B, C, D, E and F.

In February 2017, the first building (VACI GREENS A) was sold to a group of Hungarian investors. Completed in September 2013, the building is fully leased to various internationally renowned companies.

The second building (VACI GREENS C) completed in June 2015 is fully let to General Electric. In December 2016, this building was sold to the Czech investment fund ZFP realitni, managed by ZFP Investments.

The third building (VACI GREENS B), whose construction was completed in March 2016, was sold a year later to a Hungarian real estate fund.

The fourth building (VACI GREENS D) was delivered in the first quarter of 2018. It had been the subject of a sales agreement in a future state

of completion at the end of 2017. This building hosts renowned tenants such as Unilever, Aon and Atos as well as the European Business Service Center division of Ford.

In April 2018, ATENOR obtained the urban planning permit relating to the last two blocks (E and F), thus allowing construction and commercialisation to start.

The fifth building (VACI GREENS E), whose superstructure work is in progress, was sold at the end of 2019 to a Hungarian private fund constituted by the company MEFG Zrt. Delivery is scheduled for the end of 2020 and negotiations are underway for the rental of the space.

Finally, the sixth and last building (VACI GREENS F), whose delivery is scheduled for mid-2020, is 60% leased. In November 2019, ATENOR concluded a rental agreement for a surface area of 5,200 m² with Intrum Justitia, one of the largest international debt management and recovery companies. Intrum Justitia joins NN Assurances and Sanofi, occupying an area of 5,500 m² and 3,700 m² respectively. Contacts are underway with a view to the sale of this last building.



|                |                                                                     |                                                                      |
|----------------|---------------------------------------------------------------------|----------------------------------------------------------------------|
| Location       | Váci út, Budapest, Hungary                                          |                                                                      |
| Project        | Complex of 6 independent office buildings                           |                                                                      |
| Owner          | City Tower KFT (100 % ATENOR) for buildings E and F                 |                                                                      |
| Architects     | TIBA Építész Studio KFT (Budapest) et Vikar & Lukacs KFT (Budapest) |                                                                      |
| Start of works | January 2011                                                        |                                                                      |
| End of works   | Building 1 – A : finished in the 3 <sup>rd</sup> quarter 2013       | Building 4 – D : finished in the 1 <sup>st</sup> quarter 2018        |
|                | Building 2 – C : finished in the 2 <sup>d</sup> quarter 2015        | Building 5 – E : delivery scheduled for 3 <sup>rd</sup> quarter 2020 |
|                | Building 3 – B : finished in the 1 <sup>st</sup> quarter 2016       | Building 6 – F : delivery scheduled for 2 <sup>d</sup> quarter 2020  |

# ARENA BUSINESS CAMPUS

Budapest  
HUNGARY

At the end of August 2017, ATENOR acquired a parcel located on Boulevard Hungária, in the centre of Budapest. ATENOR plans to develop a campus of four buildings totalling more than 80,000 m².

This office campus benefits from a very good location. It is located along Hungária Boulevard, one of the main roads in Budapest, connecting the city center to the airport. The site is in the immediate vicinity of public transport (tram, bus, metro) and shops catering to office workers.

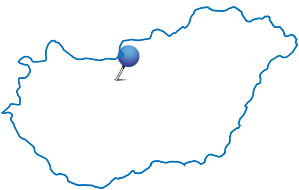
The project involves the phased construction of a modern campus of 4 office buildings complemented by quality commercial space.

Designed as a real small neighbourhood in the city, ARENA BUSINESS CAMPUS stands out for its architectural excellence and audacity. The buildings will be linked together by pedestrian bridges and outdoor walks. Outdoor spaces, covered areas and green spaces will also be designed to foster collaboration, creativity and productivity.

All of the building permits for buildings A B, C and D were obtained during 2018.

The construction works of building A are in progress with a delivery scheduled for the second quarter of 2020, and the foundation works of building B started in October 2019.

Lease contracts have already been signed for areas of building A under construction. ARENA BUSINESS CAMPUS will also host the companies Emerson and Freshland. Negotiations are underway for the rental of the other areas.



TRAM 25 M AWAY



TROLLEYBUS 90 M AWAY



METRO 300 M AWAY



RAILWAY STATION  
2.5 KM AWAY



BUDAPEST CITY CENTRE  
3.5 KM AWAY



CHARGING STATIONS FOR  
ELECTRIC CARS

access4you



|                |                                                                      |                                                                      |
|----------------|----------------------------------------------------------------------|----------------------------------------------------------------------|
| Location       | Hungária krt, Budapest, Hungary                                      |                                                                      |
| Project        | Mixed-use : offices (74,300 m²) and retails (6,100 m²)               |                                                                      |
| Owner          | Hungaria Greens KFT (100% ATENOR)                                    |                                                                      |
| Architects     | Vikar & Lukacs                                                       |                                                                      |
| Start of works | 4 <sup>th</sup> quarter 2018                                         |                                                                      |
| End of works   | Building 1 – A : delivery scheduled for 2 <sup>nd</sup> quarter 2020 | Building 3 – C : delivery scheduled for 2 <sup>nd</sup> quarter 2022 |
|                | Building 2 – B : delivery scheduled for 2 <sup>nd</sup> quarter 2021 | Building 4 – D : delivery scheduled for 2 <sup>nd</sup> quarter 2023 |

# ROSEVILLE

In March 2019, ATENOR acquired, through its Hungarian subsidiary, 8 plots in district 3 in Budapest in order to develop an office building of approximately 16,150 m².

This new office project will provide a three-storey building complemented by an underground car park on two levels. The Artonic Design team was appointed architect to develop an innovative project which will meet the “Excellent” BREEAM certification criteria. The end of the acquisition process is scheduled for the second quarter of 2020.

The plots are in the middle of district 3, stretching along the Danube. Known as Óbuda , district 3 has drawn the attention of the European Union which recently financed the renovation of the area surrounding the site, as part of the “Óbuda Promenade” project, finished in 2017.

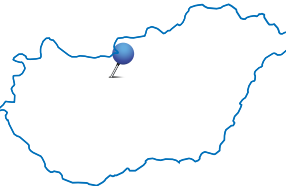
Located 300 metres from the ‘Új Udvar’ (‘New Court’) shopping centre, the site is easily accessible by public transport and by road.

Thanks to the recently built Arpad bridge and Megyeri bridge, the city centre and the M0-M3 motorways are just minutes away by car. The area is also well served by bus and tram lines.

The location is one of the main competitive benefits of this site, which is already attracting prospective tenants.

The demolition permit was obtained in May 2019 and the two existing buildings on plots 82 and 84 of Rue Becsí have been demolished. The building permit application is scheduled for the second quarter of 2020, to allow works to start on the foundations during the second quarter of 2020.







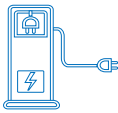
TRAM AT THE EDGE OF THE SITE



‘ÚJ UDVAR’ SHOPPING CENTER  
300 M AWAY



ARPAD BRIDGE  
2 KM AWAY



CHARGING STATIONS FOR ELECTRIC CARS



|                |                                                           |
|----------------|-----------------------------------------------------------|
| Situation      | Rue Becsí 68–84, Budapest, Hungary                        |
| Project        | Mixed project: offices (12,000 m²) and retails (4,150 m²) |
| Owner          | Bécsi Greens KFT (100% ATENOR)                            |
| Architect      | Artonic Design                                            |
| Start of works | 2 <sup>nd</sup> quarter 2020                              |
| End of works   | 4 <sup>th</sup> quarter 2021                              |

# BAKERSTREET

In July 2019, ATENOR acquired a new site in the 11th District of Budapest. This new project located at the heart of this buoyant district provides for the development of 18,750 m² of offices and retails.

The old bakery site will soon give birth to an «A +» category office building offering environmentally friendly solutions. The project will offer a mix of offices and retails with underground parking, an indoor garden and numerous terraces.

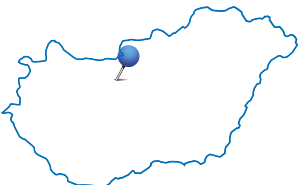
It enjoys an ideal location in the district of South Buda, one of the best known areas of Budapest due to the proximity of universities, its ease of access and the large number of green areas.

Accessibility is one of the major assets of the site. It is served by the new metro line 4, a new tram and bus network and is directly connected to the M1 and M7 motorways. The district is constantly developing thanks to the growing number of services such as shopping centres, restaurants, cafes, sports and leisure facilities.

This site is only 400 meters from the Újbuda shopping centre and 700 meters from the Danube. Thanks to the proximity of the Rákóczi bridge, the city centre and the districts of southern Pest can be reached fairly quickly.

At the end of October 2019, the Artonic Design team was designed as architect to begin the design of the project.

The demolition permit application is expected for January 2020 and will be followed by the introduction of a building permit during the second quarter of 2020.





TRAM AT THE EDGE OF THE SITE



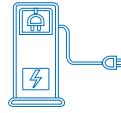
TRAM AND BUS  
400 M AWAY



ÚJBUDA SHOPPING CENTER  
400 M AWAY



METRO 1,2 KM AWAY



CHARGING STATIONS FOR ELECTRIC CARS

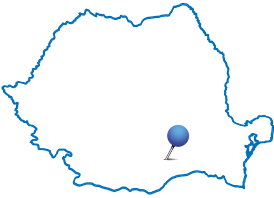




|               |                                                        |
|---------------|--------------------------------------------------------|
| Location      | Hengermalom út 18, Budapest, Hungary                   |
| Project       | Mixed-use : offices (16,650 m²) and retails (2,100 m²) |
| Owner         | Szerémi Greens KFT (100% ATENOR)                       |
| Architect     | Artonic Design                                         |
| Start of work | 4 <sup>th</sup> quarter 2020                           |
| End of work   | 3 <sup>rd</sup> quarter 2022                           |

# HERMES BUSINESS CAMPUS

In 2010, ATENOR entered the Romanian market with an ambitious project of approximately 75,200 m<sup>2</sup> in the heart of the Dimitrie Pompeiu business district in Bucharest. This project is a true Romanian success and also one of ATENOR flagship developments.



HERMES BUSINESS CAMPUS is a mixed office and retail project located in District 2 in Bucharest, in the heart of the Dimitrie Pompeiu business district. Standing one of the busiest administrative and retail areas in the Romanian capital, the complex is easily accessible by public transport.

Apart from this strategic location, the three buildings perfectly meet the requirements of Romanian and international companies. Due to their size, their flexibility and their technical qualities, these office buildings are highly coveted by high-profile international tenants.

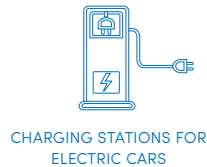
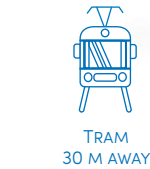
The planning permit was obtained in January 2010, enabling the Romanian company NGY Properties Investment (100% ATENOR subsidiary) to start work on the buildings. The three office buildings (HBC 1, HBC 2 and HBC 3) were executed by phase and construction works started in 2010, 2014 and 2015 respectively.

The two buildings HBC 1 and HBC 2, completed in March 2014 and March 2016, are today fully leased to renowned tenants such as DB Schenker, Luxoft, Lavalin, Mondelez, the Dutch embassy, Xerox, etc.

The last HBC 3 building was completed in December 2016. It is currently occupied entirely by Genpact, world “business processes” leader, for at least the next eight years.

The leasing success encountered by HERMES BUSINESS CAMPUS confirms that the project is well adapted to the demands of the Romanian market.

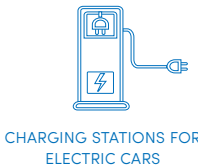
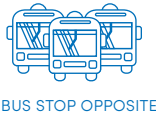
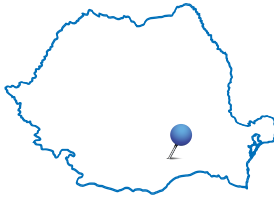
ATENOR intends to sell the buildings to an international investor.



|                    |                                                                                       |
|--------------------|---------------------------------------------------------------------------------------|
| Situation          | Boulevard Dimitrie Pompeiu 5-7, Bucharest, Romania                                    |
| Project            | Complex of 3 office buildings (75,200 m <sup>2</sup> )                                |
| Owner              | NGY Properties Investment SRL (25% ATENOR and 75% AG Central Europe SA (100% ATENOR)) |
| Architect          | WEST GROUP ARCHITECTURE SRL                                                           |
| General contractor | Octagon SA                                                                            |
| Start of works     | During 2010 (HBC 1) - During 2014 (HBC 2) - During 2015 (HBC 3)                       |
| End of works       | March 2014 (HBC 1) - March 2016 (HBC 2) - December 2016 (HBC 3)                       |

# DACIA 1

In July 2016, ATENOR acquired two adjoining plots in the heart of Bucharest in order to develop a new office building there. The exceptional location of this site in the historic city centre is without a doubt a major asset in a still very active lease market.



This plot is located at the intersection of two main roads, the Boulevard Dacia and the Calea Victoriei. The latter links the seat of the Romanian government to the parliament and is considered one of the most popular shopping avenues.

Due to its unique central position, the project is particularly well served by public transport and enjoys all the conveniences and attractions of Bucharest historic city centre.

The project includes two different buildings: a new office space and a historic listed villa, complemented by a theatre whose façade is also protected.

The historic monument dating from 1880, for which a renovation permit was obtained in the fourth quarter of 2018, will be restored to its original style complemented by developments that serve to improve the interior space. Works are in progress and the villa has already been leased in future state of completion to Noerr Romania, the local branch of the German legal and tax consultants.

Next to this renovation, ATENOR will build another building of class A office spaces. This new building will meet the highest energy performance standards and will fit harmoniously into the Bucharest historic centre environment. This new building has been fully pre-leased in future state of completion to ING Tech, ING software development centre, for a 10-year period.

The building permit for this new component of the project was obtained in January 2020 and works are scheduled to start in the first quarter of 2020.

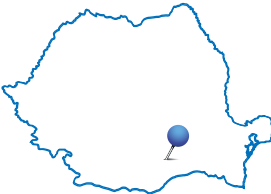
ATENOR has observed that the excellent performance of the Romanian economy has had a positive impact on the property market of its capital. Confident about this market vitality and performance, ATENOR is pursuing its contacts with investors with a view to the sale of the project.



|                |                                                                                    |
|----------------|------------------------------------------------------------------------------------|
| Situation      | At the junction of the Calea Victoriei and Boulevard Dacia, CBD, Budapest, Romania |
| Project        | Mixed project: offices (15,950 m <sup>2</sup> ) and retails (350 m <sup>2</sup> )  |
| Owner          | Victoriei 174 Business Development SRL (100 % ATENOR)                              |
| Architect      | Studio 10M (Bucharest)                                                             |
| Start of works | 4 <sup>th</sup> quarter 2018                                                       |
| End of works   | 3 <sup>rd</sup> quarter 2021                                                       |

# @EXPO

At the end of 2017, ATENOR acquired, through its Romanian subsidiary, a plot to the northwest of Bucharest. The aim is to develop an office complex of approximately 54,700 m² above ground.



Confident about the Romanian market potential, ATENOR launched the development of a third project in Romania, on the “Expozitiei / Piata Presei Libere” site, just opposite Romexpo.

Baptised @EXPO, due to its location, the project foresees the development of three office buildings of a total floor area of 54,700 m². This new large-scale project once again demonstrates ATENOR desire to continue to develop innovative real estate projects.

Thanks to its high-performance architecture and its eco-design, the complex will meet the strictest sustainability standards to obtain the “Excellent” BREEAM certification. It should use innovative technologies enabling it to reduce operating costs and increase occupants’ comfort.

The site is also easily accessible, both by public transport and by road. @EXPO is quickly and effectively connected to the rest of the city by the numerous tram and underground lines. The future underground line, which will link Bucharest main station to the Henri Coanda international

airport will have a station a short walk from the site. From @EXPO it is possible to get to the city centre or the airport by car in less than 15 minutes.

The building permit was obtained in December 2019.

Works began in January 2020, following completion of the RFQ procedure for specialised contractors (special foundations) and the general contractor issued to all reputed local and international companies with a presence in the Romanian building market.

Designed to meet the demands of the Romanian market and satisfy the high demand for leases, the @EXPO project has already attracted the interest of high-profile tenants. A rental contract concerning 4,800 m² was signed in December 2019 with Gameloft®, the video game developer and publisher, belonging to the Vivendi group. Negotiations are in progress for the signing of a lease contracts with other tenants.



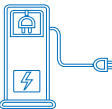
BUS STOP  
OPPOSITE THE SITE



FUTURE UNDERGROUND  
500 M AWAY



NORTH STATION  
3 KM AWAY

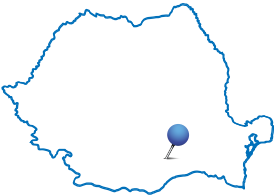


CHARGING STATIONS FOR  
ELECTRIC CARS

|                |                                                         |
|----------------|---------------------------------------------------------|
| Situation      | Avenue Expozitiei, Bucharest, Romania                   |
| Project        | Mixed project: offices (53,750 m²) and retails (950 m²) |
| Owner          | NOR Real Estate SRL (100% ATENOR)                       |
| Architect      | Urban Office and Blue Project                           |
| Start of works | 1 <sup>st</sup> quarter 2020                            |
| End of works   | 2 <sup>nd</sup> quarter 2022                            |

# UP-SITE BUCHAREST

In late 2018, ATENOR acquired, through a new Romanian subsidiary, a plot located in the heart of the Floreasca/Vacarescu district in Romania. The project foresees the development of 29,300m² of residential units and 1,950m² of retails.



Active on the Bucharest office market for several years, ATENOR has taken its first steps in the residential property market in central Europe by acquiring this fourth Romanian project. Baptised “UP-SITE BUCHAREST” in reference to the flagship UP-SITE tower project in Brussels, this new project will offer 270 apartments.

The planning certificate obtained has given the green light to a residential complex of two buildings of 12 and 25 floors complemented by retail and service spaces on the ground and 1st floors.

The “design description” proposed has been approved and special attention has been paid to the technical specifications in order to remain competitive, but also to reflect ATENOR positioning focusing on quality residential products.

The Spanish architects Bueso-Inchausti & Rein Arquitectos will ensure, through their local representatives, that the project is implemented in accordance with Romanian law and regulations.

The site is exceptionally well located between the lake Floreasca, recently redeveloped, and the underground station Aurel Vlaicu, 200 metres away from one of Bucharest best known shopping centres (Promenada).

This new investment is the logical continuation of ATENOR highly successful campaign in Central Europe over more than ten years. The excellent performance of the Romanian economy and the high demand for quality residential were among the reasons for this acquisition.

The local team has completed the commercialisation plans for the apartments and adapted the architectural drawings. The urban planning certificate application procedures are in progress with a view to submitting a building permit application in the first quarter of 2020.



SHOPPING MALS  
PROMENADA  
200 M AWAY



FLOREASCA LAKE  
200 M AWAY



AUREL VLAICU METRO  
STATION 450 M AWAY



|                |                                                                     |
|----------------|---------------------------------------------------------------------|
| Situation      | Floreasca/Vacarescu, Bucharest, Romania                             |
| Project        | Mixed project: residential units (29,300 m²) and retails (1,950 m²) |
| Owner          | NOR Residential Solutions SRL (100% ATENOR)                         |
| Architects     | Bueso-Inchausti & Rein Arquitectos                                  |
| Start of works | 2 <sup>nd</sup> quarter 2020                                        |
| End of works   | 2 <sup>nd</sup> quarter 2022                                        |

# CORPORATE GOVERNANCE STATEMENT

VERDE  
Lisbon,  
Portugal



In its capacity as a listed company, ATENOR attaches major importance to the principles of Corporate Governance aimed at establishing clear rules for its administration, organization and management in the interests of all stakeholders. These principles provide stakeholders and the market in general with a guarantee of reliability and transparency of the communicated information.

THE REFERENCE CODE

ATENOR applies the principles of Corporate Governance published in the Belgian Corporate Governance (hereafter the “ Code ”), which it has adopted as a reference code.

The corporate governance is available on the website of ATENOR (www.atenor.eu).

The Belgian Corporate Governance Code was reviewed in 2019 ; this new version of the Code, named Belgian Corporate Governance Code 2020 (the « Code 2020 ») applies to ATENOR from the beginning of the year starting from 1 January 2020. In order to conform to the Code 2020, ATENOR has updated its corporate governance charter in March 2020. As the present section covers the financial year ending on 31 December 2019, it addresses the alignment with the Code that prevailed at that moment (the references of the Code should therefore be understood as the references to the Code 2009 and not to the Code 2020). In its annual report covering the year ending on 31 December 2020, ATENOR will outline its compliance with the Code 2020 as well as the main changes brought to its Charter in the framework of this compliance.

In accordance with the “comply or explain” approach of the Code, the Board of Directors also draws attention to the following deviations from the Code:

- Principle 4.13 of the Code: Contrary to what is foreseen in the Code, the individual contribution of the Directors is not subject to periodic evaluation unless in the context of a re-election procedure. The Board of Directors considers that such an individual evaluation is not required at this time to ensure the proper functioning of the Board. The Chairman of the Board maintains regular bilateral contacts with each of the Directors outside Board meetings. The Board will, however, carry out such formal evaluations if, in view of particular circumstances, this proves to be necessary or required.
- Principles 5.2/4 and 5.4/1 of the Code: The Audit Committee includes two independent Directors. In view of the fact that the Audit Committee, in its present composition, functions properly, the Board of Directors (including the members of the Audit Committee) is of the opinion that a majority of independent Directors is currently not necessary to ensure the proper

functioning of the Audit Committee. As mentioned above, members of the Audit Committee, as do all Directors in general, act independently and none of them is able to dominate the decision-making within the Audit Committee. Due to the stable shareholding structure of ATENOR consisting of several independent groups, none of which exceeds 20% of the capital, the members of the Audit Committee ensure the balanced functioning of the Audit Committee. It should be underlined that the Code 2020 no longer requires that the Audit Committee should be composed by a majority of independent directors and that the Company and Associations Code require the presence of at least one independent director.

THE SHAREHOLDERS

THE SHAREHOLDERS AS AT 31 DECEMBER 2019

Insofar as the shareholders’ structure is concerned, readers are referred to page 24 of this Annual Report.

RELATIONSHIP WITH THE LEADING SHAREHOLDERS

In July 1997, a group of Belgian investors acquired the participation of Lonrho Plc and committed for a period of five years through a shareholders’agreement to a long-term vision regarding their participation in ATENOR. This agreement was extended in 2002 for a period of five years and was amended in September 2005.

In November 2006, the Luxembourg investment company Luxempart SA acquired, outside the stock exchange, 10.09% of the capital of ATENOR from the stable shareholders Alva, 3D, Sofinim and Degroof.

On this occasion, a new shareholders’ agreement totalling 47.37% of the capital was concluded for a period of 5 years between the shareholders Alva, 3D, Sofinim, Stéphan Sonnevile SA and Luxempart SA This was extended in November 2011 for a further period of five years.

On 30 November 2016 this agreement was updated and extended for a new 5-year period tacitly renewable for two successive 5-year periods. It includes 33.75% of ATENOR’s capital.

In March 2018, the shareholder Sofinim transferred its 10.53% share to the company ForAtenoR, ForAtenoR’s shareholding being formed by the groups 3D, Luxempart, Alva and Stéphan Sonnevile and by the members of ATENOR Executive Committee.

This new shareholder ratified the existing shareholders’ agreement dated 30 November 2016.

The shareholders’ agreement expresses the common vision of the reference shareholders as to the strategy of the company and its rules of governance and organizes their concerted action in this direction; this shareholders’ agreement also sets up reciprocal pre-emption rights in the event of a transfer of shares.

In accordance with article 74 of the law of 1st of April 2007 concerning public acquisition offers, these shareholders have notified the FSMA (Financial Services and Markets Authority) and the company of the holding, in concert between them, of more than 30% of the capital of the company.

The company is unaware of any other relationship or private agreement between the shareholders.

POLICY CONCERNING PROFIT SHARING

Regarding the policy for allocating and sharing the profit, the Board of Directors intends to propose to the General Shareholders’ Meeting a standard remuneration in the form of a dividend while ensuring that the Group preserves a healthy balance sheet structure and sufficient resources to ensure its growth.

THE BOARD OF DIRECTORS AND ITS COMMITTEES

THE BOARD OF DIRECTORS

With regard to the composition of the Board of Directors, readers are referred to page 20 of this Annual Report.

On 31 December 2019, the Board of Directors consisted of four independent Directors: Mr Christian Delaire, Investea SRL represented by Mrs Emmanuèle Attout, MG Praxis SRL represented by Mrs Michèle Grégoire and Sogestra SRL, represented by Mrs Nadine Lemaitre.

Insofar as its functioning is concerned, the Board of Directors held 5 meetings in 2019. The attendance of the Directors is summarized as follows:

| Name                                                                                              | Attendance |
|---------------------------------------------------------------------------------------------------|------------|
| Frank Donck                                                                                       | 5          |
| Stéphan Sonnevile SA<br>represented by S. Sonnevile                                               | 5          |
| Christian Delaire                                                                                 | 5          |
| Investea SRL<br>represented by Emmanuèle Attout                                                   | 5          |
| Luxempart SA<br>represented by Jacquot Schwertzer<br>(mandate expired on 26.04.2019)              | 1          |
| Luxempart Management SARL<br>represented by Jacquot Schwertzer<br>(mandate started on 27.04.2019) | 3          |
| MG Praxis SRL<br>represented by Michèle Grégoire                                                  | 4          |
| Sogestra SRL<br>represented by Nadine Lemaitre                                                    | 5          |
| Philippe Vastapane                                                                                | 5          |

The Articles of ATENOR provide for decisions being taken by absolute majority of the voters. However, the decisions have always been taken by consensus of the members present or represented.

During these meetings, aside from obligatory or legal subjects, the Board handled the following subjects, among others: the consolidated annual and half-year results, the forecasted results of ATENOR and its subsidiaries, the monitoring of the principal projects, the company strategy, the analysis and the decisions concerning investments and financing as well as the evaluation rules.

The position of Secretary of the Board of Directors is filled by Real Serendipity BV represented by Mr Hans Vandendael.

The Board fully commits to the objective of gender diversity and counts more than a third of women in the Board of Directors, and also pursues the objective of diversity of experience and competencies cocnerning the proposal of appointments of Directors.

The changes in the composition of the Board of Directors is intended to guarantee greater gender diversity; the aim to have at least one third women Directors on the Board will be taken into account in the Director nomination proposals.

More information on the role and the responsibilities of the Board of Directors as well as its composition and its functioning is included in the Corporate Governance Charter of ATENOR (www.atenor.eu).

THE AUDIT COMMITTEE

With regard to the composition of the Audit Committee, readers are referred to page 21 of this Annual Report.

The Audit Committee met 4 times in 2019. The attendance of the members is summarized as follows:

| Name                                                     | Attendance |
|----------------------------------------------------------|------------|
| Investea SRL represented by Emmanuèle Attout, Chairwoman | 4          |
| Christian Delaire, Member                                | 4          |
| Frank Donck, Member                                      | 4          |
| Philippe Vastapane, Member                               | 4          |

More information on the role and the responsibilities of the Audit Committee such as its composition and functioning can be found in section IV.3 of the Corporate Governance Charter of ATENOR (www.atenor.eu).

THE NOMINATION AND REMUNERATION COMMITTEE

With regard to the composition of the Nomination and Remuneration Committee, readers are referred to page 21 of this Annual Report.

The Nomination and Remuneration Committee met 3 times in 2019. The attendance of the members is summarized as follows:

| Name                                                                                        | Attendance |
|---------------------------------------------------------------------------------------------|------------|
| Sogestra SRL represented by Nadine Lemaitre, Chairman                                       | 3          |
| MG Praxis SRL represented by Michèle Grégoire , Member                                      | 3          |
| Luxempart SA represented by Jacquot Schwertzer (mandate expired on 26.04.2019)              | 2          |
| Luxempart Management SARL represented by Jacquot Schwertzer (mandate started on 27.04.2019) | 1          |

More information on the role and the responsibilities of the Nomination and Remuneration Committee such as its composition and functioning can be found in section IV.2 of the Corporate Governance Charter of ATENOR (www.atenor.eu).

EVALUATION PROCESS FOR THE BOARD OF DIRECTORS, ITS COMMITTEES AND ITS MEMBERS

Under the direction of its Chairman and of the Chairman of the Nomination and Remuneration Committee, the Board of Directors regularly examines and evaluates its size, composition, its performance and that of its Committees as well as its interaction with members of the Executive Committee.

This assessment is made either by means of a questionnaire (to be completed by each Director), or by interviews which deal with the following subjects: the composition of the Board and how it works, the information provided to the Board of Directors, the culture

and cooperation within the Board, the tasks, degree of involvement of the Board in ATENOR's different fields of business, remuneration, the relationship with members of the Executive Committee, the relationship with shareholders and the Board of Directors' Committees. The answers are dealt with and presented in a summary note which is subject to discussion at Board Meetings.

The Board of Directors learns the lessons from the evaluation of its performances by recognizing its strong points and correcting its weaknesses. Where appropriate, this will involve proposing the appointment of new members, proposing not to re-elect existing members or taking any measure deemed appropriate for the efficient functioning of the Board of Directors and its Committees.

As mentioned hereinabove and contrary to what is foreseen in the Code, the performance of individual Directors is not normally evaluated if this is not part of the re-election procedure. The Board considers that such an individual evaluation is no longer required to ensure the proper functioning of the Board. It will, however, carry out such evaluations if, in view of particular circumstances, it proves to be necessary or required.

However the performance of the CEO is evaluated in a specific way. Each year, the Nomination and Remuneration Committee determines the CEO's objectives for the coming financial year and evaluates his performance over the past twelve months.

The Nomination and Remuneration Committee and the Audit Committee regularly re-examine (at least every two or three years) their rules, evaluate their own effectiveness and recommend necessary changes to the Board of Directors. This assessment follows a similar method to that detailed above for the Board of Directors.

More information on the evaluation process of the members of the Board of Directors and its Committees can be found in sections III.2 and IV.1 of the Corporate Governance Charter of ATENOR (www.atenor.eu).

THE EXECUTIVE COMMITTEE

With regard to the composition of the Executive Committee, readers are referred to page 20 of this Annual Report. The Executive Committee is composed of 5 members.

More information on the role and responsibilities of the Executive Committee such as its composition and functioning can be found in section V.3 of the Corporate Governance Statement of ATENOR (www.atenor.eu).

CONFLICTS OF INTEREST

The members of the Board of Directors and of the Executive Committee refrain from any and all deliberation or decision if they have, directly or indirectly, a conflicting financial interest in a decision or

operation to be decided by the Board of Directors. In FY 2019, the procedure to manage conflicts of interest was nevertheless not applied.

REGULATED INFORMATION

There are no statutory restrictions on voting rights, with the exception of Article 32 of the Articles of Association, which reproduces Article 541 of the Companies Code.

There are no special control rights (with the exception of what is covered above on the subject of the Shareholders' Agreement).

The process of appointment and replacement of the members of the Board of Directors and of its Committees is described in the Corporate Governance Charter of ATENOR.

An amendment to the Articles of Association is adopted validly only if it obtains three-quarters of the votes of those taking part in the voting.

The General Meeting of 22 April 2016 renewed ATENOR's authorisation to alienate, on behalf of the company and in conformity with Article 620 of the Companies Code, the company's own shares at a maximum rate of twenty per cent (20%) of the total of the shares issued, at a minimum unit price of 1.00 euro and a maximum unit price of ten per cent (10%) higher than the average of the last ten quoted market prices preceding the operation, and to authorise the subsidiaries of the company in terms of Article 627 of the Companies Code to acquire or alienate its shares under the same conditions. This authorisation is valid for a period of five years starting on the date of the General Assembly of the Shareholders of 22 April 2016.

In accordance with the General Assembly decision of 28 April 2017, the Board of Directors is authorised to increase the share capital one or several times by a maximum amount of fifty-seven million six hundred and thirty thousand, five hundred and eighty-five Euro and sixty-nine cents (€ 57,630,585.69). These capital increases may be executed by cash subscriptions, contributions in kind or incorporation of reserves. This authorisation is valid for a period of five years as of the publishing in the appendix to the Moniteur Belge of the amendment of the articles decided by the Extraordinary General Assembly of 28 April 2017 but it may be renewed in accordance with legal provisions. Within the limits of this authorisation, the Board of Directors may issue share-convertible bonds or warrants in adherence to the provisions of the "Code des Sociétés."

The specific circumstances in which the authorised capital can be used and the objectives pursued are indicated in the special report drawn up by the Board of Directors in accordance with article 604 C.Soc.

INTERNAL CONTROL SYSTEMS AND RISK MANAGEMENT

ATENOR has implemented the legal provisions of the law of 6 April 2010 and the recommendations of the Corporate Governance Code of 2009 concerning internal control and risk management. In this context, ATENOR has adapted its own guidelines for internal control and risk management on the basis of the general principles described in the guidelines written up by the Corporate Governance Commission.

In compliance with the legal provisions, the principal characteristics of the internal control and risk management systems within the framework of the process of establishment of the financial information can be described as follows:

CONTROL ENVIRONMENT

The accounting and financial department is organised in such a way as to have at its disposal, with a sufficient degree of security, the resources and the access to financial information necessary for the preparation of financial statements.

The CFO of the group is responsible for the establishment of the accounts and the financial information; he distributes among the members of his team the tasks to be fulfilled in order to close the accounts.

A manual of accounting principles and procedures has been drawn up, specifying at Group level the accounting principles of the most important operations. This manual also includes the procedures for explaining the principal rules for reprocessing in the event of the application of different bases of accounting at the time the financial statements are prepared. Within the framework of the preparation of the consolidated accounts, there are also procedures for disseminating the instructions aiming at ensuring they will be taken into account by the subsidiaries.

Each year, in a timely manner, the CFO specifies the allocation of the responsibilities with regard to the accounting tasks, as well as the timing to be complied with.

In addition, the Company has an Internal Auditor function, whose resources and competencies are adapted to the nature, the size and the complexity of the Company. The mission of Internal Audit consists in evaluating independently the work organisation and the procedures implemented within the Company in order to attain the objectives fixed by the Board of Directors. To achieve this, the Internal Auditor systematically and methodically assesses the effectiveness of risk, control and management procedures.

## RISK MANAGEMENT

The company has defined objectives regarding the preparation of the financial information. These objectives are expressed primarily in terms of quality, compliance with company law and accounting law and in terms of time periods.

The responsibilities regarding risk management in the preparation of the financial information have been defined in a general way and communicated to the people concerned. They are reminded each year and if need be, updated.

The company has identified the legal and regulatory obligations concerning communication regarding the risks in the preparation of the financial information.

Under the responsibility of the CFO, regular communication is maintained between the people who have a role in the preparation of the financial information, in such a way as to identify the principal risks that could affect the process of preparing the financial information.

For these principal identified risks, through people with the appropriate skills, the company provides for a double verification of the process in such a way as to sharply reduce the probability of the risk occurrence.

The adoption of or the changes in accounting principles are taken into account as soon as their obligating event occurs. There is a process that makes it possible to identify the obligating event (decision, change of legislation, change of activity, etc.). These changes are the object of approval by the management body.

In general, the risks in the process of preparation of the financial information are dealt with through a programme of tests and verifications carried out by the internal audit, under the responsibility of the Audit Committee, on the one hand, and on the other hand by specific actions on the part of the Audit Committee or the Board of Directors.

The monitoring of the risk management procedures in the preparation of the financial information is therefore exercised continuously and with cross-checks by the Board of Directors and its Audit Committee, by the CEO and the CFO and by the Internal Audit.

## CONTROL ACTIVITY

The daily accounting operations, the monthly payments, the quarterly, half-year and annual closings and reporting at group level are all procedures that make it possible to ensure that the manual of accounting principles and procedures is correctly applied. In addition, the internal audit programme, approved by the Audit Committee, provides regular verification

through its targeted tests of the risk areas identified by the Audit Committee.

Weekly meetings devoted to each of the projects are organised by the Executive Committee, chaired by the CEO, to verify the key processes converging in the preparation of the accounting and financial information:

- at the level of investments and disinvestments;
- at the level of intangible, tangible and goodwill capital assets;
- at the level of financial assets;
- at the level of purchases and suppliers and related issues;
- at the level of cost prices, stocks and work in progress, long-term or construction contracts;
- at the level of cash assets, financing and financial instruments;
- at the level of advantages granted to the staff;
- at the level of taxes, duties and related issues;
- at the level of operations on the capital;
- at the level of reserves and undertakings.

There are procedures to identify and resolve new accounting problems, not foreseen, in the manual of accounting principles and procedures.

The accounting and internal financial control activity includes procedures to ensure the preservation of the assets (risk of negligence, of errors or of internal or external fraud).

The group's procedures for preparing financial statements are applicable in all the components of the perimeter of consolidation, without exception.

## INFORMATION AND COMMUNICATION

Procedures and information systems have been put in place to satisfy the requirements of reliability, availability and relevance of the accounting and financial information.

Detailed reporting, quarterly as a minimum, makes it possible to relate back the relevant and important accounting and financial information at the level of the Audit Committee and the Board of Directors. In the event it is necessary, a multi-channel communication system makes it possible to establish direct and informal contact between the CEO and the members of the Executive Committee on the one hand, and between the CEO and the members of the Board of Directors on the other hand.

The roles and responsibilities of the managers of the information system have been defined.

The information systems relating to the financial and accounting information are the object of adaptations to evolve with the needs of the company. A management system for orders and incidents has been implemented.

The relations with the information technology service providers have been documented. Performance and quality indicators have been defined and are the object of periodic review. The degree of dependency of the company in respect of information technology service providers was analysed. Verifications at the service provider sites were provided for contractually by the company and carried out.

There is a process to reveal a decrease in the quality of service. The analysis and the establishment of corrective actions are envisaged.

The computer system is sufficiently secured by:

- a process of access rights to the data and the programs;
  - an anti-virus protection system;
  - a system of protection in the event of working in a network;
  - a device for saving and safeguarding the data;
  - measures to ensure the continuity of service;
  - a system of physical access rights to the installations
- These security measures are the object of periodic tests and changes in order to ensure their effectiveness.
- There is a schedule recapitulating the periodic regulatory obligations of the group on the issue of communication of the financial information to the market. This schedule stipulates:
- the nature and the deadline for each periodic obligation;
  - the people responsible for their establishment.

There are managers and procedures for the purposes of identifying and complying with the regulatory obligations of informing the market.

There is a procedure providing for verification of the information before its dissemination.

## STEERING

ATENOR has set up means making it possible to ensure that the accounting principles selected that have a significant impact on the presentation of the financial statements correspond to the activity and to the environment of the company and have been formally validated by the Audit Committee and approved by the Board of Directors. The internal quarterly reporting prepared by all the members of the Executive Committee, the revision of this reporting by the CEO and the CFO working cooperatively, the examination of this reporting by the Audit Committee (with the auditor present) before presentation and discussion in the Board of Directors constitute the cornerstone of the steering means of the system for controlling the financial information.

The reporting includes the accounting choices and the evaluation rules selected for writing up the financial statements.

It also deals with cash management anticipation of future financial commitments and situations of major tensions. The drawing up and presentation of the financial statements, including the balance sheet, the profit and loss accounts, the annexes and the financial situation are therefore explained to the Board of Directors at each closing of financial accounts to be published.

The financial information published periodically is reviewed in advance and analysed by the Audit Committee (with the Auditor's presence) before being approved by the Board of Directors.

## EXTERNAL AUDIT

ATENOR SA's external audit was conducted by the Statutory Auditor MAZARS scrl, represented by Mr Xavier Doyen. Its annual fees came to 50,750 euros.

The fees for additional ATENOR SA assignments came to 15,100 euros.

The fees for the audit assignments entrusted to the Mazars company network for the Belgian and foreign subsidiaries came to 133,576 euros.

The fees for non-audit services were approved by the Audit Committee and came, for 2019, to 45,476 euros.

The Audit Committee received from the Auditor the declarations and information necessary to assure itself of his independence.

## REMUNERATION REPORT

### APPROVAL

Every year, the remuneration report is presented to shareholders at the General Meeting, for approval. This has always been subject to the approval of shareholders at the General Meeting.

### PROCEDURE AND RULE OF THE NOMINATION AND REMUNERATION COMMITTEE

As stated in section IV.2 of the Corporate Governance Charter, the Nomination and Remuneration Committee is tasked with making proposals to the Board of Directors concerning the remuneration policy for the non-executive Directors.

Moreover, the Nomination and Remuneration Committee has received from the Board of Directors, inter alia, the task of ruling:

- on the remuneration paid directly or indirectly to the CEO and the other members of the Executive Committee on the basis of the principles approved by the Board, including any variable remuneration and the formulas for long-term profit-sharing, whether linked or not to shares, granted in the form of options on shares or other financial instruments such as on the agreements concluded concerning early termination;

- on the granting to the CEO, and the other members of the Executive Committee, of shares, options on shares and all other rights to acquire shares in the Company and on the number of shares to be granted to the personnel, all without prejudice to the specific competences of the General Meeting and the Board of Directors as to the approval of the plans for attribution and the issue of certificates;
- on the implementation and the conditions of the partnership policy with members of the Executive Committee.

REMUNERATION OF NON-EXECUTIVE DIRECTORS

The remuneration of the non-executive Directors takes into account their role as ordinary Directors, and their specific roles in their capacity as Chairman of the Board, Chairman or Members of Committees, as well as their resulting responsibilities and the time devoted to their functions. This overall remuneration is consistent with market practices and reflects the level of responsibility and the nature of his/her position. It is adopted by the Board on the proposal of the N&RC.

The non-executive Directors do not receive either remuneration related to their performance, such as a bonus and formulas for long-term profit-sharing, or benefits in kind and benefits associated with pension or other plans.

The Company has launched a reflection process on its remuneration policy of the non-executive directors in the framework of the evolution and prospects of the company.

For carrying out the mandate of non-executive Directors in the financial year 2019, the Board of Directors will propose at the General Meeting a lump sum of 256,000 euro as Directors' fees. These, as the case may be, will be distributed as follows:

- 60,000 euro for the Chairman of the Board of Directors
- 30,000 euro for each of the non-executive Directors, whether they are members of a Committee of the Board of Directors or not
- an additional 8,000 euro for each of the Presidents of a Committee of the Board of Directors
- an additional 8,000 euro for each of the non-executive Directors and members of two Committees of the Board of Directors.

On an individual basis, this information can be summarised as follows:

| Name                                                           | Directors' fees |
|----------------------------------------------------------------|-----------------|
| Frank Donck                                                    | € 60,000        |
| Christian Delaire                                              | € 30,000        |
| Investea SRL<br>represented by Emmanuèle Attout                | € 38,000        |
| Luxempart Managament SARL<br>represented by Jacquot Schwertzer | € 30,000        |
| MG Praxis SRL<br>represented by Michèle Grégoire               | € 30,000        |
| Sogestra SRL<br>represented by Nadine Lemaitre                 | € 38,000        |
| Philippe Vastapane                                             | € 30,000        |

REMUNERATION OF MEMBERS OF THE EXECUTIVE COMMITTEE (INCLUDING THE CEO)

Members of the Executive Committee (including the CEO) receive a remuneration package essentially consisting of a basic remuneration as the case may be supplemented by a variable annual remuneration (bonus) in specific cases or for special services.

Furthermore, for several years the Board of Directors has considered that the profit-sharing of members of the Executive Committee (including the CEO) in real estate projects is an essential motivational element. This policy aims at involving members of the Executive Committee more, not just in the growth of the whole of ATENOR, but also in the selection, management and evaluation of each real estate project. This policy also contributes to align the members of the Executive Committee's interests with those of ATENOR, by linking it to the risks and outlook of its business activities in the long term.

Consequently, the Nomination and Remuneration Committee has set up an options plan on Atenor Group Participations shares for members of the Executive Committee. Atenor Group Participations (or AGP) was set up in the course of 2012 as a co-investment company for an unlimited period. All shares of AGP are held (directly or indirectly) by ATENOR. It was agreed that AGP will invest with ATENOR in all projects in the portfolio for a period corresponding to the respective duration of the development of each project and up to maximum of 10% of the shareholding of ATENOR in the projects or the economic interest of ATENOR in the projects. ATENOR is remunerated by AGP for the management of the shareholdings and projects in which AGP holds 10%; the capital gain that the beneficiaries of the options on AGP shares may draw from their exercise therefore includes this remuneration.

In view of the foregoing, the relative importance of the various components mentioned above can vary greatly from year to year.

As stated last year, the Nomination and Remuneration Committee has launched a reflection concerning the remuneration policy. This ongoing reflection could lead to changes in the next two years. It tends to review the allocation a priori between the potential benefit drawn from the exercise of the Options on AGP shares and the variable remuneration (bonus) as mentioned above shall be granted only in special cases or for special services.

The remuneration of the CEO and of the members of the Executive Committee does not include the free allocation of shares of ATENOR or of a subsidiary.

The Company did not deviate from its remuneration policy over the course of the FY the annual report concerns, but started to consider its remuneration policy in the context of the company's evolution and outlook.

REMUNERATION OF THE CEO

The remuneration received directly or indirectly by the CEO is generally defined for both his role on the Board of Directors and directly or indirectly in the Company and its subsidiaries. The total remuneration, both fixed and variable, of the CEO is determined by the Nomination and Remuneration Committee, based on an annual assessment of the collaboration and based on the principles approved by the Board.

The amount of the remuneration, other benefits granted, directly or indirectly, and earnings obtained for the 2019 financial year amounted to 1,678,147 Euro and can be broken down as follows (company cost):

- basic remuneration (VAT excluded): 578,147 Euro
- variable remuneration: 13,164 Euro
- contributions to a pension plan: there were no contributions for a pension plan
- other advantages: there were no other advantages
- earning paid related to the exercising of 180 AGP share options (options granted in 2018): 1,086,836 Euro

More information on the options granted, exercised or expired in 2019 is set out hereafter.

REMUNERATION OF THE MEMBERS OF THE EXECUTIVE COMMITTEE (OTHER THAN THE CEO)

The level and structure of the remuneration of the members of the Executive Committee is such that it ensures the recruitment, loyalty and motivation of qualified and skilled professionals taking into account the nature and the extent of responsibilities assumed directly or indirectly in the Company and its subsidiaries.

The collaboration with each member of the Executive Committee is annually subjected to an evaluation process in order to determine whether the respective member has achieved the targets that were agreed

upon during the evaluation of the preceding year.

Targets are determined for each member of the Executive Committee according to their role and function in the group and are related to the major execution phases of the projects led by ATENOR, such as acquisition, obtaining of the permit, sale or lease.

In addition to the daily informal contacts, this evaluation is conceived as a moment of exchanging views that allows to guide the collaboration with each member of the Executive Committee. Insofar as the members of the Executive Committee are concerned, this evaluation is held with the CEO, who reports on the evaluation to the Nomination and Remuneration Committee.

On an overall basis, the amount of the remunerations, other benefits granted directly or indirectly, and earnings obtained from the exercise of options by the Members of the Executive Committee (other than the CEO) for the 2019 financial year, amounted to 3,658,928 Euro and can be broken down as follows (company cost):

- basic remuneration (VAT excluded/gross salaries): 1,378,691 Euro
- variable remuneration: 473,848 Euro
- contributions to a pension plan: 76,736 Euro
- other benefits: 3,501 Euro (car/gsm/laptop)
- earning paid related to the exercising of 260 AGP share options (options granted in 2018): 1,726,152 euros

More information on the options granted, exercised or expired in 2019 is set out hereafter.

ATENOR GROUP INVESTMENTS STOCK OPTIONS PLAN

At the end of 2013, ATENOR replaced the ATENOR share option plan with an Atenor Group Investments (AGI) share option plan, a subsidiary set up in 2013 and 100% owned by ATENOR. AGI holds a portfolio of 163,427 ATENOR shares, 150,000 of which it acquired from ATENOR (own shares) at the price of 31.88 Euro and 13,427 of which result from the exercising of the optional dividend proposed by shareholders at the General Meetings in May 2014 and 2015.

These options were allocated to staff members and some service providers on the basis of 5 hierarchy levels; the first two levels (Executive Committee members and Directors, i.e. 15 people including the CEO) being allocated the same number of options. The Board of Directors thereby aims to involve all ATENOR employees and members of the Executive Committee in the group's mid-term growth, while making the beneficiaries of the options bear part of the capital cost.

As far as members of the Executive Committee are concerned, the options granted were as follows:

| Name                | In 2016 | In 2017 | In 2018 |
|---------------------|---------|---------|---------|
| Stéphan Sonnevile * | 1.350   | 1.350   | 900     |
| Sidney D. Bens      | 1.350   | 1.350   | 900     |
| Laurent Collier *   | 1.350   | 1.350   | 900     |
| William Lerinckx *  | 1.350   | 1.350   | 900     |
| Olivier Ralet       | 1.350   | -       | -       |

\* granted in 2017 and 2018 respectively to Stéphan Sonnevile SA, Strat UP SRL and Probatimmo BV

For the said options, the terms are summarised as follows:

- Options granted in 2016: Their price of exercise was fixed, on the favourable opinion of the Atenor Group Investments commissioner, at 22.67 Euro per option, corresponding to their inventory value per Atenor Group Investments share on 31 January 2016, after re-evaluation of the ATENOR share portfolio at 44.65 Euro per share, corresponding to the average of the 20 last closing prices. The benefit in kind these options represent comes to 4.08 Euro per option. These options will be exercisable in March 2019, March 2020 or March 2021. This benefit was granted in 2016 for the performances recorded in 2015.
- Options granted in 2017: Their price of exercise was fixed, on the favourable opinion of the Atenor Group Investments commissioner, at 26.08 Euro per option, corresponding to their inventory value per Atenor Group Investments share on 31 January 2017, after re-evaluation of the ATENOR share portfolio at 46.168 Euro per share, corresponding to the average of the 20 last closing prices. The benefit in kind these options represent comes to 4.69 Euro per option. These options will be exercisable in March 2020, March 2021 or March 2022. This benefit was granted in 2017 for the performances recorded in 2016.
- Options granted in 2018: Their price of exercise was fixed, on the favourable opinion of the Atenor Group Investments commissioner, at 31.34 Euro per option, corresponding to their inventory value per Atenor Group Investments share on 31 January 2018, after re-evaluation of the ATENOR share portfolio at 49.33 Euro per share, corresponding to the average of the 20 last closing prices. The benefit in kind these options represent comes to 5.64 Euro per option. These options will be exercisable in March 2021, March 2022 or March 2023. This benefit was granted in 2018 for the performances recorded in 2017.

ATENOR LONG TERM GROWTH STOCK OPTION PLAN

At the beginning of 2019, ATENOR replaced the Atenor Group Investments (AGI) share option plan with an Atenor Long Term Growth (ALTG) share option plan, a subsidiary set up in October 2018 and 100% owned by ATENOR. ALTG holds a portfolio of 150,000 ATENOR shares acquired at the average price of 56.62 Euro. This options plan was approved by the General Meeting of 26 April 2019.

A tranche of maximum 40,000 options on shares (ALTG) was allocated in 2019 to staff members and some service providers based on 5 hierarchical levels; the first two levels (Executive Committee members and Directors, i.e. 18 people including the CEO) being allocated a same number of options. The Board of Directors thereby aims to involve all ATENOR employees and members of the Executive Committee in the group's mid-term growth, while making the beneficiaries of the options bear part of the capital cost.

Also, a new portion of maximum 40.000 stock options plan (ALTG) will be allocated in 2020 to the members of the staff and to some service providers, based on 5 hierarchical levels ; the first two levels (members of the Executive Committee and Directors, i.e. 23 persons among which the CEO) will be allocated an identical number of options.

As far as members of the Executive Committee are concerned, the options were granted as follows:

|                     | In 2019 | In 2020** |
|---------------------|---------|-----------|
| Stéphan Sonnevile * | 900     | 750       |
| Sidney D. Bens      | 900     | 750       |
| Laurent Collier *   | 900     | 750       |
| Sven Lemmes *       | 900     | 750       |
| William Lerinckx *  | 900     | 750       |

\* granted in 2019 and 2020 respectively to Stéphan Sonnevile SA, Strat UP SRL, Weatherlight SA and Probatimmo BV

\*\* non granted options, emission of the 2020 SOP delayed to a future date to be determined by the Board of Directors

For the said options, the terms are summarised as follows:

- Options granted in 2019: Their price of exercise was fixed, on the favourable opinion of the Atenor Group Investments commissioner, at 13 Euro per option, corresponding to their inventory value per Atenor Long Term Growth share on 28 February 2019, after re-evaluation of the ATENOR share portfolio at 58.47 Euro per share, corresponding to the average of the 20 last closing prices. The benefit in kind these options represent comes to 2.34 Euro per option. These options will be exercisable in March 2022,

March 2023 or March 2024. This benefit was granted in 2019 for the performances recorded in 2018.

- Options granted in 2020: The Board of Directors has agreed to issue a share option plan (SOP 2020) on shares of its subsidiary Atenor Long Term Growth (ALTG).

In view of the developing health situation in March 2020 and its impact on the financial markets, it has been agreed that the terms and time of issue of this SOP will be determined as soon as possible. In any case, their exercise price will be fixed, on the assent of the auditor of Atenor Long Term Growth, at a price per option corresponding to the net asset value per Atenor Long Term Growth share on the date fixed by the Board of Directors, after revaluation of the ATENOR share portfolio at a value per share corresponding to the average of the last 20 closing prices prior to the date fixed by the Board of Directors.

ATENOR GROUP PARTICIPATIONS STOCK OPTIONS PLAN

The outstanding options **granted in 2018** (not yet exercised) for the **performances achieved in 2017** were exercised in 2020 as follows by members of the Executive Committee:

|                                                       |                                          |
|-------------------------------------------------------|------------------------------------------|
| Stéphan Sonnevile SA represented by Stéphan Sonnevile | 180 out of 180 still exercisable options |
| Sidney D. Bens                                        | 65 out of 65 still exercisable options   |
| Strat UP SRL represented by Laurent Collier           | 95 out of 95 still exercisable options   |
| Probatimmo BV represented by William Lerinckx         | 100 out of 100 still exercisable options |

These options have a vesting price that corresponds to the net asset value (NAV) on 31 December 2017, after allocation, i.e. 1,100.08 Euro per share. The benefit in kind these options represent comes to 198.02 Euro per option.

Following the exercise of the said options in 2020, gains were made:

- By the CEO, of 1,086,836 Euro;
- By all members of the Executive Committee (other than the CEO), of 1,726,152 Euro.

Considering the reflection launched by the Nomination and Remuneration Committee, no option was granted in 2019 to the members of the Executive Committee.

COMPENSATION IN THE EVENT OF DEPARTURE

The contract of the members of the Executive Committee (including the CEO) does not provide for severance pay (except for the application of the labour law).

RIGHT TO CLAIM

No specific right to claim variable remuneration that has been granted to members of the Executive Committee (including the CEO) on the basis of erroneous financial information has been established for the benefit of the Company.

A reflection is nevertheless ongoing, considering the entry into force of the Code 2020.

# 2019 AUDITED FINANCIAL STATEMENTS

SQUARE 42  
BELVAL  
Grand Duchy of  
Luxembourg

## STATEMENT OF COMPLIANCE:

The consolidated financial statements on 31 December 2019 have been drawn up in compliance with the international standards for financial information (IFRS – “International Financial Reporting Standards”) as approved in the European Union and provide a true and fair view of the assets, of the financial situation, of the results of ATENOR and of the enterprises included in the consolidation.

The management report contains a true reflection of the development of the business, the results and the situation of ATENOR SA and the companies included within the consolidation scope as well as a description of the main risks and uncertainties with which they are confronted.

**Sidney D. BENS**  
Chief Financial Officer

**Stéphan SONNEVILLE SA**  
Chief Executive Officer



SUMMARY

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ATENOR is a limited company established for an unlimited time.

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MANAGEMENT REPORT

To the Annual General Meeting of Shareholders on 24 April 2020

Ladies and Gentlemen,

We have the honour of presenting to you the Management Report of your company’s 109th financial year and of submitting for your approval the Annual Accounts as at 31 December 2019, along with our proposals for the allocation of profits.

The net consolidated results for 2019 amount to 37.78 million Euros, an increase of nearly 7.39% compared to 2018.

**REVENUE FROM ORDINARY ACTIVITIES AND CONSOLIDATED RESULT**

Revenue from ordinary activities amounts to 107.21 million Euros on 31 December 2019. These mainly include: (a) the revenue earned by the forward sale of the apartments of the residential projects (City Dox, Au Fil des Grands Prés, La Sucrerie and The One) for a total of 29.12 million Euros, (b) the income generated from the sale of the office buildings City Dox B6, Vaci Greens E (in a future state of completion) and BuzzCity (in a future state of completion) for a total of 59.34 million Euros, as well (c) the lease revenues of the Hermès Business Campus (HBC), University Business Center (UBC) and the Nysdam buildings for 15.02 million Euros.

Other operating revenue (45.31 million Euros) mainly include the capital gains earned on the sales of the shares of The One Office SA (office part of The One project) following the revaluation of the effects of the transaction at 31 December 2019 with Deka, and Naos SA (Naos project) according to the delivery of the building to Ethias/Foyer in July 2019 (total of 37.85 million Euros), as well as the re invoicing of service charges and miscellaneous costs of the leased buildings (7.45 million Euros).

The operating result amounts to 52.90 million Euros, compared with 46.04 million Euros in 2018. This was mainly influenced this year by the sale of the various apartments in residential projects as above mentioned (total of 5.67 million Euros), the results on the disposal of the shares of The One SA and Naos SA (total of 36.07 million Euros), the sale of office buildings City Dox B6, Vaci Greens E and BuzzCity (total of 14.18 million Euros), as well as the rental revenue, net of charges, from the HBC, UBC and Nysdam (total of 13.66 million Euros), decreased by corporate charges.

The net financial result was –9.31 million Euros, compared with –8.61 million Euros in 2018. The increase of net financial charges was mainly due to the increase in ATENOR’s average net indebtedness, as well as the reduction of capitalized borrowing costs (IAS23) compared with 2018.

Income taxes: The amount for this item was 5.32 million Euros (compared with 2.16 million Euros in 2018). This item includes both statutory tax and the deferred tax assets and liabilities linked to the progress of the sale of the aforementioned projects.

Taking the preceding factors into account, the group net result of the financial year was 37.78 million Euros compared with 35.18 million Euros in 2018, an increase of 7.39%.

**CONSOLIDATED BALANCE SHEET**

Consolidated shareholder equity was 187.05 million Euros compared with 170.30 million at 31 December 2018, an increase of 22.3% of the total balance.

At 31 December 2019, net consolidated indebtedness was 494.53 million Euros, compared with a net consolidated indebtedness of 333.69 million Euros as at 31 December 2018. In April 2019, we successfully issued a “retail” type bond in two tranches for a total amount of 60 million Euros. In addition, the implementation of several project financing arrangements, as well as the use of existing cash for the development of projects within the portfolio also explain this increase. Consolidated indebtedness consists, on the one hand, of a long-term debt of 364.89 million Euros and, on the other hand, of a short-term debt of 175.09 million Euros. Available cash was 45.45 million Euros compared with 106.59 million Euros at 31 December 2018.

The “buildings held for sale” classified under “Stock” represent the real estate projects in the portfolio and under development. This item was 608.02 million Euros, an increase of 148.82 million Euros in comparison with 31 December 2018 (€ 459.20 million).

This net variation results primarily (a) from the acquisition of the land and buildings of Beaulieu (Brussels), Twist (Belval), Fort7 (Warsaw), Roseville, Bakerstreet (Budapest) and Verde (Lisbon) projects for a total of 112.39 million Euros, (b) from the continuation of the works of the Com’Unity (Paris), City Dox (Brussels), Arena Business Campus, Vaci Greens (Budapest) and Au Fil des Grands Prés (Mons) projects for 76.60 million Euros and (c) from the sale of the buildings B6 of the City Dox, BuzzCity, Vaci Greens E, Au Fil des Grands Prés and La Sucrerie projects, which reduce stock by 64.18 million Euros. The remaining difference is distributed over the other projects in development.

**OWN SHARES**

On 31 December 2019, ATENOR LONG TERM GROWTH SA held 150,000 ATENOR shares.

The number of ATENOR shares held on 31 December 2019 by the subsidiary ATENOR GROUP INVESTMENTS was 163,427 (situation that was unchanged from December 2018).

These shares aim to serve the share option plans (2016 to 2019) allocated to ATENOR employees and some of its service providers.

## PROJECTS IN OUR PORTFOLIO

Over the course of 2019, all of our projects progressed favourably. Following the latest transactions, the portfolio currently includes 28 projects under development with a total of approximately 1,200,000 m<sup>2</sup>.

All acquisitions were made in accordance with our strategy and in line with our criteria of location and profitability, namely.

Close attention is now explicitly focused regularly on the design and implementation of developments, taking particular care to make these projects part of an indisputable logic of sustainability.

This being the case, value created is expressed in ATENOR's accounts in 3 stages: obtaining building permits, leasing and sales.

The following notes focus on these key stages.

Furthermore, the percentages attributable to the regions are based on existing and potential constructible areas.

### ◆ BRUSSELS (24.96 % of the portfolio)

**THE ONE** – European Quarter, rue de la Loi, Brussels (29,500 m<sup>2</sup> of offices and 9,740 m<sup>2</sup> of residential)

In a very buoyant Brussels real estate market, the effects of the transaction for the sale of The One completed at the end of 2018 with Deka were revalued in line with market conditions at the end of December 2019. This had a significant contribution to the results for 2019.

Elsewhere, the provisions set aside in 2018 and intended to hedge the risk relating to the cancellation of the RRUZ (and hence to the cancellation of the building permit for The One) were reversed, insofar as the building permit for The One was the subject of a retrofit on 21 October 2019 at the behest of the Administration, thereby confirming its full validity. The new appeal lodged at the end of December 2019 against this permit does not bring any grounds that would call its validity into question.

Finally, the negotiations conducted with the OIB with a view to taking usufruct of the building made real progress in 2019 to arrive at the conclusion of the financial, legal and technical parameters surrounding this usufruct.

A contractual commitment requires the formal agreement of the budgetary authorities of the European institutions. These proceedings, which have experienced delays for external reasons, continue.

**REALEX [90% ATENOR]** – European Quarter, between the rues de la Loi & de Lalaing, Brussels (minimum 58,400 m<sup>2</sup> of offices)

A new urban permit was submitted on 19 November 2018. The impact study ended in early 2020.

In one of its variants, the impact study analyses the consequences of installing a 26,000 m<sup>2</sup> conference centre in place of part of the offices. This possibility could become a reality depending on how the discussions progress with the OIB in the context of a competitive dialogue on the acquisition of a conference centre replacing the current Borschette. During 2019, discussions have developed positively, although it is not yet possible to announce the nature and timing of an agreement.

**CITY DOX** – Canal area, quai de Biestebroeck, Anderlecht (approx. 120,000 m<sup>2</sup> mixed)

The construction and marketing of phase 2 (including 181 residential units of which 99 of City.dev) progressed in a very satisfactory manner during the year. With regard to phase 3, an initial permit application specifically for 171 residential units will be submitted in the first half of 2020, following the architectural competition won by XDGA. A new competition will be launched during the first half of the year for the creation of a school and residential complex.

**VICTOR [50% ATENOR]** – opposite the south station, Brussels (approximately 94,300 m<sup>2</sup> mixed)

This project has been reworked to fit into the main lines of the "Midi" PAD project. This appears to be in the process of being finalised and should be made subject to public enquiry soon. The Victor project includes over a hundred affordable, passive apartments and 72,500 m<sup>2</sup> offices, ideally located.

**CCN [33% ATENOR]** – Schaerbeek and St Josse districts, next to the Gare du Nord (± 130,000 m<sup>2</sup> mixed)

The Belgian-French association "Architectes Associés-Multiple-TDK" selected by the partnership after a competition is conducting studies in order to be able to lodge a planning application for the whole of the site during the course of 2020. All of the parties involved, regional and municipal authorities, as well as the public transport companies are being consulted and involved in the town-planning and architectural process.

**BEAULIEU** – Avenue Beaulieu, 5 to 11, Auderghem (around 24,500 m<sup>2</sup> of offices)

ATENOR acquired the 2 buildings that belonged to the "Beaulieu" certificate, located at n°5 to 11 in the avenue of the same name in Auderghem. These buildings, which cover a total area of 24,000 m<sup>2</sup> date from 1993 and are currently occupied by the European Commission till 31 December 2020. Infamously obsolete, these buildings will be the subject of a detailed study to determine the best economic and environmental alternative with regard to their redevelopment.

### ◆ FLANDERS (1,28% of the portfolio)

**DE MOLENS [50% ATENOR]** – City Centre, Tolpoort road, Deinze (mixed residential and retail project of 32,000 m<sup>2</sup>)

Since the acquisition in January 2019, a master plan has been drawn up, in conjunction with the Municipality.

The permit application for a first phase will be submitted before end of March 2020.

### ◆ WALLONIA (7,68% of the portfolio)

**LES BERGES DE L'ARGENTINE** – La Hulpe (27,000 m<sup>2</sup> residential (80% Atenor) and 4,000 m<sup>2</sup> offices (100% Atenor))

An agreement with the neighbouring owner was reached in December 2019 aimed at putting forward a shared vision matching the requirements of the Municipality, reflected in the studies of the Communal Issue Zone. As a result, the permit application lodged at the end of July 2019 was withdrawn in January 2020 and a new application will be submitted in the first half of 2020.

**LE NYSDAM** – La Hulpe (15,600 m<sup>2</sup> Office building)

The commercial repositioning of the building has been completed; it has had an occupancy rate of 100% since December 2019. As announced in the press release of 10 January 2020, the company that owns Nysdam, Hexaten SA, was subject to a sale agreement embodied with usual resolute conditions. Atenor had to resolve this sale, at the beginning of March. This resolution did not, however, have any negative impact on the 2019 and 2020 results. Atenor therefore continues to earn rental revenue.

**AU FIL DES GRANDS PRÉS** – "Les Grands Prés" shopping precinct district, Mons (approx. 78,000 m<sup>2</sup> mixed)

The construction of the end of the first phase (266 residential units, completely sold) continued. With regard to the second phase, the permit for the office buildings (14,000 m<sup>2</sup>) and the roads was issued in December 2019.

11,000 m<sup>2</sup> had been sold in a future state of completion by the beginning of 2020. An initial permit application will also be lodged in March 2020 with a view to build a hundred or so apartments in this second phase, which will have around 300.

**LA SUCRERIE** – Ath (20,000 m<sup>2</sup> - 126 residential units, 1 retail unit, 1 nursery)

On 31 December, 19 apartments remained to be sold; the rest of the project, represented by a building yet to be constructed of 57 apartments, was sold to a private investor.

### ◆ LUXEMBOURG (6,94% of the portfolio)

**NAOS [55% ATENOR]** – Belval, Grand-Duchy of Luxembourg (14,000 m<sup>2</sup> office building and retail units)

This building was handed over in July 2019 and had an occupancy rate of 95% as of 31 December 2019. This sale, carried out in 2018 in a future state of completion was one of the main contributors to the results for 2019.

**TWIST** – Belval, Grand-Duchy of Luxembourg (offices, housing and retail units – 15,000 m<sup>2</sup>)

With the PAP issued in 2019, the building permit application is due to be submitted in the first half of 2020.

**BUZZCITY** – Leudelange, Grand-Duchy of Luxembourg (office building – 16,800 m<sup>2</sup>)

As a reminder, the project was sold in future state of completion in December 2018 and its result is recognised in proportion to the state of progress of the works. Leasing of the office building is in progress.

**LANKELZ [50% ATENOR]** – Esch-sur-Alzette, Grand-Duchy of Luxembourg (residential, retail and office – 67,850 m<sup>2</sup>)

The mixed-use project provides for the development of more than 350 residential units, shops, offices and quality public infrastructures. The first studies are in progress with a view to submitting a permit application in the first half of 2020.

**SQUARE 42** – Central Square, Esch-sur-Alzette, Grand-Duchy of Luxembourg (21,600 m<sup>2</sup> mixed: offices & retail)

At the end of a consultation initiated by AGORA, responsible for the urban development of Belval in the Grand-Duchy of

Luxembourg, ATENOR was selected from a large number of bidders for the development of Lot 42, located in the Central Square (Esch-sur-Alzette).

This project, acquired after a competition, comprises the development of a building with 20,343 m<sup>2</sup> of office and 1,238 m<sup>2</sup> of retail space. A permit application will be filed in the first half of 2020.

### ◆ PARIS (4,68% of the portfolio)

**COM'UNITY [99% ATENOR]** – Bezons (Paris) – (33,800 m<sup>2</sup> of offices)

The construction works and the commercialisation are in progress.

**U'MAN** – Bezons (Paris) – (25,450 m<sup>2</sup> of offices)

Located nearby the Com'Unity, this project has had since end 2019 a permit free of all claims authorising the construction of 25,500 m<sup>2</sup> of offices.

### ◆ LISBON (2,31% of the portfolio)

**VERDE** – District of the 1998 Universal Exhibition, Lisbon – (27,850 m<sup>2</sup> of office and 1,250 m<sup>2</sup> of retail)

The permit application was submitted in November 2019. It covers 27,850 m<sup>2</sup> of offices and 1,250 m<sup>2</sup> of retail space. Start of works is planned for the beginning of 2021.

### ◆ DÜSSELDORF (0,34% of the portfolio)

**AM WEHRHAHN** – Shopping Street Am Wehrhahn in Düsseldorf city centre – (4,250 m<sup>2</sup> of housing and retail)

Start of the works is planned for the second quarter of 2020. The lease for the supermarket has been completed. The commercialisation is aimed at an "en bloc" sale in a future state of completion.

### ◆ WARSAW (24,35% of the portfolio)

**UNIVERSITY BUSINESS CENTER** – Mokotow quarter of Warsaw, Poland – (56,800 m<sup>2</sup> of offices)

A first permit application (UBC 1) was submitted at the end of 2019 with the objective of receiving all authorisations by the end of 2020. In the meantime, the two buildings are generating an annual lease income of 2.7 million Euros.

**FORT 7** – District of the Chopin airport, Warsaw – (250,000 m<sup>2</sup> of mixed use)

The architects appointed after a competition have produced the master plan for this plot of 14.1 hectares. Initial preparations for the permit application are underway. At the same time, our architects are developing an application for a change of regulation in order to develop a greater area of housing.

### ◆ BUDAPEST (13,40% of the portfolio)

**VACI GREENS** – Vaci Corridor, Budapest (blocks E: 26,000 m<sup>2</sup> and F: 27,500 m<sup>2</sup> of offices)

The 5<sup>th</sup> (E) and 6<sup>th</sup> (F) buildings of this campus are under construction and commercialisation has begun. Building E was the subject of a sale in a future state of completion. This sale will contribute to the 2019 results.

**ARENA BUSINESS CAMPUS** – Boulevard Hungària, Budapest (74,300 m<sup>2</sup> of offices and 6,100 of retail)  
The first building (A) has registered its first tenants and is 15% leased.

**ROSEVILLE** – Becsistreet 68–70 and 74–80, District 3 of Budapest (16.150 m<sup>2</sup> of offices)  
This project came about by grouping a number of plots of land. ATENOR is planning to develop an office building on it with floor space of 16,150 m<sup>2</sup>. A permit application will be submitted in the first half of 2020.

**BAKERSTREET** – Hengermalonut 18, Buda Sud District, Budapest (18,750 m<sup>2</sup> of offices)  
This project was acquired in July 2019. ATENOR plans to develop an office building offering 18,750 m<sup>2</sup>. A permit application will be submitted in the first half of 2020.

◆ **BUCHAREST (14,08% of the portfolio)**

**HERMES BUSINESS CAMPUS** – Boulevard D. Pompeiu, Bucharest (75,200 m<sup>2</sup> of offices)  
Negotiations are underway for the possible sale of the 3 buildings, in an investment market that has been subject to the growing interest of international investors.

In the meantime, with these buildings fully leased, ATENOR is enjoying lease revenues of approximately € 9.9 million per year.

**DACIA ONE** – Intersection of Calea Victoria and Boulevard Dacia, CBD, Bucharest (16,300 m<sup>2</sup> of offices)  
The building permit was obtained in January 2020 at the end of a planning procedure that was more complex than anticipated. The new part to build has been leased (in a future state of completion) for a term of ten years to ING Tech, ING’s software development pole. Noerr Romania, local representatives of the German legal and tax consultants, have leased the 1,800 m<sup>2</sup> of the historic building, fully completing the leasing of the Dacia One project.

**@EXPO** – Avenue Expozitiei, Bucharest (54,720 m<sup>2</sup> of offices)  
The building permit was obtained in January 2020. The works will be launched during the first half of 2020. An initial pre-lease contract has been signed with the multinational Gameloft for 4,000 m<sup>2</sup>.

**UP-SITE BUCHAREST** – Floreasca/Vacarescu district, Bucharest (31,250 m<sup>2</sup> – 2 towers, ±270 residential units and retail)  
The building permit application will be submitted in the first half of 2020, with a view to start construction works at the end of 2020.

**FINANCIAL INSTRUMENTS**

The information relating to the use of derivatives is given in the annual financial report.

**STOCK OPTION PLANS**

On 8 March 2019, ATENOR issued a share option tranche (SOP 2019) for the subsidiary named Atenor Long Term Growth (ALTG). The options issued on this subsidiary benefit the members of the Executive Committee, employees and some service providers.

This SOP may be exercised during the three followings periods from 8 March to 31 March 2022, from 8 to 31 March 2023 and from 8 March to 29 March 2024.

**OTHER INFORMATION**

The company does not have either a branch or any R&D activity.

**APPLICATION OF THE INTERNATIONAL ACCOUNTING STANDARDS (IFRS)**

The financial information of 2019 has now been agreed and presented in accordance with the IFRS standards as adopted in the European Union. The annual financial report has been made available to the shareholders. It forms an integral part of the present management report.

**ALLOCATION OF PROFITS (CORPORATE RESULTS OF ATENOR SA)**  
The annual financial accounts of ATENOR SA. show a profit for the period of €16,426,243.12.

Outside the operations set out in the consolidated accounts, the 2019 result is mainly explained by the dividends received from the ATENOR SA’subsidiaries, by the housing sales of the residential projects developed by ATENOR SA, by the booking of the overheads and the financial costs mainly relating to the bond issues and to the CP/MTN and EMTN programmes.

Your Board proposes you to approve the annual accounts as at 31 December 2019 and allocate the corporate financial year’s profit of ATENOR SA as follows:

|                                               |          |                      |
|-----------------------------------------------|----------|----------------------|
| Profit for the year                           | €        | 16,426,243.12        |
| Profit carried forward from the previous year | €        | 68,399,329.29        |
| <b>Profit to be allocated</b>                 | <b>€</b> | <b>84,825,572.41</b> |
|                                               |          |                      |
| Directors ’entitlements                       | €        | 256,000.00           |
| Assignment to the legal reserve               | €        | 0                    |
| Capital remuneration                          | €        | 13,007,785.56        |
| <b>Profit to be carried forward</b>           | <b>€</b> | <b>71,561,786.85</b> |

**PROPOSED DIVIDEND AND DIVIDEND POLICY**

The Board of Directors will propose, to the General Meeting of 24 April 2020, the payment (for the financial year 2019) of a gross dividend of 2.31 Euros per share (+ 5%), i.e. a net dividend after withholding tax (30%) of 1.617 Euros per share.

Subject to the approval of the Ordinary General Assembly, the dividend will be paid out from 29 April 2020.

|                |               |
|----------------|---------------|
| – Ex date      | 27 April 2020 |
| – Record date  | 28 April 2020 |
| – Payment date | 29 April 2020 |

**STATEMENT ON CORPORATE GOVERNANCE**

Regarding the Corporate Governance Statement (including, among others, the remuneration report, the description of systems of internal control, of the risk management and the other regulatory information, reference is made to the corporate governance statement.

It is an integral part of this report and will also be repeated in its entirety in the annual report.

**EVENTS AFTER THE CLOSING DATE**

- As stated in the releases published at the beginning of 2020, ATENOR signed agreements for the respective sale of office buildings O1 and P in the Au Fil des Grands Prés project in Mons, to the National Employment Office (ONEM), on the one hand, and to the Wallonia-Brussels Federation (FWB), on the other. These two sales in a future state of completion will have a favourable impact on the results of ATENOR in 2020 and 2021.
- On 31 January 2020, the DACIA ONE office project was granted its final construction permit. Over time, these new, ultramodern office spaces will be leased to ING Tech.
- As mentioned above, ATENOR had to resolve the sale of the Hexaten SA company, the owner of the Nysdam building, without any negative impact on the 2019 and 2020 results. ATENOR therefore continues to benefit from the rental revenues.
- The Coronavirus pandemic currently spreading across the world may have an effect on the global economy, causing a slowdown in a number of sectors. In all likelihood, this will include real estate. At this stage, we cannot see any direct impact on ATENOR business; however, we remain alert regarding the possible consequences of what is happening and we have confidence in the resilience of the portfolio due to its diversification.
- On 5 March 2020, The Board of Directors agreed to issue a share option plan (SOP 2020) on shares of its subsidiary Atenor Long Term Growth (ALTG). The options issued on this subsidiary will benefit the members of ATENOR’s Executive Committee, employees and some of its service providers. In view of the developing health situation in March 2020 and its impact on the financial markets, it has been agreed that the terms and time of issue of this SOP will be determined as soon as possible.

No other important event occurred since 31 December 2019 is to be noted.

**PROSPECTS FOR THE FULL YEAR 2020**

The prospect of low interest rates being maintained continues to direct funds towards property. Elsewhere, while growth in western Europe has stalled, the countries in central Europe where ATENOR holds almost half of its portfolio are recording growth rates in excess of the European average.

It is with this buoyant context that ATENOR is focusing all of its efforts on the essential stages of its projects in portfolio – i.e. obtaining permits, leasing and selling.

The varied maturity of its projects enables ATENOR to announce the prospect of growth for its results in the years ahead, based on the geographical and operational diversification of its sources of revenue.

The strategy of international growth will continue while ensuring the balance sheet is kept in equilibrium.

**PRINCIPAL RISKS AND UNCERTAINTIES**

The Board of Directors monitors the analysis and management of the various risks and uncertainties which ATENOR and its subsidiaries are confronted with.

Reference is made to Note 2 « Risk Management” in the notes related to the audited financial statements of the 2019 annual report.

Furthermore, on 31 December 2019, ATENOR was not confronted with any litigation.

**ADMINISTRATION**

- Your Board proposes that discharge would be granted to the directors and to the auditor for the financial year closed on 31 December 2019.
- The Nomination and Remuneration Committee proposes to appoint as Director the company SRL Sogestra SRL represented by Nadine Lemaitre. This 3-year mandate may be paid and will terminate at the end of the Ordinary General Meeting of 28 April 2023.

La Hulpe, 5 March 2020  
For the Board of Directors

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

| In thousands of EUR                                                              | Notes | 2019     | 2018     |
|----------------------------------------------------------------------------------|-------|----------|----------|
| <b>Operating revenue</b>                                                         |       |          |          |
| Turnover                                                                         | 3 & 4 | 107 207  | 99 766   |
| Property rental income                                                           |       | 91 631   | 85 888   |
|                                                                                  |       | 15 576   | 13 878   |
| <b>Other operating income</b>                                                    |       |          |          |
| Gain (loss) on disposals of financial assets                                     | 3 & 4 | 45 314   | 41 116   |
| Other operating income                                                           |       | 37 848   | 34 927   |
|                                                                                  |       | 7 454    | 6 174    |
| Gain (loss) on disposals of non-financial assets                                 |       | 12       | 15       |
| <b>Operating expenses (-)</b>                                                    |       |          |          |
| Raw materials and consumables used (-)                                           | 3 & 4 | -99 626  | -94 847  |
| Changes in inventories of finished goods and work in progress                    |       | -177 372 | -145 548 |
| Employee expenses (-)                                                            | 5     | 145 606  | 119 314  |
| Depreciation and amortization (-)                                                |       | -4 513   | -2 890   |
| Impairments (-)                                                                  |       | -532     | -206     |
| Other operating expenses (-)                                                     |       | 281      | 1 433    |
|                                                                                  | 6     | -63 096  | -66 950  |
| <b>RESULT FROM OPERATING ACTIVITIES - EBIT</b>                                   |       |          |          |
|                                                                                  | 3 & 4 | 52 895   | 46 035   |
| <b>Financial expenses (-)</b>                                                    |       |          |          |
|                                                                                  | 7     | -11 211  | -9 750   |
| <b>Financial income</b>                                                          |       |          |          |
|                                                                                  | 7     | 1 897    | 1 137    |
| <b>Share of profit (loss) from investments consolidated by the equity method</b> |       |          |          |
|                                                                                  |       | -638     | -228     |
| <b>PROFIT (LOSS) BEFORE TAX</b>                                                  |       |          |          |
|                                                                                  |       | 42 943   | 37 194   |
| <b>Income tax expense (income) (-)</b>                                           |       |          |          |
|                                                                                  | 8     | -5 315   | -2 157   |
| <b>PROFIT (LOSS) AFTER TAX</b>                                                   |       |          |          |
|                                                                                  |       | 37 628   | 35 037   |
| <b>Post-tax profit (loss) of discontinued operations</b>                         |       |          |          |
|                                                                                  |       |          |          |
| <b>PROFIT (LOSS) OF THE PERIOD</b>                                               |       |          |          |
|                                                                                  |       | 37 628   | 35 037   |
| <b>Non controlling interests</b>                                                 |       |          |          |
|                                                                                  |       | -149     | -140     |
| <b>Group profit (loss)</b>                                                       |       |          |          |
|                                                                                  |       | 37 777   | 35 177   |

| Earnings per share (In EUR)                                     | Notes | 2019      | 2018      |
|-----------------------------------------------------------------|-------|-----------|-----------|
| <b>Total number of issued shares</b>                            |       |           |           |
|                                                                 | 9     | 5 631 076 | 5 631 076 |
| <b>of which own shares</b>                                      |       |           |           |
|                                                                 |       | 313 427   | 231 825   |
| <b>Weighted average number of shares (excluding own shares)</b> |       |           |           |
|                                                                 |       | 5 333 821 | 5 431 951 |
| <b>Basic earnings</b>                                           |       |           |           |
|                                                                 | 9     | 7,08      | 6,48      |
| <b>Diluted earnings per share</b>                               |       |           |           |
|                                                                 | 9     | 7,08      | 6,48      |
| <b>Proposal of gross dividend per share</b>                     |       |           |           |
|                                                                 | 9     | 2,31      | 2,20      |

| Other elements of the overall profit and losses (In thousands of EUR)         | 2019   | 2018   |
|-------------------------------------------------------------------------------|--------|--------|
| <b>Group share result</b>                                                     |        |        |
|                                                                               | 37 777 | 35 177 |
| <b>Items not to be reclassified to profit or loss in subsequent periods :</b> |        |        |
| Employee benefits                                                             | 22     | -241   |
|                                                                               |        | 29     |
| <b>Items to be reclassified to profit or loss in subsequent periods :</b>     |        |        |
| Translation adjustments                                                       |        | -4 245 |
|                                                                               |        | -583   |
| Cash flow hedge                                                               | 20     | -351   |
|                                                                               |        |        |
| <b>Overall total results of the group</b>                                     |        |        |
|                                                                               | 32 940 | 34 623 |
| <b>Overall profits and losses of the period attributable to third parties</b> |        |        |
|                                                                               | -149   | -140   |

# CONSOLIDATED STATEMENT OF THE FINANCIAL POSITION

## ASSETS

| In thousands of EUR                           | Notes | 2019    | 2018    |
|-----------------------------------------------|-------|---------|---------|
| <b>NON-CURRENT ASSETS</b>                     |       |         |         |
|                                               |       | 118 690 | 56 928  |
| Property, plant and equipment                 | 12    | 3 406   | 549     |
| Intangible assets                             | 11    | 87      | 176     |
| Investments consolidated by the equity method | 13    | 59 676  | 14 732  |
| Deferred tax assets                           | 18    | 5 261   | 6 337   |
| Other non-current financial assets            | 16    | 12 503  | 11 869  |
| Non-current trade and other receivables       | 16    | 37 757  | 23 265  |
| <b>CURRENT ASSETS</b>                         |       |         |         |
|                                               |       | 719 285 | 613 837 |
| Inventories                                   | 15    | 608 025 | 459 202 |
| Other current financial assets                | 16    | 6 159   | 68 064  |
| Current tax receivables                       | 17    | 776     | 1 067   |
| Current trade and other receivables           | 16    | 54 116  | 37 432  |
| Current loans payments                        | 17    | 15      | 1 346   |
| Cash and cash equivalents                     | 16    | 43 745  | 42 145  |
| Other current assets                          | 17    | 6 449   | 4 581   |
| <b>TOTAL ASSETS</b>                           |       |         |         |
|                                               |       | 837 975 | 670 765 |

## LIABILITIES AND EQUITY

| In thousands of EUR                     | Notes   | 2019    | 2018    |
|-----------------------------------------|---------|---------|---------|
| <b>TOTAL EQUITY</b>                     |         |         |         |
|                                         |         | 187 048 | 170 298 |
| <b>Group shareholders' equity</b>       |         |         |         |
|                                         |         | 184 251 | 167 352 |
| Issued capital                          | 10      | 57 631  | 57 631  |
| Reserves                                | 10      | 141 693 | 119 727 |
| Treasury shares (-)                     | 9 & 10  | -15 073 | -10 006 |
| <b>Non controlling interests</b>        |         |         |         |
|                                         |         | 2 797   | 2 946   |
| <b>NON-CURRENT LIABILITIES</b>          |         |         |         |
|                                         |         | 423 801 | 297 789 |
| Non-current interest bearing borrowings | 20      | 364 888 | 293 105 |
| Non-current provisions                  | 19      | 4 792   | 648     |
| Pension obligation                      | 22      | 701     | 455     |
| Derivatives                             | 20      | 351     |         |
| Deferred tax liabilities                | 18      | 3 967   | 1 125   |
| Current trade and other payables        | 20      | 47 034  | 1 542   |
| Other non-current liabilities           | 20      | 2 068   | 914     |
| <b>CURRENT LIABILITIES</b>              |         |         |         |
|                                         |         | 227 126 | 202 678 |
| Current interest bearing debts          | 20      | 175 089 | 147 174 |
| Current provisions                      | 19      | 1 352   | 5 040   |
| Current tax payables                    | 21      | 2 262   | 2 986   |
| Current trade and other payables        | 20 & 21 | 40 296  | 33 554  |
| Other current liabilities               | 21      | 8 127   | 13 924  |
| <b>TOTAL EQUITY AND LIABILITIES</b>     |         |         |         |
|                                         |         | 837 975 | 670 765 |

# CONSOLIDATED CASH FLOW STATEMENT

(INDIRECT METHOD)

| In thousands of EUR                                          | Notes | 2019     | 2018     |
|--------------------------------------------------------------|-------|----------|----------|
| <b>Operating activities</b>                                  |       |          |          |
| Net result                                                   |       | 37 777   | 35 177   |
| Result of non controlling interests                          |       | -149     | -140     |
| Result of Equity method Cies                                 |       | 638      | 228      |
| Net finance cost                                             |       | 9 602    | 6 994    |
| Income tax expense                                           | 7     | 1 396    | 2 986    |
| Result for the year                                          |       | 49 264   | 45 245   |
| Depreciation                                                 |       | 532      | 206      |
| Amortisation and impairment                                  |       | -281     | -1 433   |
| Translation adjustments                                      |       | -14      | 463      |
| Provisions                                                   |       | 466      | -960     |
| Deferred taxes                                               | 7     | 3 919    | -830     |
| (Profit)/Loss on disposal of fixed assets                    |       | -37 860  | -34 992  |
| SOP / IAS 19                                                 |       | 773      | 141      |
| Adjustments for non cash items                               |       | -32 465  | -37 405  |
| Variation of inventories                                     |       | -151 471 | -122 634 |
| Variation of trade and other amounts receivables             |       | -16 884  | 41 832   |
| Variation of trade payables                                  |       | 4 815    | 9 803    |
| Variation of amounts payable regarding wage taxes            |       | 93       | 41       |
| Variation of other receivables and payables                  |       | 9 672    | 5 712    |
| Net variation on working capital                             |       | -153 775 | -65 246  |
| Interests received                                           |       | 191      | 1 132    |
| Income tax (paid) received                                   |       | -1 828   | -4 917   |
| Cash from operating activities (+/-)                         |       | -138 613 | -61 191  |
| <b>Investment activities</b>                                 |       |          |          |
| Acquisitions of intangible and tangible fixed assets         |       | -2 187   | -409     |
| Acquisitions of financial investments                        |       | -14 206  | -6       |
| New loans                                                    |       | -807     | -492     |
| Subtotal of acquired investments                             |       | -17 200  | -907     |
| Disposals of intangible and tangible fixed assets            |       | 11       | 15       |
| Disposals of financial investments                           |       | 20 836   | 57 804   |
| Reimbursement of loans                                       |       | 177      | 1 364    |
| Subtotal of disinvestments                                   |       | 21 024   | 59 183   |
| Cash from investment activities (+/-)                        |       | 3 824    | 58 276   |
| <b>Financial activities</b>                                  |       |          |          |
| Treasury shares                                              |       | -5 067   | -1 642   |
| Proceeds from borrowings                                     | 20    | 164 580  | 127 868  |
| Repayment of borrowings                                      | 20    | -64 654  | -41 980  |
| Interests paid                                               |       | -8 744   | -6 545   |
| Dividends paid to company's shareholders                     | 6     | -11 747  | -11 317  |
| Directors' entitlements                                      |       | -256     | -316     |
| Cash from financial activities (+/-)                         |       | 74 112   | 66 068   |
| Net cash variation                                           |       | -60 677  | 63 153   |
| Cash and cash equivalent at the beginning of the year        |       | 106 590  | 43 296   |
| Net variation in cash and cash equivalent                    |       | -60 677  | 63 153   |
| Non cash variations (Cur. conversion, chge in scope, etc...) |       | -466     | 141      |
| Cash and cash equivalent at end of the year                  | 4     | 45 447   | 106 590  |

The highlights of the 2019 cash flows are mainly found in:

- the cash flow from operations, down by 138.61 million Euros mainly following developments in the current projects (see also note 15);
- the cash flow from investments, lightly up by 3.82 million Euros, as a result of the aquisitons of the investments of Dossche Immo and CCN Development, reduced by the receipt of the sale of the Naos financial asset and
- the cash flow from financing, with a net increase of 74.11 million Euros through the subscription of the new loans (mainly through the issue of two fixed-rate bonds for a total amount of 60 million Euros and bank funding) during the year under review.

As a reminder: the cash flows in 2018 were mainly in the

- the cash flow from operations, down by 61.19 million Euros mainly following developments in the current projects (see also note 15);
- the cash flow from investments, up by 58.28 million Euros, as a result of the sales of The One Office and Naos financial assets and
- the cash flow from financing, with a net increase of 66.07 million Euros through the subscription of the new loans (mainly through the issue of a fixed-rate bond of 50 million Euros) during the year under review.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

| In thousands of EUR                                  | Notes   | Issued capital | Hedging reserves | Own shares | "Consoli-dated reserves" of the period | Profit/loss of the period | "IAS 19R reserves" | Cumulative translation adjusments | Minority interests | Total Equity |
|------------------------------------------------------|---------|----------------|------------------|------------|----------------------------------------|---------------------------|--------------------|-----------------------------------|--------------------|--------------|
| <b>2018</b>                                          |         |                |                  |            |                                        |                           |                    |                                   |                    |              |
| Balance as of 01.01.2018                             |         | 57 631         | -                | -8 195     | 112 992                                | -                         | -431               | -15 280                           | 2 923              | 149 640      |
| Change of methodology IRFS 15                        |         | -              | -                | -          | -1 001                                 | -                         | -                  | -                                 | -                  | -1 001       |
| Opening balance adjustment                           |         | 57 631         | -                | -8 195     | 111 991                                | -                         | -431               | -15 280                           | 2 923              | 148 639      |
| Profit/loss of the period                            |         | -              | -                | -          | -                                      | 35 177                    | -                  | -                                 | -139               | 35 038       |
| Other elements of the overall results <sup>(1)</sup> |         | -              | -                | -          | -                                      | -                         | 29                 | -583                              | -                  | -554         |
| Total comprehensive income                           |         | -              | -                | -          | -                                      | 35 177                    | 29                 | -583                              | -139               | 34 484       |
| Paid dividends                                       |         | -              | -                | -          | -11 317                                | -                         | -                  | -                                 | -                  | -11 317      |
| Own shares                                           | 10 & 22 | -              | -                | -1 811     | -                                      | -                         | -                  | -                                 | -                  | -1 811       |
| Share based payment                                  |         | -              | -                | -          | 141                                    | -                         | -                  | -                                 | -                  | 141          |
| Others                                               |         | -              | -                | -          | -                                      | -                         | -                  | -                                 | 162                | 162          |
| Balance as of 31.12.2018                             |         | 57 631         | -                | -10 006    | 100 815                                | 35 177                    | -402               | -15 863                           | 2 946              | 170 298      |
| <b>2019</b>                                          |         |                |                  |            |                                        |                           |                    |                                   |                    |              |
| Balance as of 01.01.2019                             |         | 57 631         | -                | -10 006    | 135 992                                | -                         | -402               | -15 863                           | 2 946              | 170 298      |
| Profit/loss of the period                            |         | -              | -                | -          | -                                      | 37 777                    | -                  | -                                 | -149               | 37 628       |
| Other elements of the overall results <sup>(1)</sup> |         | -              | -351             | -          | -                                      | -                         | -241               | -4 245                            | -                  | -4 837       |
| Total comprehensive income                           |         | -              | -351             | -          | -                                      | 37 777                    | -241               | -4 245                            | -149               | 32 791       |
| Paid dividends                                       |         | -              | -                | -          | -11 747                                | -                         | -                  | -                                 | -                  | -11 747      |
| Own shares                                           | 10 & 22 | -              | -                | -5 067     | -                                      | -                         | -                  | -                                 | -                  | -5 067       |
| Share based payment                                  |         | -              | -                | -          | 773                                    | -                         | -                  | -                                 | -                  | 773          |
| Balance as of 01.01.2019                             |         | 57 631         | -351             | -15 073    | 125 018                                | 37 777                    | -643               | -20 108                           | 2 797              | 187 048      |

(1) In 2008, the Group owns several Hungarian, Romanian and Polish companies and opted for the use of the local currency as the functional currency in each of these countries. The negative translation adjustments of the period noted in the shareholders' equity are primarily the consequence of the depreciation of the HUF and the RON over the course of the year (-4.25 millions Euros). See also note 16 (Financial assets) and note 2 (Risks management).

The change in equity for the 2019 financial is essentially marked by the result for the year (+37.63 million Euros) reduced by the

payment of dividends (-11.75 million Euros) and the repurchase of own shares (-5,07 million Euros).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 –MAIN ACCOUNTING METHODS

1. ACCOUNTING BASIS

The consolidated financial statements on 31 December 2019 were prepared in compliance with the IFRS (International Financial Reporting Standards) as adopted in the European Union.

The accounting principles applicable to the preparation and the presentation of consolidated financial statements on 31 December 2019 have not been altered from those used for the preparation and the presentation of consolidated financial statements on 31 December 2018.

Standards and interpretations became effective on a mandatory basis in 2019 in the European Union:

- IFRS 16 – *Leases*
- IFRIC 23 – *Uncertainly over Income Tax Treatments*
- Amendments to IAS 19 – *Plan amendment, Curtailment of Settlement*
- Amendments to IAS 28 – *Long-term Interests in Associates and Joint Ventures*
- Amendments to IFRS 9 – *Prepayment Features with Negative Compensation*
- Annual improvements to IFRS 2015–2017 Cycle: *Amendments to IFRS 1 and IAS 28*

We remind you that ATENOR has been applying IFRS 15 (Revenue from Contracts with Customers) since 1 January 2018 according to the simplified retrospective method. In application of this method, the comparative periods have not been restated and the impact relating to the change of the evaluation rule has been directly recorded in the opening equity (see the 2018 Consolidated statements of changes in equity). This impact stood at 1 million Euros net of tax.

The table below details per item the IFRS 15 transition and the recognition in the result in 2019 linked to the change in method:

| In thousands of EUR | Equity     | Result recognition |      |       |
|---------------------|------------|--------------------|------|-------|
|                     | 01.01.2018 | 2018               | 2019 | Total |
| Turnover            | -1 410     | 1 263              | 147  | 1 410 |
| Cost price          | -12        | 78                 | -66  | 12    |
| Gross result        | -1 422     | 1 341              | 81   | 1 422 |
| Tax - 29.58%        | 421        | -397               | -24  | -421  |
| Net impact          | -1 001     | 944                | 57   | 1 001 |

ATENOR has applied IFRS 16 (lease contracts) since 1 January 2019 according to the simplified retrospective method. In application of this method, the impact on the balance sheet and the results account is calculated as if the lease effectively took effect on 1 January 2019 without restatement of the comparative accounts of the previous years and without any impact on opening equity.

In accordance with IFRS 16, ATENOR does not apply the new standard to lease contracts concerning intangible fixed assets and has chosen not to apply the new accounting model to lease contracts of less than one year's duration (renewal options included), nor to contracts concerning new assets with a low unit value (exemption threshold 5,000 USD).

Furthermore, ATENOR applies the transitory simplification measures authorised by IFRS 16 whose principle is the booking of lease contracts that ended in the 12 months following the initial application date, as if they were short-term lease contracts.

For ATENOR, as lessor, there is no impact.

See notes 12 and 20

The new IFRS standards and IFRIC interpretations and the amendments of the old standards and interpretations, applied for the first time in 2019, had any significant direct impact on the figures reported by the Company.

New or amended standards and interpretations that come into effect after 31 December 2019

- Amendment to IAS 1 and IAS 8 – *Definition of Material* (applicable for annual periods beginning on or after 1 January 2020).
- Amendment to IFRS 3 – *Business Combinations* (applicable for annual periods beginning on or after 1 January 2020, but not yet endorsed in the EU).
- Amendements to IFRS 9, IAS 39 and IFRS 7 – *Interest Rate Benchmark Reform* (applicable for annual periods beginning on or after 1 January 2020, but not yet endorsed in the EU).
- Amendments to references to the Conceptual Framework in IFRS standards (applicable for annual periods beginning on or after 1 January 2020, but not yet endorsed in the EU).
- IFRS 17 – *Insurance Contracts* (applicable for annual periods beginning on or after 1 January 2021, but not yet endorsed in the EU).

ATENOR has not adopted these new or amended standards and interpretations in advance. ATENOR is continuing its analysis of the possible impact of these new standards and interpretations. The future application of the new or amended standards and interpretations whose entry into force is set at 1st January 2020 should not have a significant impact on the consolidated financial statements of ATENOR.

The consolidated financial statements of the Group were made up by the Board of Directors on 5 March 2020.

2. CONSOLIDATION PRINCIPLES AND SIGNIFICANT ACCOUNTING PRINCIPLES

The consolidated financial statements include the financial statements of ATENOR SA and its subsidiaries that are controlled directly or indirectly. These subsidiaries are consolidated according to the full consolidation method. Control is assumed to exist if the Group holds at least 50% of the shares.

The equity method is applied especially in the case of joint ventures held with joint control.

The intra-group transactions and results have been eliminated.

These consolidated financial statements have been prepared on the basis of historical cost, with the exception of certain financial instruments that are entered in the accounts according to the convention of fair value in conformity with the handling of the different categories of financial assets and liabilities defined by the IFRS 9 standard.

The financial statements are presented in thousands of Euros and rounded off to the nearest thousand.

2.1. Property, plant and equipment

A tangible fixed asset is booked in the accounts if it is probable that the future economic advantages associated with this element will be released by the Group and if the cost of this asset can be evaluated in a reliable way.

The tangible fixed assets are subject to the application of the terms relating to the depreciation of assets (IAS 36) and to the duration of the utility of the significant components of the assets (IAS 16). The land, installations and machines held with a view to their use in the production of goods and services, or for administrative purposes, are initially assessed at their acquisition value with the deduction of accumulated amortisation and any losses of value that may be recognised. The acquisition value includes all the directly imputable charges necessary to bring the asset into a state where it can fulfil the function for which it is intended. The depreciation is calculated based on the estimated duration of service life, with a deduction of the residual value if this is significant. The borrowing costs are activated if applicable in tangible fixed assets under the conditions stipulated by IAS 23. The depreciations are calculated linearly on the estimated duration of service life of the assets as of the date on which the asset is ready to be used, taking into account the residual value of the assets concerned, if this is significant. Depreciation is booked in the income statement under the category "Depreciation and amortisation (-)".

|                               |                                 |
|-------------------------------|---------------------------------|
| Structures                    | 20 - 33 years                   |
| Installations and equipment   | 10 - 15 years                   |
| Machines                      | 3 - 8 years                     |
| Computer materials            | 3 - 10 years                    |
| Furniture                     | 2 - 10 years                    |
| Mobile equipment              | 4 years                         |
| Outfitting of rented property | 9 years (duration of the lease) |

The profit or the loss resulting from the transfer or the change of purpose of a tangible fixed asset corresponds to the difference between the income from the sale and the accounting value of the tangible fixed asset. This difference is taken into account in the income statement.

The grounds are assumed to have an unlimited service life and are not depreciated.

Later expenditures are booked into the income statement at the moment when they are incurred. Such an expense is activated only when it can be clearly demonstrated that it has led to an increase in the future economic advantages expected from the use of the tangible fixed asset in comparison with its normal performance as initially estimated.

The assets under financial leasing are recognised in the balance sheet if all the risks and advantages of ownership have been transferred to the buyer. They are amortised over the economic service life or, if it is shorter, over the duration of the lease.

2.2. Intangible assets (other than goodwill)

The intangible fixed assets are evaluated initially at cost. The intangible fixed assets are recognised as assets if it is probable that the future economic advantages that can be attributed to the asset will go to the undertaking and if the cost of this asset can be evaluated in a reliable way. After initially being entered in the accounts, the intangible fixed assets are evaluated at cost reduced by the combination of the amortisations and the combination of the depreciations and cumulated loss of value of assets.

The intangible assets of ATENOR primarily include the software programs.

The intangible fixed assets have a fixed economic life and are consequently depreciated according to the linear method on the basis of the best estimation of their duration of utility. The depreciation is booked in the accounts in the income statement under the category "Depreciation and amortisation (-)".

Depreciation of tangible and intangible fixed assets:

Except for the current intangible assets, which are subjected to an annual impairment test, tangible and intangible fixed assets are the object of an impairment test only when there is an indication showing that their accounting value will not be recoverable by their use (utility value) or their sale (fair value less sale costs). If an asset does not generate cash flows independent of those of other assets, the Group will conduct an estimate of the recoverable value of the cash generating unit (CGU) to which this asset belongs. The recoverable value is the higher value between the fair value decreased by the costs of the sale and the utility value.

The fair value is the price that would be received for the sale of an asset or paid for the transfer of a liability on a normal transaction between market participants on the evaluation date. The utility value is the current value of the future cash flows likely to result from an asset or a UGT.

A loss of value is the amount by which an asset's or UGT's book value exceeds its recoverable value.

When a loss of value is recovered later, the accounting value of the asset or of a CGU is increased to reach the revised estimate of its recoverable value, without, however, being higher than the

accounting value that would have been determined if no loss of value had been entered in the accounts for this asset or this CGU in the course of previous financial years.

### 2.3. Goodwill

The goodwill constitutes the difference between the acquisition cost determined at the time of the regrouping of companies and the Group share in the fair value of the assets, liabilities and any identifiable benefits.

When control has been obtained over one or more other units that do not constitute “businesses”, the regrouping is not classified as a “business combination”. When it concerns a group of assets or of net assets that do not constitute a “business”, the cost is distributed among the individual identifiable assets and liabilities on the basis of their fair values relating to the date of acquisition. And such an acquisition of asset(s) does not give rise to the recognition of goodwill.

This surplus is not accounted separately as “goodwill” but has been allocated to assets and liabilities identifiable on the basis of their relative fair values at the time of their purchase. To summarise, transferred assets appear in the buyer’s balance sheet at their fair value plus the “extra price” paid, without recognition of deferred taxes.

### 2.4. Non-current assets held for sale and discontinued activities

The Group enters a non-current asset (or any entity intended to be disposed of) as held for sale if the accounting value is or will be recovered primarily through a sales transaction rather than through continued use.

The non-current assets held for sale are valued at the lowest at their accounting value or at their fair value reduced by the costs of sale.

A discontinued activity is a unit (or a group of units) generating funds that either has been disposed of or is held for sale. It appears in the profit and loss accounts under a single amount and its assets and liabilities are presented in the balance sheets separately from the other assets and liabilities.

### 2.5. Inventories

The compiled inventories of real estate projects are valued at the lowest at cost and the net marketable value. The net realisable value is the estimated selling price as part of a normal process of developing a real estate project, less the estimated costs to completion and the estimated costs necessary for the sale.

The cost includes the acquisition costs and the direct and indirect costs of conversion or development, including appropriate borrowing costs.

All the projects under development in foreign countries are valued in inventory according to the acquisition prices and market prices related to studies and construction costs. All active steps which contribute to the completion of the project illustrate the value creation brought by ATENOR and justify to maintain an asset value « at costs » as long as the project demonstrates its feasibility and its profitability, irrespective of market changes.

An abandoned project and/or a project whose net realisable

value is inferior to the net book value will be subject to an appropriate value adjustment.

The regular updating of the feasibilities (cost price, rental price, transfer parameters) of the projects makes it possible to check the extent to which the potential margin is affected by the evolution of economic and financial conditions. Consequently, this estimated result per project incorporates the exchange risk as a parameter of the feasibility of each of the projects.

The amount of any write-downs to bring stocks down to their net execution value and any “stock” losses are booked as expenses for the period in which the write-down or loss occurs. The amount of any reversals of “stock” depreciations resulting from an increase in the net execution value is booked as a reduction of the amount of stocks booked in expenses in the period in which the reversal occurs.

### 2.6. Provisions

A provision is constituted when the Group has a legal or implicit obligation at the date of the balance sheet and at the latest during the approval of the consolidated financial statements by the Board of Directors. The registered provisions meet the three-fold condition of resulting from a past transaction or event, of having a probability of leading to an outflow of resources and of being able to estimate the outflow of resources in a reliable way.

The provisions are the object of discounting in order to take into account the course of time. Each year ATENOR reviews the discounting rates used for each of its provisions.

In the application of the evaluation rules, the establishment of provisions for charges to be paid constitutes a matter subject to judgement.

Insofar as risks and undertakings are concerned for which an actual disbursement is disputed and judged not very probable, ATENOR will provide qualitative indications in notes 2, 24 and 26 (Risks Management, Disputes and Rights and obligations).

### 2.7. Borrowing costs

The costs of borrowing directly attributable to the acquisition, construction or production of a qualified asset are incorporated into the cost of this asset.

A qualified asset is an asset requiring a long period of preparation before it can be used or sold. The buildings intended for sale registered in the inventory account meet this criterion because the studies, the construction and the sales and commercialisation process can take several years.

The rate used to determine these costs will correspond to the weighted average borrowing costs applicable to the specific or general loans contracted to finance the real estate projects concerned.

ATENOR will start the capitalisation of the costs of borrowing as soon as the permits that are indispensable to the preparation of the asset have been issued and the implementation of the construction site is actually launched.

Capitalisation of the costs of borrowing is suspended during the long periods in the course of which the normal development of the project is interrupted.

The capitalisation of borrowing costs is stopped when residential and office units under construction are sold.

### 2.8. Financial instruments

- Payables: payables are valued at their nominal value.

- Own shares: the own shares are entered as a deduction from the equity. The results connected with transactions on these shares also affect the equity and not the income statement.

- Cash and cash equivalents: this entry includes cash money and deposits, short term investments (less than one year) and very liquid investments.

- Bank loans: advances and financial loans are initially booked in the accounts at their fair value increased by the direct transaction costs, and later at the amortised cost according to the method of the actual interest rate. The financial charges, including the bonuses and commissions payable, are paid over the duration of their availability, with the exception of the cost of loans connected to qualified assets.

- Listed securities: fair value assessment which corresponds to the price on the closing date.

- Derivatives are valued at their fair value. The variations in the fair value of derivative instruments that make up the instruments for hedging the cash flows are recognised directly in the equity. The changes in the fair value of the derivatives designated and categorised as instruments for hedging fair value are entered in the profit and loss account, as well as changes in the fair value of the asset or liability hedged imputable to the risk hedged.

The non-effective part is recognised in the income statement. In other cases, variations in the fair value are immediately recognised in the profit and loss account.

### Levels of fair value hierarchy

For each category of financial instrument, ATENOR supplies the methods applied to determine their fair value.

Level 1: Quoted prices on active markets

For instruments quoted on an active market, the fair value corresponds to the price quoted on the closing date.

Level 2: (direct or indirect) observable data, other than quoted prices

The derivative instruments are, where appropriate, valued by a financial institution on the basis of market parameters.

Level 3: non-observable market data

The fair value of the “Current and non-current financial assets” (including liquid assets) is close to the market value. The fair value of non-quoted financial assets available for sale is estimated at their book value, taking into account the evolution of the business of the companies concerned and existing shareholder agreements. Their amount is insignificant.

The fair value of the “Trade and other receivables” corresponds to their nominal value (deducting any impairment loss) and reflects the sale price of the goods and other assets sold in the provisional agreements and notarial deeds.

Depending on their maturity, “Financial liabilities” are valued by discounting the flows or at amortised cost on the basis of their effective interest rate, supported by conventions and amounts borrowed.

The “Trade and other payables” are measured on their initial book value, supported by conventions, invoices and amounts paid.

### 2.9. exchange rate risk

The Group has foreign assets and considers the currency of each country as the “functional” currency in terms of IAS 21, which handles the “effects of changes in foreign exchange rates” and define the way to convert the financial statements into Euros (reporting currency).

The Group therefore enters transactions and balances in the currency and due to this fact it is exposed to exchange risks of these currencies, defined as functional, materialising through conversion differences incorporated into its own consolidated equity capital.

The use of the local currency as the functional currency is justified by the operational needs for execution of the projects.

### 2.10. Segment reporting

Segment information is prepared, both for internal reporting and external disclosure, on a single sector of activity, i.e. real-estate development projects (office and residential buildings, the retail activity is less significant compared to the first two). This activity is presented, managed and monitored by project. The various project committees, the Executive Committee and the Board of Directors are responsible for monitoring the various projects and assessing their performances.

However, based on the location of the projects, two geographical segments are henceforth identifiable: on the one hand, Western Eurospe, covering Belgium, the Grand Duchy of Luxembourg, France and Germany as well as Portugal and on the other hand, Central Europe, covering Poland, Hungary and Romania.

### 2.11. Income from activities

ATENOR forms part of complex real estate transactions in which the results are acknowledged as a function of contractual undertakings on the one hand and the extent of completion on the other hand. The principles of income recognition are applicable both in qualified “share deal” and “asset deal” operations for sales of buildings constructed, to be built or to be completed in the future.

These accounting principles are implemented in the light of the IFRS 15 principles – (Revenue from ordinary operations from Contracts with Customers) insofar as the recognition of revenues on progress taking into account the specific features of the activity of a real estate project developer is concerned ou of the revenue at the time of the actual transfer of the risks and advantages of ownership of the properties to the buyer.

Income is recognised under the percentage of completion method or at a point in time to the extent that it can be considered as definitively acquired with deduction of all reasonably foreseeable charges associated with the obligations assumed by ATENOR in respect of the acquirer, in particular as regards the construction and the letting of the building.

The sales of accepted buildings are recorded at a point in time, which corresponds to the date of signing of the sale agreement.

The sales of buildings under construction are recognised according to the percentage of completion.

The degree of progress of works can be determined in various ways. ATENOR uses the method that reliably measures the works executed. The methods selected may include, according to the type of contract:

- the relationship that exists between the costs incurred for the works executed up to the date in question and the total estimated costs of the contract;
- the examination of the executed works and their respective contribution to value creation; or
- the progress, in physical terms, of part of the works of the contract.

The progress of the payments and advances received from customers does not necessarily reflect the works executed.

#### 2.12. Taxes and deferred taxes

The company's taxes are based on the profit and loss for the year and include the taxes for the year and the deferred taxes. They are taken up in the profit and loss account, except if they concern elements directly taken up in the equity funds, in which case they are entered directly in the equity funds.

The tax for the financial year is the amount of tax to be paid based on the taxable profit for the financial year, as well as any corrections concerning previous years. It is calculated based on the local tax rate that is applicable at the closing date.

Deferred taxes are recognised on all taxable or deductible time differences, except the initial booking

- of the goodwill
- of an asset or liability in a transaction that is not a company consolidation and that affects neither the accounting profit nor the taxable profit.

In the event of an acquisition of (real-estate) assets, no deferred tax is recognised and the asset is recognised at its fair value plus the price difference part if any.

The time differences are the differences between an asset's book value or of a balance sheet liability and its tax base.

A deferred tax liability must be booked for all the taxable time differences. A deferred tax asset must be booked for all the deductible time differences insofar as it is probable that a taxable benefit, on which these deductible time differences may be assigned, will be available.

Deferred tax assets concerning deferrals of tax losses and tax credits are not recognised insofar as there are convincing indications that future taxable benefits will be available to use these tax assets. On each closing date, ATENOR reconsiders the deferred tax assets, whether recognised or not, on the basis of the future profitability indications of the companies concerned. The deferred tax is calculated at the applicable tax rate.

#### 2.13. Employee benefits

Benefits after employment include pensions and other benefits connected with retirement, as well as life insurance and medical care after employment. The benefits are taken up either in the plans at fixed contributions with a minimum guaranteed yield in accordance with the Belgian legislation, or in the pension plans at fixed benefits.

The contributions of the plans at fixed contributions are covered in the profit and loss account at the time when they are due. For these plans, the intrinsic value approach is used to determine whether a pension liability should be recognised or not. According to this method, the liabilities correspond to the sum of all the individual differences between the mathematical reserves (reserve calculated by capitalising past contributions at the technical interest rate applied by the insurer, taking into account the profit sharing) and the minimum legal performance guarantee.

For the pension plans at fixed benefits, the amount booked in the accounts at the date of the balance sheet is determined as being the updated value of the obligation concerning the fixed benefits, according to the projected unit credit method. The updated version of the defined benefit obligation is determined by updating the future cash flows, estimated on the basis of high-quality corporate bonds denominated in the currency in which the benefit must be paid and whose due dates are near to those of the corresponding liabilities for the pension scheme. The re-evaluation includes the actuarial gains and losses (where applicable) and the yield of the plan's assets (before interest) which are immediately entered in the statement of financial position, recording a debit or credit in the other items of the overall result for the period in which they occur. The re-evaluation booked in the «Other overall result» heading is not reclassified in results.

The past service cost is booked in the result for the period in which the plan was modified. The net interest is booked in result and calculated by applying the update rate to the liabilities or assets for the defined services.

#### 2.14. Stock options plans for employees and other payments based on shares

The Group has issued several plans for remuneration connected with the company's securities and for which the payment is made in the form of the company's shares.

In general, for payments in shares to which IFRS 2 is applicable, the fair value of benefits of beneficiaries received in exchange for the allocation of options is recognised as a charge. The total amount to be attributed in charges linearly over the period of acquisition of rights is determined in reference to the fair value of the options allocated.

The fair value of the options is measured at the date of allocation, taking into account the market parameters as well as hypotheses concerning the number of options that should be exercised. Each year, on the date the balance sheet closes, the Group will review its estimations as to the number of options that should be exercised. The impact of the revision of the initial estimations is booked in the income statement and the equity is corrected as a consequence over the remaining acquisition period of the rights. The income, net of directly attributable transaction costs, is attributed in addition to the registered capital and to the issuing bonus when the options are exercised. When the options reach maturity (without being exercised), the own funds will be corrected without any impact on the result. The simple extension of the period for the exercise of options without change in the duration of acquisition of the rights does

not modify the initial booking of the plan in the accounts.

The other payments made to the staff and based on the shares, in particular the transfer of own shares with a discount, are also registered in the equity accounts in application of IFRS 2 and booked as costs over the vesting period.

#### 3. ACCOUNTING ESTIMATES AND SIGNIFICANT JUDGEMENTS

To value the assets and liabilities that appear in the consolidated financial statements, the Group must necessarily make certain estimates and use its judgement in certain areas. The estimates and hypotheses used are determined on the basis of the best information available at the time of the closure of the financial statements. Nevertheless, by definition the estimates rarely correspond to actual fulfilments, so that the accounting valuations that result inevitably contain a certain degree of uncertainty. The estimates and hypotheses that could have a significant impact on the valuation of the assets and liabilities are commented below.

- The deferred tax assets (and more particularly those that are linked to the recoverable tax losses and credits) are booked only to the extent that is probable that they could be imputed in the future to a taxable profit.
- The recognition of the progress of revenue generated by certain real estate projects presupposes, to begin with, a production budget and continuous monitoring of the execution, on the basis of which the degree of completion, the costs on completion and the risks still to be controlled are valued in a prudent way to determine the share of the profit attributable to the period completed.
- The fair value measurement of complementary prices linked to assets disposed on the basis of new events that happened during the fiscal year.
- For the provisions, the amount entered corresponds to the best estimate of expenditure necessary for the extinction of the current obligation (legal or implicit) at the date of closure.
- Any value adjustments: depreciations on stocks and losses of value on fixed assets (including goodwill) are subject to the appraisal of the management body on the basis of the principles set out in point 2.

#### NOTE 2 - RISK MANAGEMENT

ATENOR's activities consist in the realisation of real estate developments, either directly or through subsidiaries.

ATENOR is faced with risks and uncertainties inherent in this activity and, in particular, the changes in international economic trends and the markets in which the buildings are constructed, and the changes in the financial markets fundamentals, such as interest rates and the volume of funds intended for investment. The Board of Directors is attentive to the analysis and management of the various risks and uncertainties to which ATENOR and its subsidiaries are subject.

##### Risk connected with the economic situation

The economic situation influences on the one hand the confidence of investors, candidate buyers for the real estate projects that ATENOR and its subsidiaries (the "Group") are developing, and

on the other hand the confidence of companies in the private sector and actors in the public sector that are candidate tenants for these same properties.

However, the real estate promotion sector presents a time gap in comparison with the economic cycle of industries and services. For more than 25 years, ATENOR has been demonstrating its ability to anticipate its decisions regarding investments, launching or disinvestment in such a way as to reduce the impact or, as need be, to take advantage of a given economic situation. The forecasts available currently concerning the countries in which ATENOR has invested have been taken into account in the forecasts of results; if the economic situation of these countries should deteriorate beyond the given forecasts, the forecasts for ATENOR's results would have to be revised downward as a consequence.

##### Risk connected with the development activity

Before every project acquisition, ATENOR conducts urban planning, technical, environmental and financial feasibility studies, most often in association with specialised external advisers.

In spite of all the precautions taken, unexpected problems connected with external factors (delays while awaiting decisions of the administrative authorities, new regulations, especially on the subject of soil pollution or energy performance, bureaucracy, environmental protection, etc.) and undetected risks can appear suddenly in projects developed by the Group, leading to delays in delivery and budget overruns.

ATENOR remains, in addition, reliant on the evolution of local markets whose supply of offices or residential units could quickly exceed the demand, leading to a risk of a reduction in rents.

The location of projects in strategic spots in capitals chosen by ATENOR constitutes an important criterion in its strategy. In spite of everything, these choices remain a risk that ATENOR endeavours to anticipate and control.

The complexity of the projects, the application of the regulations, the multiplicity of the participants, the necessity of obtaining permits, of searching for and finding tenants and finally, investor buyers constitute activities and risks which the promoter is confronted with. To handle these specific risks, over many years ATENOR has established systems of control and has employees who are experienced in the development of offices and residential units.

##### Risks connected with urban planning rules

The Group is obliged to comply with numerous rules concerning urban planning. It can happen that these urban planning rules are revised by the political and/or administrative authorities after ATENOR has acquired a plot. Land allocation on the scale authorised could thus be subject to major changes in comparison with the expectations of ATENOR. The modifications that these new rules lead to could require the Group's employees and the specialised external advisers to adapt the projects and to limit the impact that these new situations lead to.

Given the complexity of certain local, regional or national regulations, and in particular the process leading to obtaining building permits, there may be delays in the implementation and the start-up of a project. ATENOR has long experience in

these processes and remains, nonetheless, vigilant regarding the technical and financial consequences of these situations.

**Risk of destruction of projects under way or completed and not transferred**

The real estate projects of the Group and its subsidiaries could be exposed to risks of flooding, fire, or explosion causing their destruction or their deterioration. The Group and all its subsidiaries cover these risks to the extent possible by taking out insurance policies appropriate to the individual situation of each of the projects. The Group's employees take care to have the regulations in force complied with and ensure in the contracts concluded with all the subcontractors that they apply the mandatory safety measures.

In the event of concluding a lease, depending on the circumstances, a “loss of revenue” insurance policy could be taken out by the Group or the subsidiary concerned with the project.

ATENOR takes care to enter into leases with top-quality tenants. There is nonetheless a third-party counterpart risk, the tenant, if it defaults.

**Risk connected with direct and indirect taxation**

The Group and its subsidiaries producing real estate developments in Belgium, the Grand Duchy of Luxembourg, France, Germany, Poland, Romania and Hungary are exposed to risks connected with amendments to the laws relating to direct and indirect taxes in these countries. For VAT, this risk remains limited, however, by the application of the European directives in all the countries cited.

**Risk of other counterparts**

This risk is aimed primarily at the buyers of the projects developed by the Group. In spite of the extreme precautions taken by ATENOR in the choice of investors that are candidates for buying a project, and in spite of the attention paid to the reputation and the solvency of these potential buyers, there is a risk of default of the counterparts and in the event of an unexpected occurrence, ATENOR's results could be affected.

**Liquidity and financing risk**

The Group obtains its financing from various leading national and international banking partners, with which it enjoys strong and longstanding relations enabling the Group to confront any liquidity or financing problems that might arise.

The Group has diversified its sources of financing since 1999 by pursuing a programme of short, medium and long-term commercial paper (CP/MTN) marketed to institutional investors both private and public.

The Group follows an active communication policy in order to provide financial market players with as much information as possible and mitigate any lack of liquidity on the money market or any crisis unconnected with the position and activities of ATENOR.

Where necessary, ATENOR engages in the issuance of bonds (in addition to the CP/MTN Programme), in the course of which ATENOR has never been in default. ATENOR has expanded its financing resources by launching an EMTN programme.

ATENOR and its subsidiaries obtain the financing necessary to carry out the construction of their property projects. This financing is designed to cover the entire construction period with the aim of reaching the marketing stage within a reasonable time scale, generally one year, from the completion of works. As part of that financing, assets under construction and shares in ATENOR subsidiaries are generally pledged to bank lenders (see note 20).

**NOTE 3 - SEGMENT REPORTING**

Segment information is prepared, both for internal reporting and external disclosure, on a single sector of activity, i.e. real-estate development projects (office and residential buildings). This activity is presented, managed and monitored by project. The various project committees, the Executive Committee and the Board of Directors are responsible for monitoring the various projects and assessing their performances.

However, based on the location of the projects, two geographical segments are henceforth identifiable: on the one hand, Western

Europe, covering Belgium, the Grand Duchy of Luxembourg, France, Germany and Portugal and on the other hand, Central Europe, covering Poland, Hungary and Romania.

On 31 December 2019, the segmentation evidences the contribution to the results of the projects in Central Europe.

The ATENOR activity report provides more detailed information on the results and purchases and sales during the period reviewed.

See Note 1 (Main accounting methods – Paragraph 2.10).

|                                                                           | 31.12.2019     |                |                | 31.12.2018     |                |                |
|---------------------------------------------------------------------------|----------------|----------------|----------------|----------------|----------------|----------------|
|                                                                           | Western Europe | Central Europe | Total          | Western Europe | Central Europe | Total          |
| In thousands of EUR                                                       |                |                |                |                |                |                |
| <b>Operating revenue</b>                                                  | <b>70 670</b>  | <b>36 537</b>  | <b>107 207</b> | <b>77 713</b>  | <b>22 053</b>  | <b>99 766</b>  |
| Turnover                                                                  | 69 166         | 22 465         | 91 631         | 76 484         | 9 405          | 85 889         |
| Property rental income                                                    | 1 504          | 14 072         | 15 576         | 1 229          | 12 648         | 13 877         |
| <b>Other operating income</b>                                             | <b>39 042</b>  | <b>6 272</b>   | <b>45 314</b>  | <b>35 200</b>  | <b>5 916</b>   | <b>41 116</b>  |
| Gain (loss) on disposals of financial assets                              | 37 848         |                | 37 848         | 33 285         | 1 642          | 34 927         |
| Other operating income                                                    | 1 182          | 6 272          | 7 454          | 1 900          | 4 274          | 6 174          |
| Gain (loss) on disposals of non-financial assets                          | 12             |                | 12             | 15             |                | 15             |
| <b>Operating expenses (-)</b>                                             | <b>-72 495</b> | <b>-27 131</b> | <b>-99 626</b> | <b>-81 058</b> | <b>-13 789</b> | <b>-94 847</b> |
| Raw materials and consumables used (-)                                    | -100 384       | -76 988        | -177 372       | -88 800        | -56 748        | -145 548       |
| Changes in inventories of finished goods and work in progress             | 75 932         | 69 674         | 145 606        | 62 793         | 56 521         | 119 314        |
| Employee expenses (-)                                                     | -4 024         | -489           | -4 513         | -2 458         | -432           | -2 890         |
| Depreciation and amortization (-)                                         | -341           | -191           | -532           | -191           | -15            | -206           |
| Impairments (-)                                                           | 270            | 11             | 281            | 1 594          | -161           | 1 433          |
| Other operating expenses (-)                                              | -43 948        | -19 148        | -63 096        | -53 996        | -12 954        | -66 950        |
| <b>Result from operating activities - ebit</b>                            | <b>37 217</b>  | <b>15 678</b>  | <b>52 895</b>  | <b>31 855</b>  | <b>14 180</b>  | <b>46 035</b>  |
| Financial expenses (-)                                                    | -10 020        | -1 191         | -11 211        | -9 027         | -723           | -9 750         |
| Financial income                                                          | 1 895          | 2              | 1 897          | 1 131          | 6              | 1 137          |
| Share of profit (loss) from investments consolidated by the equity method | -638           |                | -638           | -228           |                | -228           |
| <b>Profit (loss) before tax</b>                                           | <b>28 454</b>  | <b>14 489</b>  | <b>42 943</b>  | <b>23 731</b>  | <b>13 463</b>  | <b>37 194</b>  |
| Income tax expense (income) (-)                                           | -4 434         | -881           | -5 315         | -2 037         | -120           | -2 157         |
| <b>Profit (loss) after tax</b>                                            | <b>24 020</b>  | <b>13 608</b>  | <b>37 628</b>  | <b>21 694</b>  | <b>13 343</b>  | <b>35 037</b>  |
| Post-tax profit (loss) of discontinued operations                         |                |                |                |                |                |                |
| <b>Profit (loss) of the period</b>                                        | <b>24 020</b>  | <b>13 608</b>  | <b>37 628</b>  | <b>21 694</b>  | <b>13 343</b>  | <b>35 037</b>  |
| Intercompany elimination                                                  | 2 246          | -2 246         | 0              | 1 473          | -1 473         | 0              |
| <b>Consolidated result</b>                                                | <b>26 266</b>  | <b>11 362</b>  | <b>37 628</b>  | <b>23 167</b>  | <b>11 870</b>  | <b>35 037</b>  |
| Overall profits and losses of the period attributable to third parties    | -149           |                | -149           | -140           |                | -140           |
| <b>Group share result</b>                                                 | <b>26 415</b>  | <b>11 362</b>  | <b>37 777</b>  | <b>23 307</b>  | <b>11 870</b>  | <b>35 177</b>  |

| ASSETS                                        | 31.12.2019     |                |                | 31.12.2018     |                |                |
|-----------------------------------------------|----------------|----------------|----------------|----------------|----------------|----------------|
|                                               | Western Europe | Central Europe | Total          | Western Europe | Central Europe | Total          |
| In thousands of EUR                           |                |                |                |                |                |                |
|                                               |                |                |                |                |                |                |
| <b>NON-CURRENT ASSETS</b>                     | <b>117 935</b> | <b>755</b>     | <b>118 690</b> | <b>56 723</b>  | <b>205</b>     | <b>56 928</b>  |
| Property, plant and equipment                 | 2 715          | 691            | 3 406          | 423            | 126            | 549            |
| Investment property                           |                |                |                |                |                |                |
| Intangible assets                             | 32             | 55             | 87             | 105            | 71             | 176            |
| Investments in related parties                |                |                |                |                |                |                |
| Investments consolidated by the equity method | 59 676         |                | 59 676         | 14 732         |                | 14 732         |
| Deferred tax assets                           | 5 261          |                | 5 261          | 6 337          |                | 6 337          |
| Other non-current financial assets            | 12 494         | 9              | 12 503         | 11 861         | 8              | 11 869         |
| Derivatives                                   |                |                |                |                |                |                |
| Non-current trade and other receivables       | 37 757         |                | 37 757         | 23 265         |                | 23 265         |
| Other non-current assets                      |                |                |                |                |                |                |
| <b>CURRENT ASSETS</b>                         | <b>382 225</b> | <b>337 060</b> | <b>719 285</b> | <b>362 878</b> | <b>250 959</b> | <b>613 837</b> |
| Assets held for sale                          |                |                |                |                |                |                |
| Inventories                                   | 316 727        | 291 298        | 608 025        | 238 386        | 220 816        | 459 202        |
| Other current financial assets                | 6 159          |                | 6 159          | 68 064         |                | 68 064         |
| Derivatives                                   |                |                |                |                |                |                |
| Current tax receivables                       | 733            | 43             | 776            | 525            | 542            | 1 067          |
| Current trade and other receivables           | 34 584         | 19 532         | 54 116         | 26 896         | 10 536         | 37 432         |
| Current loans payments                        | 15             |                | 15             | 14             | 1 332          | 1 346          |
| Cash and cash equivalents                     | 21 628         | 22 117         | 43 745         | 27 644         | 14 501         | 42 145         |
| Other current assets                          | 2 379          | 4 070          | 6 449          | 1 349          | 3 232          | 4 581          |
| <b>TOTAL ASSETS</b>                           | <b>500 160</b> | <b>337 815</b> | <b>837 975</b> | <b>419 601</b> | <b>251 164</b> | <b>670 765</b> |

| LIABILITIES AND EQUITY                   | 31.12.2019     |                |                | 31.12.2018     |                |                |
|------------------------------------------|----------------|----------------|----------------|----------------|----------------|----------------|
|                                          | Western Europe | Central Europe | Total          | Western Europe | Central Europe | Total          |
| In thousands of EUR                      |                |                |                |                |                |                |
|                                          |                |                |                |                |                |                |
| <b>TOTAL EQUITY</b>                      | <b>188 840</b> | <b>-1 792</b>  | <b>187 048</b> | <b>166 754</b> | <b>3 544</b>   | <b>170 298</b> |
| <b>Group shareholders' equity</b>        | <b>186 043</b> | <b>-1 792</b>  | <b>184 251</b> | <b>163 808</b> | <b>3 544</b>   | <b>167 352</b> |
| Issued capital                           | 57 631         |                | 57 631         | 57 631         |                | 57 631         |
| Reserves                                 | 143 485        | -1 792         | 141 693        | 116 183        | 3 544          | 119 727        |
| Treasury shares (-)                      | -15 073        |                | -15 073        | -10 006        |                | -10 006        |
| <b>Non controlling interest</b>          | <b>2 797</b>   |                | <b>2 797</b>   | <b>2 946</b>   |                | <b>2 946</b>   |
| <b>NON-CURRENT LIABILITIES</b>           | <b>367 952</b> | <b>55 849</b>  | <b>423 801</b> | <b>272 903</b> | <b>24 886</b>  | <b>297 789</b> |
| Non-current interest bearing borrowings  | 330 066        | 34 822         | 364 888        | 269 727        | 23 378         | 293 105        |
| Non-current provisions                   | 2 607          | 2 185          | 4 792          | 404            | 244            | 648            |
| Pension obligation                       | 701            |                | 701            | 455            |                | 455            |
| Derivatives                              |                | 351            | 351            |                |                |                |
| Deferred tax liabilities                 | 2 994          | 973            | 3 967          | 775            | 350            | 1 125          |
| Non-current trade and other payables     | 31 584         | 15 450         | 47 034         | 1 542          |                | 1 542          |
| Other non-current liabilities            |                | 2 068          | 2 068          |                | 914            | 914            |
| <b>CURRENT LIABILITIES</b>               | <b>-56 632</b> | <b>283 758</b> | <b>227 126</b> | <b>-20 056</b> | <b>222 734</b> | <b>202 678</b> |
| Current interest bearing debts           | 165 488        | 9 601          | 175 089        | 143 714        | 3 460          | 147 174        |
| Current provisions                       | 1 352          |                | 1 352          | 4 098          | 942            | 5 040          |
| Deferred tax liabilities                 | 2 245          | 17             | 2 262          | 2 326          | 660            | 2 986          |
| Current trade and other payables         | 28 402         | 11 894         | 40 296         | 28 240         | 5 314          | 33 554         |
| Other current liabilities                | 4 752          | 3 375          | 8 127          | 10 849         | 3 075          | 13 924         |
| Intercompany elimination / not allocated | -258 871       | 258 871        |                | -209 283       | 209 283        |                |
| <b>TOTAL EQUITIES AND LIABILITIES</b>    | <b>500 160</b> | <b>337 815</b> | <b>837 975</b> | <b>419 601</b> | <b>251 164</b> | <b>670 765</b> |

NOTE 4 - OPERATING RESULTS

| In thousands of EUR                                       | 2019           | 2018           |
|-----------------------------------------------------------|----------------|----------------|
| <b>Total of the ordinary revenue</b>                      | <b>107 207</b> | <b>99 766</b>  |
| of which turnover                                         | 91 631         | 85 888         |
| of which investment property rental income                | 15 576         | 13 878         |
| <b>Total of the other operating income</b>                | <b>45 314</b>  | <b>41 116</b>  |
| of which gain (loss) on disposals of financial assets     | 37 848         | 34 927         |
| of which other operating income                           | 7 454          | 6 174          |
| of which gain (loss) on disposals of non-financial assets | 12             | 15             |
| <b>Total of the operating charges</b>                     | <b>-99 626</b> | <b>-94 847</b> |
| <b>Result of operating activities</b>                     | <b>52 895</b>  | <b>46 035</b>  |

Revenue from ordinary activities amounted to 107.21 million Euros on 31 December 2019. These mainly include: (a) the revenue earned by the forward sale of the apartments of the residential projects (City Dox, Au Fil des Grands Prés, La Sucrierie and The One) for a total of 29.12 million Euros, (b) the income generated from the sale of the office buildings City Dox B6, Vaci Greens E (in a future state of completion) and BuzzCity (in a future state of completion) for a total of 59.34 million Euros, as well (c) the lease revenues of the Hermès Business Campus (HBC), University Business Center (UBC) and the Nysdam buildings for 15.02 million Euros.

Other operating revenue (€ 45.31 M) mainly included the capital gains earned on the sales of the shares of The One Office SA (office part of The One project) following the revaluation of the effects of the transaction at 31 December 2019 with Deka given, during 2019, the negotiations with the OIB in order to take the building in usufruct. They also include the added-value earned on the disposal of Naos SA (Naos project) according to the delivery of the building to Ethias/Foyer in July 2019. Both disposals amounted to 37.85 million Euros. The re invoicing of service charges and miscellaneous costs of the leased buildings (€ 7.45 M) complete the “Other operating income”.

As a reminder, the revenues from ordinary activities in 2018 amounted to 99.77 million Euros. They mainly included: (a) the revenue earned by the forward sale of the BuzzCity project booked following the state of progress (Leudelange; 20.06 million Euros), (b) the last tranche of Vaci Greens D building (Budapest) paid following the building’s delivery (9.40 million Euros), (c) the revenue linked to the sales of the apartments of the projects The One (Brussels; 19.32 million Euros), City Dox (Brussels ; 15.38 million Euros), Au Fil des Grands Prés (Mons ; 10.25 million Euros) and UP-site (Brussels; 6.02 million Euros) and (d) the

lease revenues from the Hermès Business Campus (Bucharest), University Business Center (Warsaw) and the Nysdam buildings (La Hulpe) for 13.70 million Euros.

The other operating revenue (41.12 million Euros), sharply increasing, mainly included the capital gains earned on the transfers of the shares of The One Office SA (office part of the The One project) in December 2018, Naos SA (projet Naos) according to the state of progress of the project and Senior Island SA (City Dox) following the delivery of the rest home in May 2018 (total of 33.28 million Euros) and the re invoicing of service charges and miscellaneous costs of the leased buildings (4.07 million Euros).

The operating result for 2019 amounts to 52.90 million Euros as against 46.04 million Euros in 2018 mainly influenced this year by the sale of the apartments of the various residential projects listed above (total 5.67 million Euros), results on disposal of ownership in The One Office SA and Naos SA (total of 36.07 million Euros), sale of the office buildings City Dox B6, Vaci Greens E and BuzzCity (total of 14.18 million Euros).

The rental revenue net of charges of the Hermès Business Campus (Bucharest), University Business Center (Warsaw) and Nysdam (La Hulpe) buildings give an additional contribution to the annual result of about 13.66 million Euros.

Operating charges are detailed in notes 5 and 6.

Over a total ordinary operating revenues of 107.21 million Euros, three transactions exceed 10%. These concern the sale in future state of completion of the buildings BuzzCity (13.58 million Euros) and Vaci Greens E (22.41 million Euros), as well as the sale of the building B6 of the City Dox project (23.35 million Euros). These sales account respectively for 12.7%, 20.9% and 21.8% of the total ordinary operating revenues.

NOTE 5 - PERSONNEL CHARGES

| In thousands of EUR                        | 2019          | 2018          |
|--------------------------------------------|---------------|---------------|
| Wages and salaries                         | -3 727        | -2 298        |
| Social security contributions              | -546          | -411          |
| Other personnel charges                    | -240          | -181          |
| <b>Total personnel charges</b>             | <b>-4 513</b> | <b>-2 890</b> |
| <b>Employment in full-time equivalents</b> | <b>2019</b>   | <b>2018</b>   |
| Average number of workers                  | 38.2          | 29.2          |

The personnel charges have increased with respect to the previous financial year (+1.62 million Euros) following the recruitments made during the FY as well as the costs related to the 2016 and following years SOP.

Fifteen new employees joined the group in 2019 and five left it. This represents in average FTE for the year, an increase of nine persons compared to 2018.

NOTE 6 - OTHER OPERATING EXPENSES

| In thousands of EUR                        | 2019           | 2018           |
|--------------------------------------------|----------------|----------------|
| Services and other goods                   | -46 303        | -44 310        |
| Provisions (increase/amounts written back) | -466           | 960            |
| Other charges                              | -15 752        | -23 190        |
| Loss (exchange costs)                      | -575           | -410           |
| <b>Total</b>                               | <b>-63 096</b> | <b>-66 950</b> |

“Other operating expenses” decrease compared to 2018 (-3.85 million Euros). The main variations are essentially in the following items:

- “Various goods and services”: increase mainly due to the beginning of the new projects in portfolio, such as Roseville (Budapest), Fort 7 (Warsaw) and Verde (Lisbon), i/e +2.29 million Euros ;
- “Provisions”: as part of the sale of the buildings B6 of City Dox and E of Vaci Greens, provisions have been booked to guarantee the rental returns on the areas still vacant;

- “Other charges”: the decrease in this item results mainly from the charges activated in the context of the The One Office project in 2018 and absent in 2019 (-15.05 million Euros) compensated by several costs related to the projects The One Office and Beaulieu (acquisition duties and charges) (+6.85 million Euros);
- “Losses / foreign exchange costs”: the losses and exchange costs remain relatively stable compared to 2018.

NOTE 7 – FINANCIAL RESULTS

| In thousands of EUR                                     | 2019          | 2018          |
|---------------------------------------------------------|---------------|---------------|
| Interest expenses                                       | -12 113       | -11 446       |
| Activated interests on projects in development (IAS 23) | 2 319         | 3 320         |
| Other financial expenses                                | -1 417        | -1 624        |
| Interest income                                         | 191           | 1 132         |
| Other financial income                                  | 1 706         | 5             |
| <b>Total financial results</b>                          | <b>-9 314</b> | <b>-8 613</b> |

In 2019, the net financial costs amount to 9.31 million Euros, compared to 8.61 million Euros in 2018. This increase in net financial expenses is mainly explained by the increase in ATENOR's average net debt and weighted average borrowing rate, coupled with the decrease in the activation of interest on the projects under development (IAS 23).

The financial result mainly includes on the one hand the net interests connected with the bond issues (3.73 million Euros), to the bank financing and via CP and (E)MTN of ATENOR (5.72 million Euros) as well as the funding of projects in NGY, Leaselex, Immo Silex, Hexaten and Haverhill (1.97 million Euros) and on the other hand, the capitalization of financial charges (IAS 23) related to various projects under construction (2.32 million Euros).

The reversal of the impairment in value linked to the Beaulieu

certificates as well as the cash investment products explain the other financial expenses item (1.71 million Euros).

We remind you that in 2018 the net financial expense came to 8.61 million Euros. It mainly included, on the one hand, the net interest linked to the bond issues (2.08 million Euro), to ATENOR's bank financing and financing via CP and MTN (5.73 million Euros) and to the financing of the projects in NGY (0.78 million Euros) and Leaselex (0.47 million Euros) and, on the other hand, the activation of the financial expenses (IAS 23) linked to the projects The One (1.89 million Euros), Com’Unity (0.5 million Euros) and City Dox (0.4 million Euros).

Please also refer to the “Consolidated Cash Flows Statement ” and Note 20 on the “Financial liabilities”.

NOTE 8 - INCOME TAXES AND DEFERRED TAXES

| In thousands of EUR                                                | 2019    | 2018    |
|--------------------------------------------------------------------|---------|---------|
| I. Income tax expense / Income - current and deferred              |         |         |
| Income tax expense / Income - current                              |         |         |
| Current period tax expense                                         | -1 480  | -3 229  |
| Adjustments to tax expense/income of prior periods                 | 84      | 242     |
| Total current tax expense, net                                     | -1 396  | -2 987  |
| Income tax expense / Income - Deferred                             |         |         |
| Related to the current period                                      | -1 365  | 243     |
| Related to tax losses                                              | -2 554  | 587     |
| Total deferred tax expense                                         | -3 919  | 830     |
| Total current and deferred tax expense                             | -5 315  | -2 157  |
| II. Reconciliation of statutory tax to effective tax               |         |         |
| Profit before taxes                                                | 42 943  | 37 194  |
| Statutory tax rate                                                 | 29.58%  | 29.58%  |
| Tax expense using statutory rate                                   | -12 703 | -11 002 |
| Tax adjustments to                                                 |         |         |
| - results of prior periods / increases                             | 353     | -95     |
| - non-taxable revenues                                             | 6 932   | 10 099  |
| - non-tax deductible expenses                                      | -1 538  | -982    |
| - recognising deferred taxes on previously unrecognised tax losses | 657     | 68      |
| - on deferred tax assets and deferred taxes liabilities            | -10     | 2 045   |
| - on taxable revenues with a different rate <sup>(1)</sup>         | 1 170   | 2 114   |
| - not booked deferred tax assets of the period                     | -786    | -3 787  |
| - Impact of the decrease of the tax rate <sup>(2)</sup>            | 473     | 46      |
| - other adjustments                                                | 137     | -663    |
| Tax expense using effective rate                                   | -5 315  | -2 157  |
| Profit before taxes                                                | 42 943  | 37 194  |
| Effective tax rate                                                 | 12.38%  | 5.80%   |

(1) Rate in our subsidiaries abroad  
(2) 29,58% or 25%

| Rate in our subsidiaries abroad: | 2019   | 2018   |
|----------------------------------|--------|--------|
| Luxembourg                       | 27.26% | 27.26% |
| Romania                          | 16.00% | 16.00% |
| Hungary                          | 9.00%  | 9.00%  |
| France                           | 28.00% | 33.33% |
| Poland <sup>(3)</sup>            | 19.00% | 15.00% |
| Portugal                         | 22.50% |        |
| Germany                          | 15.83% |        |

(3) applicable rate of 19% - prime rate of 15%

In 2019, ATENOR's tax liability consists of the current taxes and deferred taxes of 1.40 and 3.92 million Euros respectively. These amounts mainly relate to:

- The net tax expense of Rest Island (3.04 million Euros) which consist of the statutory income tax for the financial year (1.02 million Euros) and of deferred tax income (2.02 million Euros);
- The current taxes for the financial year of Haverhill (0.21 million Euros);

- The differed tax liabilities of City Tower (0.62 million Euros) and Mons Properties (0.28 million Euros) registered on sales in the stage of completion;
- The reversal of the deferred tax asset of Atenor Luxembourg in the amount of 0.56 million Euros following the advances of the sale of the BuzzCity project.

NOTE 9 - RESULT AND DIVIDEND PER SHARE

|                                                                                |           |
|--------------------------------------------------------------------------------|-----------|
| Number of shares profiting from the dividend (*)                               | 5 631 076 |
| Amount of dividends distributed after the closing date (in thousands of euros) | 13 008    |
| Gross dividend per share (in euro)                                             | 2.31      |

(\*) Subject to the approbation of the General Meeting

As there are no potential dilutive ordinary shares, the basic earnings per share are identical to the diluted earnings per share. Given the weighted number of shares excluding own shares, the basic and diluted earnings per share are determined as follows:

| Basic earnings and diluted earnings per share are determinated following : | 2019      | 2018      |
|----------------------------------------------------------------------------|-----------|-----------|
| Total number of issued shares                                              | 5 631 076 | 5 631 076 |
| of which own shares / treasury shares                                      | 313 427   | 231 825   |
| Weighted average number of shares (excluding own shares)                   | 5 333 821 | 5 431 951 |
| Net consolidated result (group share and in thousands of euros)            | 37 777    | 35 177    |
| Basic earnings (in euros)                                                  | 7.08      | 6.48      |
| Diluted earnings per share (in euros)                                      | 7.08      | 6.48      |

The gross dividend proposed at the Annual General Meeting of 24 April 2020 will amount to 2.31 Euros and will be paid as from 29 April 2020. The withholding tax amounts to 30%.

| In thousands of EUR                                               | 2019   | 2018   |
|-------------------------------------------------------------------|--------|--------|
| Dividends on ordinary shares declared and paid during the period: | 11 747 | 11 317 |

The gross dividend per share for 2019 stands at 2.31 Euros. We remind you that the dividend for the previous years came to:

| Years       | Gross dividend per share |
|-------------|--------------------------|
| 2018        | € 2.20                   |
| 2017        | € 2.08                   |
| 2016        | € 2.04                   |
| 2010 à 2015 | € 2.00                   |
| 2007 à 2009 | € 2.60                   |
| 2006        | € 1.30                   |

In 2015, as in 2014 and 2013, the optional dividend has been chosen by a majority of shareholders (to a maximum of 76% in 2013, 82.11% in 2014 and 79.69% in 2015) contributing their receivable dividend to the capital increase executed on 21 May 2015.

NOTE 10 - CAPITAL

Structure od shareholders

On 31 December 2019, the structure of shareholding is as follows:

|                                        | Number of shares | Holdings in % | Of which shares forming part of the joined shareholding | Holdings in % |
|----------------------------------------|------------------|---------------|---------------------------------------------------------|---------------|
| 3D NV <sup>(1)</sup>                   | 695 643          | 12.35         | 521 437                                                 | 9.26          |
| ALVA SA <sup>(1)</sup>                 | 521 437          | 9.26          | 521 437                                                 | 9.26          |
| ForAtenoR SA <sup>(1)</sup>            | 592 880          | 10.53         | 592 880                                                 | 10.53         |
| LUXEMPART SA <sup>(1)</sup>            | 600 247          | 10.66         | 521 437                                                 | 9.26          |
| Stéphan SONNEVILLE SA <sup>(1+2)</sup> | 241 030          | 4.28          | 150 500                                                 | 2.67          |
| <b>Sub-total</b>                       | <b>2 651 237</b> | <b>47.08</b>  | <b>2 307 691</b>                                        | <b>40.98</b>  |
| Own shares                             | -                | -             |                                                         |               |
| Treasury shares                        | 313 427          | 5.57          |                                                         |               |
| Public                                 | 2 666 412        | 47.35         |                                                         |               |
| <b>Total</b>                           | <b>5 631 076</b> | <b>100.00</b> |                                                         |               |

(1) Signatories of the Shareholders'Agreement  
(2) Managing Director, company controlled by Mr. Stéphan Sonnevile

In compliance with article 74 of the law of 1 April 2007, these shareholders have communicated to the company that they held as a joined holding, at the date of entry into effect of the aforementioned law, more than 30% of the securities with voting rights.

| Movements of number of shares                                             | Ordinary shares  |
|---------------------------------------------------------------------------|------------------|
| Number of shares on 31.12.2019, issued and fully paid                     | 5 631 076        |
| of which own shares                                                       | -                |
| <b>Total of issued shares profiting from 2019 dividend <sup>(1)</sup></b> | <b>5 631 076</b> |

(1) Subject to approval by the general shareholders meeting of the allocation of income attributing a gross dividend of 2.31 Euros.

| Movements in own and treasury shares                                    | Amount (in thousands of EUR) | Number of own shares |
|-------------------------------------------------------------------------|------------------------------|----------------------|
| On 01.01.2019 (average price : € 43.16 per share)                       | 10 006                       | 231 825              |
| Movements during the period:                                            |                              |                      |
| - acquisitions                                                          | 5 067                        | 81 602               |
| - sales                                                                 |                              |                      |
| <b>On 31.12.2019 (average price : € 48.09 per share) <sup>(1)</sup></b> | <b>15 073</b>                | <b>313 427</b>       |

(1) Following various acquisitions and sales of shares during 2019, ATENOR SA no longer holds any own shares on 31 December 2019 (unchanged situation from 31 December 2018).  
The Atenor Group Investments subsidiary owns 163,427 ATENOR shares (situation unchanged compared to 31 December 2018), and the new subsidiary Atenor Long Term Growth owns 150,000 shares.

Please refer to Note 22 (employee benefits) for the stock option plans.

Capital management

On 31 December 2019, equity amounted to 187.05 million Euros, and balance sheet total to 837.98 million Euros.

As an independent developer of real estate projects, ATENOR is not subject to any capital requirements. ATENOR hopes to maintain a reasonable ratio between the invested capital and the balance sheet total. Members of the Executive Committee, among other things, see to regularly inform the Board of Directors

and the Audit Committee of the development of the balance sheet and its components in such a way as to control the group's net indebtedness.

ATENOR policy aims at maintaining a healthy balance sheet structure. Note 20 provides more detailed information on the Group's indebtedness policy.

NOTE 11 - GOODWILL AND OTHER INTANGIBLE ASSETS

| In thousands of EUR                                             | 2019      |           |            |
|-----------------------------------------------------------------|-----------|-----------|------------|
|                                                                 | Goodwill  | Software  | Total      |
| <b>Movements in goodwills and other intangible assets</b>       |           |           |            |
| Gross book value as at 01.01.2019                               | 6 278     | 308       | 6 586      |
| Cumulated depreciations as at 01.01.2019                        | -1 736    | -214      | -1 949     |
| Cumulated losses of value as at 01.01.2019                      | -4 460    |           | -4 460     |
| <b>Goodwills and other intangible assets, beginning balance</b> | <b>82</b> | <b>94</b> | <b>176</b> |
| Investments                                                     |           | 6         | 6          |
| Disposals - deallocation (-)                                    | -4 460    |           | -4 460     |
| Reclassifications from / to the "Intangible assets"             | -33       | 4         | -29        |
| Depreciations - dotation (-)                                    |           | -64       | -64        |
| Depreciations - reversal (+)                                    | 4 460     |           | 4 460      |
| Foreign currency exchange increase (decrease)                   | -2        |           | -2         |
| <b>Goodwills and other intangible assets, ending balance</b>    | <b>47</b> | <b>40</b> | <b>87</b>  |
| Gross book value as at 31.12.2019                               | 1 783     | 318       | 2 101      |
| Cumulated depreciations as at 31.12.2019                        | -1 736    | -278      | -2 013     |
| Cumulated losses of value as at 31.12.2019                      |           |           | 0          |
| <b>Goodwills and other intangible assets, ending balance</b>    | <b>47</b> | <b>40</b> | <b>87</b>  |

| In thousands of EUR                                             | 2018       |            |            |
|-----------------------------------------------------------------|------------|------------|------------|
|                                                                 | Goodwill   | Software   | Total      |
| <b>Movements in goodwills and other intangible assets</b>       |            |            |            |
| Gross book value as at 01.01.2018                               | 6 376      | 299        | 6 675      |
| Cumulated depreciations as at 01.01.2018                        | -1 744     | -145       | -1 889     |
| Cumulated losses of value as at 01.01.2018                      | -4 460     |            | -4 460     |
| <b>Goodwills and other intangible assets, beginning balance</b> | <b>173</b> | <b>154</b> | <b>327</b> |
| Investments                                                     |            | 9          | 9          |
| Disposals - deallocation (-)                                    | -96        |            | -96        |
| Depreciations - dotation (-)                                    |            | -69        | -69        |
| Depreciations - reversal (+)                                    | 8          |            | 8          |
| Foreign currency exchange increase (decrease)                   | -3         |            | -3         |
| <b>Goodwills and other intangible assets, ending balance</b>    | <b>82</b>  | <b>94</b>  | <b>176</b> |
| Gross book value as at 31.12.2018                               | 6 278      | 308        | 6 586      |
| Cumulated depreciations as at 31.12.2018                        | -1 736     | -214       | -1 949     |
| Cumulated losses of value as at 31.12.2018                      | -4 460     |            | -4 460     |
| <b>Goodwills and other intangible assets, ending balance</b>    | <b>82</b>  | <b>94</b>  | <b>176</b> |

There is only one real estate project remaining concerned by the goodwill that figures in the balance sheet (47 thousand Euros on 31 December 2019), i.e. the Vaci Greens project in Budapest. This goodwill concern the acquisitions of entities (treated at the time as a joint venture in the sense of IFRS 3) whose unique activity is currently the development of their real estate assets. The residual value of this goodwill will thus necessarily be covered via and jointly with the sale of the last building booked and maintained in inventories.

The goodwill is a component of the cost of these projects and their recoverable value is incorporated in the feasibility studies in the same way as all other development costs. During the 2019 fiscal year, the last sales of the UP-site project apartments have resulted in a goodwill reduction of 11 thousand Euros. As a reminder, in 2018, the sales of the apartments of the UP-site project had led to a goodwill reduction of 71 thousand Euros.

NOTE 12 – PROPERTY, PLANT AND EQUIPMENT

| In thousands of EUR                              | 2019                              |                       |                        |                   |                          |                                           | Total  |
|--------------------------------------------------|-----------------------------------|-----------------------|------------------------|-------------------|--------------------------|-------------------------------------------|--------|
|                                                  | Construc-<br>tions in<br>progress | Land and<br>buildings | Plant and<br>equipment | Motor<br>vehicles | Fixtures and<br>fittings | Other property,<br>plant and<br>equipment |        |
| Movements in property, plant an equipment        |                                   |                       |                        |                   |                          |                                           |        |
| Gross book value as at 01.01.2019                | 4                                 |                       | 2                      | 98                | 889                      | 713                                       | 1 706  |
| Cumulated depreciations as at 01.01.2019         |                                   |                       | -1                     | -95               | -614                     | -446                                      | -1 157 |
| Property, plant and equipment, beginning balance | 4                                 | 0                     | 1                      | 3                 | 275                      | 267                                       | 549    |
| Investments                                      |                                   |                       |                        |                   | 335                      | 1 846                                     | 2 181  |
| Rights of use (IFRS 16)                          |                                   | 1 152                 |                        |                   |                          |                                           | 1 152  |
| Disposals / deallocation (-)                     |                                   |                       |                        | -44               | -87                      |                                           | -131   |
| Reclassifications (to) from other items          | -4                                |                       |                        |                   |                          |                                           | -4     |
| Depreciation - dotation (-)                      |                                   | -193                  |                        | -3                | -160                     | -111                                      | -467   |
| Depreciation - reversal (+)                      |                                   |                       |                        | 44                | 87                       |                                           | 131    |
| Foreign currency exchange increase (decrease)    |                                   |                       |                        |                   | -2                       | -3                                        | -5     |
| Property, plant and equipment, ending balance    | 0                                 | 959                   | 1                      | 0                 | 448                      | 1 999                                     | 3 406  |
| Gross book value as at 31.12.2019                |                                   | 1 152                 | 2                      | 54                | 1 133                    | 2 556                                     | 4 897  |
| Cumulated depreciations as at 31.12.2019         |                                   | -193                  | -1                     | -54               | -685                     | -557                                      | -1 491 |
| Property, plant and equipment, ending balance    | 0                                 | 959                   | 1                      | 0                 | 448                      | 1 999                                     | 3 406  |

The “Property, plant and equipment” entry amounts to 3.41 million Euros at 31 December 2019 (compared with 0.55 million Euros the previous year). It includes the furniture and motor vehicles of the group as well as the arrangements made to the leased buildings as well as the use rights of the leased buildings (IFRS 16). The increase of 2.86 million

Euros compared to 31 December 2018 mainly reflects the development works executed in ATENOR different offices over the course of the year reduced by amortization of the fiscal year (0.47 million Euros) as well as the valuation of the real estate leasing contracts at the balance sheet date in conformity with the new IFRS 16 standard (+1.15 million Euros).

| In thousands of EUR                              | 2018                              |                       |                        |                   |                          |                                           | Total  |
|--------------------------------------------------|-----------------------------------|-----------------------|------------------------|-------------------|--------------------------|-------------------------------------------|--------|
|                                                  | Construc-<br>tions in<br>progress | Land and<br>buildings | Plant and<br>equipment | Motor<br>vehicles | Fixtures and<br>fittings | Other property,<br>plant and<br>equipment |        |
| Movements in property, plant an equipment        |                                   |                       |                        |                   |                          |                                           |        |
| Gross book value as at 01.01.2018                |                                   |                       | 2                      | 156               | 769                      | 563                                       | 1 490  |
| Cumulated depreciations as at 01.01.2018         |                                   |                       | -1                     | -138              | -560                     | -504                                      | -1 203 |
| Property, plant and equipment, beginning balance |                                   |                       | 1                      | 18                | 209                      | 59                                        | 287    |
| Investments                                      | 4                                 |                       |                        |                   | 156                      | 239                                       | 399    |
| Disposals / deallocation (-)                     |                                   |                       |                        | -58               | -36                      | -89                                       | -183   |
| Depreciation - dotation (-)                      |                                   |                       |                        | -15               | -90                      | -32                                       | -137   |
| Depreciation - reversal (-)                      |                                   |                       |                        | 58                | 36                       | 89                                        | 183    |
| Property, plant and equipment, ending balance    | 4                                 | 0                     | 1                      | 3                 | 275                      | 266                                       | 549    |
| Gross book value as at 31.12.2018                | 4                                 |                       | 2                      | 98                | 889                      | 713                                       | 1 705  |
| Cumulated depreciations as at 31.12.2018         |                                   |                       | -1                     | -95               | -614                     | -446                                      | -1 157 |
| Property, plant and equipment, ending balance    | 4                                 | 0                     | 1                      | 3                 | 275                      | 266                                       | 549    |

NOTE 13 – INVESTMENTS CONSOLIDATED BY THE EQUITY METHOD

| Participations (In thousands of EUR) | 2019          | 2018          |
|--------------------------------------|---------------|---------------|
| VICTOR ESTATES                       | 1 085         | 1 183         |
| VICTOR PROPERTIES                    | 55            | 62            |
| VICTOR BARA                          | 4 388         | 4 425         |
| VICTOR SPAAK                         | 7 846         | 7 910         |
| IMMOANGE                             | 958           | 1 152         |
| DOSSCHE IMMO                         | 9 973         |               |
| CCN DEVELOPMENT                      | 35 371        |               |
| <b>Total</b>                         | <b>59 676</b> | <b>14 732</b> |

| Investments (In thousands of EUR)         | 2019          | 2018          |
|-------------------------------------------|---------------|---------------|
| <b>At the end of the preceding period</b> | <b>14 732</b> | <b>20 123</b> |
| Share in result                           | -638          | -228          |
| Acquisitions and restructuring            | 45 582        |               |
| Disposals                                 |               | -5 434        |
| Loss of value                             |               |               |
| Reclassification to other items           |               | 271           |
| <b>At the end of the period</b>           | <b>59 676</b> | <b>14 732</b> |

| (In thousands of EUR)                         | Sums due to<br>related parties | Sums due to the<br>group from related<br>parties |
|-----------------------------------------------|--------------------------------|--------------------------------------------------|
| IMMOANGE<br>share of the group: 50%           | -                              | 630                                              |
| VICTOR ESTATES<br>share of the group: 50%     | -                              | 5 092                                            |
| VICTOR PROPERTIES<br>share of the group: 50%  | -                              | 275                                              |
| VICTOR BARA<br>share of the group: 50%        | -                              | 2 169                                            |
| VICTOR SPAAK<br>share of the group: 50%       | -                              | 3 856                                            |
| DOSSCHE IMMO<br>share of the group: 50%       | -                              | -                                                |
| CCN DEVELOPMENT<br>share of the group: 33.33% | -                              | 451                                              |

| 2019 key figures from financial statements<br>(In thousands of EUR) | Balance sheet total | Equity  | Debts | Result at the end of<br>the period |
|---------------------------------------------------------------------|---------------------|---------|-------|------------------------------------|
| IMMOANGE<br>share of the group: 50%                                 | 1 322               | -1      |       | -387                               |
| VICTOR ESTATES<br>share of the group: 50%                           | 10 979              | 920     |       | -196                               |
| VICTOR PROPERTIES<br>share of the group: 50%                        | 659                 | 104     |       | -15                                |
| VICTOR BARA<br>share of the group: 50%                              | 5 553               | 1 210   |       | -73                                |
| VICTOR SPAAK<br>share of the group: 50%                             | 9 905               | 2 187   |       | -128                               |
| DOSSCHE IMMO<br>share of the group: 50%                             | 12 000              | 10 878  |       | -408                               |
| CCN DEVELOPMENT<br>share of the group: 33.33%                       | 108 248             | 106 112 |       | -635                               |

The investments consolidated by the equity method are companies which are subject to joint control in accordance with IFRS 11 (Joint arrangements) and IAS 28 (Participations in associated companies and joint ventures) standards. On 31 December 2019, they include the companies Immoange, Victor Estates, Victor Properties, Victor Bara and Victor Spaak (Victor project) as well as the companies Dossche Immo (project De Molens) and CCN Development (project CCN).

The net change compared to 31 December 2018 reflects essentially the integration of these last two companies into the scope of consolidation of ATENOR following the partnerships created respectively contributed to 50% and 33.33% during fiscal year 2019 (+45.58 million Euros). The details of the related projects can be found in the activity report.

NOTE 14 - RELATED PARTIES

Relations between the parent company and its subsidiaries

The relations between ATENOR SA and its subsidiaries are detailed in Note 27 relating to the structure of the Group. Refer also to Note 13 concerning the investments consolidated by the equity method.

Relations with the principal directors

The remuneration received directly or indirectly by the CEO is generally defined for both his role on the Board of Directors and directly or indirectly in the Company and its subsidiaries. The total remuneration, both fixed and variable, of the CEO is determined by the Nomination and Remuneration Committee, based on an annual assessment of the collaboration and based on the principles approved by the Board.

The amount of the remuneration, other benefits granted, directly or indirectly, and earnings obtained for the 2019 financial year amounted to 1,678,147 Euros and can be broken down as follows (company cost):

- basic remuneration (VAT excluded): 578,147 Euros
- variable remuneration: 13,164 Euros
- contributions to a pension plan: there were no contributions for a pension plan
- other advantages: there were no other advantages
- earning paid related to the exercising of 180 AGP share options (options granted in 2018): 1,086,836 Euros

Also refer to the remuneration report in the Corporate Governance Statement (see page 65).

The Company did not deviate significantly from its remuneration policy in the course of the financial year that is the object of the annual report.

During the financial year, neither credit, nor advances, nor options on shares were granted to the Directors except to the CEO, to whom 900 options on Atenor Long Term Growth (ALTG) shares granted for performance relating to the 2018 financial year.

NOTE 15 - INVENTORIES

| In thousands of EUR                                                  | 2019           | 2018           |
|----------------------------------------------------------------------|----------------|----------------|
| <b>Buildings intended for sale, beginning balance</b>                | <b>459 202</b> | <b>443 973</b> |
| Activated costs                                                      | 216 204        | 191 806        |
| Disposals of the year                                                | -66 275        | -72 492        |
| IFRS 15 transition                                                   |                | -12            |
| Exits from the consolidation scope                                   |                | -106 843       |
| Entries in the consolidation scope                                   |                |                |
| Reclassifications from/to the "Inventories"                          | 559            | -495           |
| Borrowing costs (IAS 23)                                             | 2 319          | 3 320          |
| Foreign currency exchange increase (decrease)                        | -4 254         | -1 647         |
| Write-offs (recorded)                                                |                | -250           |
| Write-offs (written back)                                            | 270            | 1 841          |
| <b>Movements during the year</b>                                     | <b>148 823</b> | <b>15 228</b>  |
| <b>Buildings intended for sale, ending balance</b>                   | <b>608 025</b> | <b>459 202</b> |
| Accounting value of inventories mortgaged (limited to granted loans) | 120 879        | 86 840         |

The "Buildings intended for sale" classified in "Inventories" represent most of real estate projects in the portfolio.

During 2019, the item "Inventories" ("Buildings intended for sale") was mainly influenced by

- the continuation of the work for City Dox (Anderlecht), Com'Unity (Paris), Au Fil des Grands Prés (Mons), Vaci Greens and Arena Business Campus (Budapest) projects for 76.60 million Euros;
- the acquisitions of the sites and buildings of Beaulieu (Brussels), Twist (Belval), Fort 7 (Warsaw), Roseville and Bakerstreet (Budapest) and Verde (Lisbon) projects for a total of 112.39 million Euros;
- the sales of the buildings BuzzCity (Leudelange), Vaci Greens E (Budapest), B6 of City Dox (Brussels) as well as the sales of the apartments of the projects The One (residential part),

City Dox, Palatium, UP-site (Brussels), Au Fil des Grands Prés (Mons) and La Sucrierie (Ath) which reduce the stock by 64.18 million Euros;

- the activation of borrowing costs of 2.32 million Euros;
- the impact of the change in exchange rates, mainly the negative effect of the Hungarian forint and of the Romanian lei (-4.25 million Euros). This element is included in the conversion differences in equity.

The book value of stock pledged, limited if necessary to the loan granted, consists of properties intended for sale from the Realex (45 million Euros), University Business Center (20.60 million Euros), Beaulieu (18.9 million Euros), Hermès Business Campus (18.38 million Euros), Nysdam (13 million Euros) and Vaci Greens (5 million Euros) projects.

NOTE 16 - CURRENT AND NON-CURRENT FINANCIAL ASSETS

| In thousands of EUR                           | Other financial investments | Trade and other receivables | Cash and cash equivalents |
|-----------------------------------------------|-----------------------------|-----------------------------|---------------------------|
| <b>MOVEMENTS IN FINANCIAL ASSETS</b>          |                             |                             |                           |
| <b>Non-current financial assets</b>           |                             |                             |                           |
| <b>Beginning balance</b>                      | <b>11 869</b>               | <b>23 265</b>               |                           |
| Acquisitions                                  | 807                         | 23 924                      |                           |
| Disposals (-)                                 | -177                        | -6 621                      |                           |
| Entries in the scope of consolidation         |                             |                             |                           |
| Reclassification (to) from other items        | 4                           | -2 811                      |                           |
| <b>Ending balance</b>                         | <b>12 503</b>               | <b>37 757</b>               |                           |
| Fair value                                    | 12 503                      | 37 757                      |                           |
| Valuation                                     | level 3                     | level 3                     |                           |
| <b>Current financial assets</b>               |                             |                             |                           |
| <b>Beginning balance</b>                      | <b>68 064</b>               | <b>37 432</b>               | <b>42 145</b>             |
| Acquisitions                                  |                             | 23 502                      |                           |
| Disposals (-)                                 | -62 743                     |                             |                           |
| IFRS 15 transition                            |                             |                             |                           |
| Entries in the consolidation scope            |                             |                             | 1                         |
| Exits from the consolidation scope            |                             |                             |                           |
| Reclassification (to) from other items        |                             | -6 682                      |                           |
| Impairments (-)                               | 838                         | 11                          |                           |
| Foreign currency exchange increase (decrease) |                             | -147                        | -467                      |
| Other increase (decrease)                     |                             |                             | 2 066                     |
| <b>Ending balance</b>                         | <b>6 159</b>                | <b>54 116</b>               | <b>43 745</b>             |
| Fair value                                    | 6 159                       | 54 116                      | 43 745                    |
| Valuation                                     | levels 1 & 3                | level 3                     | level 3                   |

Other financial assets

Where not listed on an active market, the other financial assets are maintained at historical cost if their fair value cannot be determined reliably by a different evaluation technique.

| In thousands of EUR                     | Shares  | Loans         | Other financial assets | Total         |
|-----------------------------------------|---------|---------------|------------------------|---------------|
| <b>OTHER FINANCIAL ASSETS</b>           |         |               |                        |               |
| <b>Non current assets</b>               |         |               |                        |               |
| <b>Beginning balance</b>                |         | <b>11 846</b> | <b>23</b>              | <b>11 869</b> |
| Additions (investments)                 |         | 806           | 1                      | 807           |
| Disposals (-)                           |         | -175          | -2                     | -177          |
| Reclassification (to) from other items  |         | -2            | 6                      | 4             |
| Impairment (losses) reversals           |         |               |                        |               |
| <b>Ending balance</b>                   |         | <b>12 475</b> | <b>28</b>              | <b>12 503</b> |
| Fair value                              |         | 12 475        | 28                     | 12 503        |
| Valuation                               |         | level 3       | level 3                | level 3       |
| <b>Current assets</b>                   |         |               |                        |               |
| <b>Beginning balance</b>                |         |               | <b>68 064</b>          | <b>68 064</b> |
| Acquisitions                            |         |               |                        |               |
| Disposals (-)                           |         |               | -62 743                | -62 743       |
| Disposals through business disposal (-) |         |               |                        |               |
| Impairments (-)                         |         |               | 838                    | 838           |
| Other increase (decrease)               |         |               |                        |               |
| <b>Ending balance</b>                   |         |               | <b>6 159</b>           | <b>6 159</b>  |
| Fair value                              |         |               | 6 159                  | 6 159         |
| Valuation                               | level 3 |               | levels 1 & 3           | levels 1 & 3  |

The “non-current Loans” concern the net advances granted to Senior Island as well as the affiliates Immoange, Victor Estates, Victor Properties, Victor Bara and Victor Spaak (+0.81 million Euros granted in 2019).

On 31 December 2019, the “Other current financial assets” concern in particular the term deposits (various short-term maturities) made with Belgian banks (Belfius, BNP Paribas

Fortis, KBC and ING). On 31 December 2018, this entry included the cash flow garnered following the sale of the The One Office on 20 December 2018.

This entry also includes securities whose valuation on 31 December 2019 at the stock market price led to the recognition of the reversal of an impairment loss of 0.84 million Euros.

| Trade and other receivables (In thousands of EUR) | 2019    |             | 2018    |             |
|---------------------------------------------------|---------|-------------|---------|-------------|
|                                                   | Current | Non current | Current | Non current |
| Trade and other receivables                       |         |             |         |             |
| Trade receivables, gross                          | 47 744  | 37 757      | 30 633  | 23 265      |
| Allowance for bad and doubtful debts              | -194    |             | -210    |             |
| Other receivables                                 | 6 566   |             | 7 009   |             |
| Total trade and other receivables                 | 54 116  | 37 757      | 37 432  | 23 265      |
| Fair value                                        | 54 116  | 37 757      | 37 432  | 23 265      |
| Valuation                                         | level 3 | level 3     | level 3 | level 3     |

The “Trade and other receivables” are valued at their nominal value or at fair value in case of a variable counterparty for the additional, which is a good representation of their market value. The payment terms depend mainly on the conditions agreed on the sale of shares or major assets.

At the end of the year, the “Trade and other non-current receivables” total 37.76 million Euros. This caption includes the additional price linked to the sale of the The One Office (23.83 million Euros), the debt obligation on the purchaser of the BuzzCity project whose result is recognised in advance (13.45 million Euros), the accrued income linked to the sales of apartments of lot 3 of the City Dox project (0.10 million Euros) and the balance of the debt obligation on the INASTI (Palatium project ; -0.38 million Euros).

The “Customers and other current receivables” changes from 37.43 to 54.12 million Euros as at 31 December 2019. This increase of 16.69 million Euros is essentially explained by:

- receivables from purchasers of the B6 office building of the City Dox project (23.35 million Euros) ;
- the turnover recognized due to progress achieved (31.9% on 31 December 2019) on the office building Vacı Greens E (8.38 million Euros) ;
- receivables from purchasers of the company Naos (13.82 million Euros on 31 December 2018);
- rent and rental charges charged in advance by NGY and Haverhill to the tenants (7.99 million Euros – up 0.49 million Euros) ;
- the collection of the output sales of the residential units of the project The One registered on 31 December 2018 (-3.3 million Euros);
- the claim on the adminsitration of the French VAT (+ 1.06 million Euros).

The assets pledged within the context of project financing are detailed in note 26 “Rights and commitments”.

| Cash and cash equivalent (In thousands of EUR) | 2019    | 2018    |
|------------------------------------------------|---------|---------|
| Short-term deposits                            | 1 702   | 64 445  |
| Bank balances                                  | 43 739  | 42 143  |
| Cash at hand                                   | 6       | 2       |
| Cash and cash equivalents                      | 45 447  | 106 590 |
| Fair value                                     | 45 447  | 106 590 |
| Valuation                                      | level 3 | level 3 |

Taking into account the cash investments presented in «Other financial assets» of 1.7 million Euros, the total cash reserves now stand at 45.45 million Euros.

The financial assets are also summarised as follows:

| In thousands of EUR                               | 2019    | 2018    |
|---------------------------------------------------|---------|---------|
| Investments held until their maturity             | 49 904  | 110 209 |
| Loans & debts                                     | 104 348 | 72 543  |
| Financial assets available at sale                | 28      | 23      |
| Total of current and non current financial assets | 154 280 | 182 775 |

For its project development activities, ATENOR does not hedge its financial assets.

The main financial risks can be summed up as follows:

- Forex risks: by virtue of its activities, ATENOR is sensitive to exchange rate variations of the Forint (Hungary), the Zloty (Poland) and the Leu (Romania). The balance sheets of foreign companies are converted into Euros at the official exchange rate at closure of the financial year (see table hereafter). The conversion of the financial statements of the subsidiaries from the functional currency (local currency) to the consolidation currency gave rise to conversion differences presented in

the equity. The Group did not establish a specific policy for hedging this operational exchange rate risk. (See Note 1 – Main accounting methods – paragraph 2.11 – Exchange rate risks).

Except for the value of the real estate projects abroad (primarily stock and goodwill), the other assets and liabilities in foreign currencies do not represent important values in the Group's balance sheet.

The sensitivity to variations in exchange rates of these currencies is booked under translation adjustments.

The table below covers the variations of exchange rates 2019/2018.

| EXCHANGE RATE (€ 1 =)  | Closing rate |        | Average rate |        |
|------------------------|--------------|--------|--------------|--------|
|                        | 2019         | 2018   | 2019         | 2018   |
| Forint (Hungary) – HUF | 330.52       | 321.51 | 326.03       | 319.90 |
| Leu (Romania) – RON    | 4.7793       | 4.6639 | 4.7509       | 4.6600 |
| Zloty (Poland) – PLN   | 4.2585       | 4.3000 | 4.3018       | 4.2876 |

- Credit and liquidity risk: The investments agreed are mainly made through Belgian financial institutions, in particular BNP Paribas Fortis, Belfius, ING and KBC. The nominal value of these investments is very close to their market value.
- The risk of default of the counterparties (acquirers) in the framework of the commercialisation of the residential units is limited thanks to the payment of advances upon the deed, confirming the commitment of the acquirers. As far as the commercialisation of the offices is concerned, as the purchasers are often well-known and renowned investors, the default risk is limited.
- Derivatives (assets)  
ATENOR did not use derivative financial instruments for coverage purposes in fiscal year 2019.

Levels of fair value hierarchy

For each category of financial instrument, ATENOR supplies the methods applied to determine their fair value.

Level 1: Quoted prices on active markets

Beaulieu certificates

Level 2: (direct or indirect) observable data, other than quoted prices

The derivative instruments are, where appropriate, valued by a financial institution on the basis of market parameters.

Level 3: non-observable market data

The fair value of the “Current and non-current financial assets” (including liquid assets) is close to the market value. The fair value of non-quoted financial assets available for sale is estimated at their book value, taking into account the evolution of the business of the companies concerned and existing shareholder agreements. Their amount is insignificant.

The fair value of the “Trade and other receivables” corresponds to their nominal value (deducting any impairment loss) and reflects the sale price of the goods and other assets sold in the provisional agreements and notarial deeds.

Sensitivity analysis

Taking into account the nature of the financial assets and their short maturities, a sensitivity analysis is not necessary, as the impact of the rate variations is negligible.

NOTE 17 – OTHER CURRENT AND NON-CURRENT ASSETS

| (In thousands of EUR)   | 2019    |             | 2018    |             |
|-------------------------|---------|-------------|---------|-------------|
|                         | Current | Non-current | Current | Non-current |
| Other assets            |         |             |         |             |
| Current tax receivables | 776     |             | 1 067   |             |
| Current loans payments  | 15      |             | 1 346   |             |
| Other assets            | 6 449   |             | 4 581   |             |
| Total other assets      | 7 241   |             | 6 994   |             |
| Fair value              | 7 241   |             | 6 994   |             |

The other current assets consist mainly of payable tax assets (0.78 million Euros), advance payments (0.01 million Euros) and accrued assets (prepaid interests, insurances and commissions to be deferred and accrued interests earned for 6.45 million Euros). The increase in accrued accounts is mainly attributable

to the rents and charges of the 1st quarter of 2020 guaranteed in the framework of the sale of The One Office which took place in December 2018 (1.36 million Euros).

The current tax assets include exclusively the Belgian and foreign direct taxes to be recovered.

NOTE 18 – DEFERRED TAX ASSETS AND LIABILITIES

| (In thousands of EUR)                                 | 2019                |                          | 2018                |                          |
|-------------------------------------------------------|---------------------|--------------------------|---------------------|--------------------------|
|                                                       | Deferred tax assets | Deferred tax liabilities | Deferred tax assets | Deferred tax liabilities |
| Stock of buildings intended for sale                  | 3 206               |                          | 10 641              |                          |
| Amounts receivable                                    |                     | -6 327                   |                     | -937                     |
| Provisions                                            | 761                 |                          |                     |                          |
| Received advance payments                             |                     | -2 509                   |                     | -12 912                  |
| Tax losses                                            | 5 885               |                          | 8 439               |                          |
| Other                                                 | 278                 |                          |                     | -19                      |
| Compensation                                          | -4 869              | 4 869                    | -12 743             | 12 743                   |
| Total deferred taxes related to temporary differences | 5 261               | -3 967                   | 6 337               | -1 125                   |

In accordance with IAS 12 and the accounting principles mentioned in point 2.12, ATENOR recognises in the balance sheet the value of the latent tax assets originating from deferred tax losses and tax credits for Atenor SA, Hexaten SA, I.P.I. SA and Atenor Luxembourg SA, Tage Une Fois and ARED.

In addition, deferred tax assets and liabilities are recorded in the balance sheet on the temporary differences between the statutory and consolidated results. The deferred tax liabilities are mainly related to the revenue recognition according to the degree of progress of the projects.

Following the tax reform adopted at the end of 2017 in Belgium

and the reduction of the corporate tax rates, which went down to 29.58% in 2018-2019 and to 25% from 2020, the deferred taxes were adjusted, as appropriate, to these rates based on the year in which they will be used.

The deferred tax assets and liabilities are offset when they relate to the same legal entity.

Also see - note 8 concerning the deferred tax booked in results.

Deferred tax assets not recognised concern entities for which there is no, or isn't yet any specific likelihood of creating any taxable profit to which these deductible time differences could be linked to.

| (In thousands of EUR)                   | 2019   | 2018  |
|-----------------------------------------|--------|-------|
| Total of not booked deferred tax assets | 11 464 | 6 439 |

The deferred taxes relating to the fiscal losses and tax credits of ATENOR brought forward were recognised at the level of the future estimated taxable profits. The deferred tax assets not recognised amount to 11.46 million Euros. The deferred tax assets

relating to the tax losses of the real estate subsidiaries in Belgium or abroad are recognised only where there is evidence that a sufficient tax base will emerge in the foreseeable future allowing them to be used.

| (In thousands of EUR)                                                                    | Net deferred tax assets | Net deferred tax liabilities | Net situation |
|------------------------------------------------------------------------------------------|-------------------------|------------------------------|---------------|
| On 01.01.2018                                                                            | 5 404                   | -7 037                       | -1 633        |
| Exits from the consolidation scope                                                       |                         | 5 441                        | 5 441         |
| Deferred tax expense and income recorded in profit and loss                              | 88                      | 742                          | 830           |
| IFRS 15 transition                                                                       | 260                     | 160                          | 420           |
| Reclassification (to) from other items                                                   | 585                     | -433                         | 152           |
| Changes in the deferred taxes recorded in equity (foreign currency exchange adjustments) |                         | 2                            | 2             |
| On 31.12.2018                                                                            | 6 337                   | -1 125                       | 5 212         |
| On 01.01.2019                                                                            | 6 337                   | -1 125                       | 5 212         |
| Deferred tax expense and income recorded in profit and loss                              | -1 063                  | -2 856                       | -3 919        |
| Reclassification (to) from other items                                                   | -13                     | 13                           | 0             |
| Changes in the deferred taxes recorded in equity (foreign currency exchange adjustments) |                         | 1                            | 1             |
| On 31.12.2019                                                                            | 5 261                   | -3 967                       | 1 294         |

NOTE 19 – PROVISIONS

| (In thousands of EUR)                                                 | Guarantee provisions | Other provisions | Total  |
|-----------------------------------------------------------------------|----------------------|------------------|--------|
| Provisions (both current and non-current)                             |                      |                  |        |
| Provisions, beginning balance                                         | 5 688                | 0                | 5 688  |
| Additional provisions                                                 | 5 621                | 717              | 6 338  |
| Increase (decrease) to existing provisions                            | 865                  |                  | 865    |
| Amounts of provisions used (-)                                        | -5 903               |                  | -5 903 |
| Amounts not used but written back (-)                                 | -839                 |                  | -839   |
| Increase (decrease) resulting from the variation of the exchange rate | -5                   |                  | -5     |
| Provisions, ending balance                                            | 5 427                | 717              | 6 144  |
| Non-current provisions, ending balance                                | 4 792                | 0                | 4 792  |
| Current provisions, ending balance                                    | 635                  | 717              | 1 352  |

The risks connected with given guarantees or with ongoing disputes are subject to provisions when the conditions for recognition of these liabilities are met.

"Non-current provisions" amount to 4.79 million Euros and correspond mainly to the provisions concerning the rent securities granted in the framework of the sales of the office building B6 of City Dox (2.26 million Euros) and Vaci Greens E (2.18 million Euros) as well as the provision of the guaranteed return of the building C2 of City Dox (0.8 million Euros).

The "current provisions" total 1.35 million Euros. They include the guaranteed performance provision of 0.6 million Euros set up for in the frame of the sale of Naos, two provisions of the fiscal year linked to potential taxes to be paid (respectively 0.5 and 0,22 million Euros) as well as the provision of UP-site (UP9; -0.03 million Euros).

Contingent liabilities and rights and commitments are described in notes 24 and 26 in the financial statements.

NOTE 20 – CURRENT AND NON-CURRENT FINANCIAL LIABILITIES

| 2019<br>(In thousands of EUR)                                 | Current      | Non-current |                   | Total   | Fair value (*) | Valuation    |
|---------------------------------------------------------------|--------------|-------------|-------------------|---------|----------------|--------------|
|                                                               | Up to 1 year | 1-5 years   | More than 5 years |         |                |              |
| Derivatives                                                   | -            | 351         | -                 | 351     | 351            | level 2      |
| Financial liabilities                                         |              |             |                   |         |                |              |
| Finance lease debts (IFRS 16)                                 | 189          | 640         | 149               | 978     | 976            | level 3      |
| Credit institutions                                           | 30 300       | 122 740     | 1 082             | 154 122 | 147 889        | level 3      |
| Bond issue                                                    |              | 69 874      | 40 000            | 109 874 | 112 104        | levels 1 & 3 |
| Other loans                                                   | 144 600      | 119 903     | 10 500            | 275 003 | 277 103        | levels 1 & 3 |
| Total financial liabilities according to their maturity       | 175 089      | 313 157     | 51 731            | 539 977 | 538 072        |              |
| Other financial liabilities                                   |              |             |                   |         |                |              |
| Trade payables                                                | 29 048       |             |                   | 29 048  | 29 048         | level 3      |
| Other payables                                                | 9 270        | 47 034      |                   | 56 304  | 56 304         | level 3      |
| Other financial liabilities                                   |              | 2 068       |                   | 2 068   | 2 068          | level 3      |
| Total amount of other liabilities according to their maturity | 38 319       | 49 101      | 0                 | 87 420  | 87 420         |              |

| 2018<br>(In thousands of EUR)                                 | Current      | Non-current |                   | Total   | Fair value (*) | Valuation    |
|---------------------------------------------------------------|--------------|-------------|-------------------|---------|----------------|--------------|
|                                                               | Up to 1 year | 1-5 years   | More than 5 years |         |                |              |
| Financial liabilities                                         |              |             |                   |         |                |              |
| Credit institutions                                           | 25 924       | 85 980      | 4 541             | 116 445 | 115 933        | level 3      |
| Bond issue                                                    | 25 000       | 19 907      | 30 000            | 74 907  | 74 201         | levels 1 & 3 |
| Other loans                                                   | 96 250       | 134 076     | 18 600            | 248 926 | 250 964        | levels 1 & 3 |
| Total financial liabilities according to their maturity       | 147 174      | 239 964     | 53 141            | 440 279 | 441 098        |              |
| Other financial liabilities                                   |              |             |                   |         |                |              |
| Trade payables                                                | 24 399       |             |                   | 24 399  | 24 399         | level 3      |
| Other payables                                                | 7 563        | 1 542       |                   | 9 105   | 9 105          | level 3      |
| Other financial liabilities                                   |              | 914         |                   | 914     | 914            | level 3      |
| Total amount of other liabilities according to their maturity | 31 961       | 2 457       | 0                 | 34 418  | 34 418         |              |

(\*) The fair value of the financial instruments is determined as follows:

- If their maturity is short-term, the fair value is presumed to be similar to the amortised cost.
- For non-current fixed-rate debts, by discounting the future interest flows and capital reimbursements at a rate of 2.33%, which corresponds to the Group's weighted average financing rate.
- For listed bonds, on the basis of the closing price.

Policy of indebtedness and financial risks

The financial risks (credit, liquidity and interest rates) are explained through the Group's policy on indebtedness, which was not changed in 2019.

The Group's indebtedness is structured through direct financing concluded by the parent company and through financing, if need be, concluded by its subsidiaries.

The Group finances itself with various top ranked banking partners at international level. It maintains a strong long-term relationship with them, enabling it to deal with the Group's financing needs.

The Group diversified its sources of financing from 1999 by entering into a program of short, medium and long term commercial papers (CP/MTN) and tasked Belfius Bank with commercialising them to private and public institutional investors. Since 2016, the Group has continued the diversification of its sources of funding by issuing a total of seven issues (4 in 2016 for a total of 86.1 million Euros and 3 in 2018 for a total of 14.5 million Euros) of medium and long term within the framework of its European

Medium Term Notes (EMTN) programme. In April 2019, ATENOR has again launched two bond issues of 4 and 6 years aimed at retail investors and qualified investors (20 and 40 million Euros). The Group follows a policy of active communication in order to inform as widely as possible the actors of the financial markets and soften any drying up of the money market and any crisis independent of the situation and the activities of ATENOR.

ATENOR and its subsidiaries obtain the necessary financing to successfully complete the construction of real estate projects. This financing is aimed at covering the entire period of construction by commercialisation within a reasonable delay, generally one year after the end of the works. Within the framework of this financing, the assets in construction and the shares of ATENOR's subsidiaries are generally given in pledge to the benefit of the lending credit establishments. When the prospects for commercialisation seem favourable and offer a sufficient margin of manoeuvre concerning the promotion of the project, ATENOR may decide to finance its projects directly or to finance the subsidiaries developing the projects.

Interest rate risks

The financing of the Group and the financing of projects through the Group's subsidiaries are provided based on a short-term rate, the 1 to 12 month Euribor. When loans are made for longer durations (from two to five years), the Group contracts advances at a fixed rate or at a floating rate accompanied by a swap transforming the floating rate into a fixed rate (IRS). Within the framework of project financing, the banks authorise overdrafts of 1 to 12 months for the duration of the financing linked with the duration of the construction. Within this framework and taking into account the budgets prepared for each project, the impact of a rise in short-term rates is limited. In addition, the part represented by financial costs in the budget of a project represents between 3 and 6% of the total. Consequently, the sensitivity to a strong variation of the short-term rates remains relatively low and limited.

Derivatives (liabilities)

ATENOR uses financial derivative instruments exclusively for the purposes of hedging. These financial instruments are assessed

at their fair value with variations in value assigned to the P&L account, except for the financial instruments qualified as "Cash flow hedge", for which the part of the profit or the loss on the hedge instrument considered to constitute an effective hedge is booked directly through equity account under the "other items of the overall result" heading. As far as "Fair value hedges" are concerned, changes in the fair value of the derivatives designated and qualified as fair value hedges are booked in the results account, just like the changes to the fair value of the asset or of the liability hedged, assignable to the hedged risk.

As part of the financing of 22 million Euros by its Polish subsidiary Haverhill Investments in February, ATENOR has simultaneously concluded a hedging rate contract which covers 71% of the credit. The faire value of this financial instrument qualified as "cash flow hedge" (-0,35 million Euros) is directly recognized in equity.

Please refer to the "Consolidated statement of changes in equity" page 81.

| FINANCIAL DEBTS<br>(In thousands of EUR)    | Current      | Non-current      | Total   |
|---------------------------------------------|--------------|------------------|---------|
|                                             | Up to 1 year | More than 1 year |         |
| Movements on financial liabilities          |              |                  |         |
| On 31.12.2018                               | 147 174      | 293 105          | 440 279 |
| Movements of the period                     |              |                  |         |
| - New loans (*)                             | 44 750       | 118 050          | 162 800 |
| - Reimbursement of loans                    | -64 001      |                  | -64 001 |
| - Lease liabilities (FRS 16)                | 188          | 790              | 978     |
| - Variations from foreign currency exchange | 51           | -48              | 3       |
| - Short-term/long-term transfer             | 46 903       | -46 903          |         |
| - Others                                    | 24           | -106             | -82     |
| On 31.12.2019                               | 175 089      | 364 888          | 539 977 |

(\*) excluding items guarantees, bonding, and other long term debts bringing the "new loans" of the consolidated statement of the cash flow to 164.58 million Euros.

Financial debts

On 31 December 2019, the group indebtedness amounts to 539.98 million Euros compared with 440.28 million Euros at the end of 2018. This increase of 99.70 million Euros is mainly explained by the new borrowings (161.70 million Euros) compensated by the reimbursements of 62.90 million Euros. The "Non-current financial debts" amount to 364.89 million Euros (net of costs) on 31 December 2019. They include the seven EMTN issued in 2016 (86.1 million Euros) and 2018 (14.5 million Euros, the four "retail bond" type bond tranches issued in 2018 (30 and 20 million Euros) and 2019 (40 and 20 million Euros), the two loans relating to the Reallex project (45 million Euros), the loan of Atenor Group Participations (9 million Euros), the long-term loans of Garanti Bank (14.92 million Euros), BGZ BNPP (19.57 million Euros) and CPH (1.43 million Euros), the credit related to the Beaulieu project contracted in 2019 with KBC (18.9 million Euros), the corporate credit (15 million Euros) granted by Belfius in 2019, the MTN for an amount of 30.40 million Euros as well as the long-term rents debts for an amount of 0.79 million Euros.

The "Current financial debts" total 175.09 million Euros on 31 December 2019 against 147.17 million Euros at the end of 2018. They include the CP and MTN amounts outstanding expiring in the FY (144.60 million Euros), the credit of Hexaten (13 million Euros), the credit of Atenor Long Term Growth (7.1 million Euros), the credit of City Tower (5 million Euros) as well as the 2020 expiry dates of the credits Garanti Bank (3.46 million Euros), CPH (0.71 million Euros), BGZ BNPP (1.03 million Euros) and rents debts (0.19 million Euros).

Two real estate rental contracts are concerned by the IFRS 16 standard. Applying the retrospective streamlined method, the initial rents debts have been calculated as if the contracts had started on 1 January 2019, discounting the futre payments linked to the leases at the rate of 2.33%.

This updated value is of 1.15 million Euros on 1<sup>st</sup> January 2019. The reimbursements of the period amount to 173 thousand Euros and the interests of the period amount to 27 thousand Euros.

The financial liabilities classified in "Other loans" (275 million Euros) concern both the bond issues under the EMTN

programme and the “Commercial Papers” as well as “Medium Term Notes” contracted by ATENOR SA in the context of its CP/ MTN program marketed by Belfius Bank.

The accounting value of the financial debts correspond to their nominal value, corrected by the costs and commissions for the setting up of these loans and by the adjustment linked to the valuation of the financial derivatives.

**Sensitivity analysis on the variation of the interest rates**

The commercial perspectives of our projects and corresponding cash flows do not lead to major interest rate risk.

Therefore, taking into account the structure of the indebtedness of the group and the fixed rates of long-term debt, the sensitivity analysis becomes superfluous. As in previous years, such an analysis will reveal an impact of only little significance.

Subject to events not known on the date of publication of this report, ATENOR intends to repay the MTNs and EMTNs bonds issued at maturity.

| FINANCIAL DEBTS                               |                                             | Nominal value (in EUR) |
|-----------------------------------------------|---------------------------------------------|------------------------|
| Retail bond – tranche 1 at 2.875%             | 05.04.2018 to 05.04.2022                    | 20 000 000             |
| Retail bond – tranche 2 at 3.50%              | 05.04.2018 to 05.04.2024                    | 30 000 000             |
| Retail bond – tranche 1 at 3.00%              | 08.05.2019 to 08.05.2023                    | 20 000 000             |
| Retail bond – tranche 2 at 3.50%              | 08.05.2019 to 08.05.2025                    | 40 000 000             |
| Total bond issues                             |                                             | 110 000 000            |
| Via credit institutions                       |                                             |                        |
| Atenor Group Participations                   |                                             | 9 000 000              |
| Atenor Long Term Growth                       |                                             | 7 100 000              |
| Atenor                                        |                                             | 17 142 857             |
| Projets                                       | Le Nysdam (via Hexaten)                     | 13 000 000             |
|                                               | Hermès Business Campus (via NGY Properties) | 18 505 801             |
|                                               | Realex (via Leaselex)                       | 35 000 000             |
|                                               | Realex (via Immo Silex)                     | 10 000 000             |
|                                               | Vaci Greens E & F (via City Tower)          | 5 000 000              |
|                                               | Beaulieu (via Atenor)                       | 18 900 000             |
|                                               | UBC (via Haverhill)                         | 20 900 000             |
| Total financial debts via credit institutions |                                             | 154 548 658            |
| Other loans                                   |                                             |                        |
| CP                                            | 2020                                        | 120 850 000            |
| MTN                                           | 2020                                        | 23 750 000             |
|                                               | 2021                                        | 18 150 000             |
|                                               | 2022                                        | 10 500 000             |
|                                               | 2023                                        | 1 250 000              |
|                                               | 2026                                        | 500 000                |
| EMTN                                          | 2021                                        | 34 500 000             |
|                                               | 2022                                        | 18 000 000             |
|                                               | 2023                                        | 30 000 000             |
|                                               | 2024                                        | 8 100 000              |
|                                               | 2025                                        | 10 000 000             |
| Total other payables                          |                                             | 275 600 000            |
| Leases liabilities (IFRS 16)                  |                                             |                        |
| Atenor France                                 |                                             | 533 535                |
| Atenor Hungary                                |                                             | 444 687                |
| Total leases liabilities                      |                                             | 978 222                |
| TOTAL FINANCIAL DEBTS                         |                                             | 541 126 880            |

Principal characteristics of the bond issues

N° 1 – 2018 – 2022

- Retail bond issue – tranche 1
- Amount: € 20,000,000
- Gross annual interest of 2.875%
- Gross actuarial yield: 2.476%
- Issue date: 05.04.2018
- Maturity date: 05.04.2022
- Issue price: 101.50%
- Nominal minimum subscription amount: € 1,000
- Bond listed on Euronext Brussels
- ISIN code: BE0002587658
- Sole Manager: Belfius bank

N° 2 – 2018 – 2024

- Retail bond issue – tranche 2
- Amount: € 30,000,000
- Gross annual interest of 3.50%
- Gross actuarial yield: 3,152%
- Issue date: 05.04.2018
- Maturity date: 05.04.2024
- Issue price: 101,875%
- Nominal minimum subscription amount: € 1,000
- Bond listed on Euronext Brussels
- ISIN code: BE0002588664
- Sole Manager: Belfius bank

N° 3 – 2019 – 2023

- Retail bond issue – tranche 1
- Amount: € 20.000.000
- Gross annual interest of 3%
- Gross actuarial yield: 2,60 %
- Issue date: 08.05.2019
- Maturity date: 08.05.2023
- Issue price: 101,50%
- Nominal value of € 1.000,–
- Bond listed on Euronext Brussels
- Code ISIN : BE0002647288
- Sole Manager: Belfius bank

N° 4 – 2019 – 2025

- Retail bond issue – tranche 2
- Amount: € 40.000.000
- Gross annual interest of 3.50%
- Gross actuarial yield: 3,152 %
- Issue date: 08.05.2019
- Maturity date: 08.05.2025
- Issue price: 101,875%
- Nominal value of € 1.000,–
- Bond listed on Euronext Brussels
- ISIN code: BE0002648294
- Sole Manager: Belfius bank

EMTN (European Medium Term Notes) programme

Given the conditions of the capital market in 2016, ATENOR has carried out a number of bond issues in the form of “Private Placements” under its EMTN programme. Three additional issues were placed during the first half of 2018.

These issues aim to strengthen ATENOR’s balance sheet structure in particular by increasing the proportion of its medium-term commitments. The proceeds from these issues provide financing for the construction of new phases in development and, on the other hand, give ATENOR the means to seize any new opportunity to acquire new projects.

Tranche 1 – 2016 – 2021

- Amount: € 30,000,000
- Nominal amount: € 100,000
- Issue price: 100.00%
- Interest rate: 3.00 %
- Interest commencement date: 04.10.2016
- Redemption date: 04.10.2021
- Quotation on Euronext Growth Brussels
- ISIN: BE0002261304
- Legal Documentation: following Information Memorandum du 07.09.2016 and Final terms dated 04.10.2016

Tranche 2 – 2016 – 2022

- Amount: € 18,000,000
- Nominal amount: € 100,000
- Issue price: 100.00%
- Interest rate: 3,125%
- Interest commencement date: 11.10.2016
- Redemption date: 11.10.2022
- Quotation on Euronext Growth Brussels
- ISIN: BE0002263326
- Legal Documentation: following Information Memorandum du 07.09.2016 and Final terms dated 04.10.2016

Tranche 3 – 2016 – 2023

- Amount: € 30,000,000
- Nominal amount: € 100,000
- Issue price: 100.00%
- Interest rate: 3.50 %
- Interest commencement date: 04.10.2016
- Redemption date: 04.10.2023
- Quotation on Euronext Growth Brussels
- ISIN: BE0002262310
- Legal Documentation: following Information Memorandum du 07.09.2016 and Final terms dated 04.10.2016

Tranche 4 – 2016 – 2024

- Amount: € 8,100,000
- Nominal amount: € 100,000
- Issue price: 100.00%
- Interest rate: 3.75 %
- Interest commencement date: 11.10.2016
- Redemption date: 11.10.2024
- Quotation on Euronext Growth Brussels
- ISIN: BE0002264332
- Legal Documentation: following Information Memorandum dated 07.09.2016 and Final terms dated 04.10.2016

Tranche 5 – 2018 – 2021

- Montant € 2,000,000
- Nominal amount: € 100,000
- Issue price: 100.00%
- Interest rate: 2.25 %
- Interest commencement date: 08.02.2018
- Redemption date: 08.02.2021
- ISIN: BE6302065725
- Legal Documentation: following Information Memorandum dated 08.09.2017

Tranche 6 – 2018 – 2021

- Amount: € 2,500,000
- Nominal amount: € 100,000
- Issue price: 100.00%
- Interest rate: 2.125 %
- Interest commencement date: 07.05.2018
- Redemption date: 07.05.2021
- Quotation on Euronext Growth Brussels
- ISIN : BE6304538232
- Legal Documentation: following Information Memorandum dated 08.09.2017

Tranche 7 – 2018 – 2025

- Amount: € 10,000,000
- Nominal amount: € 100,000
- Issue price: 100.00%
- Interest rate: 3.50%
- Interest commencement date: 20.02.2018 for € 5,000,000
- Interest commencement date: 05.04.2018 for € 5,000,000
- Redemption date: 20.02.2025 for € 10.000.000,-
- ISIN : BE6302277908
- Legal Documentation: following Information Memorandum dated 08.09.2017

Other financial liabilities

The “other non-current” liabilities total 49.10 million Euros on 31 December 2019. They mainly include the balance of purchase price of the participation CCN Development (31.38 million Euros), the second portion of the purchase price of its project to be paid by Brookfort in August 2021 (15.45 million Euros) and the rental guarantees received (2.07 million Euros).  
The “Other current financial liabilities” stand at 38.32 million Euros on 31 December 2019, against 31.96 million Euros in 2018. The change in this caption is mainly due to the increase of the supplier debts reflecting the states of progress of the projects (+4.65 million Euros) and the “other debts” item (+1.71 million Euros).  
The “Trade payables and other current payables” mature in 2020. They are evaluated at their nominal value, which is a good approximation of their fair value.  
Please also refer to note 2 concerning risk management.

Levels of fair value hierarchy:

For each category of financial instrument, ATENOR gives the methods applied to determine fair value.

Level 1: Quoted prices on active markets

For instruments listed on an active market, the fair value corresponds to the price on the closing date.

Level 2: (Direct or indirect) observable data, other than quoted prices

Derivatives are valued, if necessary, by a financial institution on the basis of market parameters.

Level 3: Non observable market data

Depending on their maturity, “Financial liabilities” are valued by discounting the flows or at amortised cost on the basis of their effective interest rate, supported by conventions and amounts borrowed.

The “Trade and other payables” are measured on their initial book value, supported by conventions, invoices and amounts paid.

The financial liabilities are also summarised as follow:

| (In thousands of EUR)                                                       | 2019    | 2018    |
|-----------------------------------------------------------------------------|---------|---------|
| Financial liabilities at fair value by means of the profit and loss account |         |         |
| Financial liabilities valued at amortised cost                              | 627 397 | 474 697 |
| Total                                                                       | 627 397 | 474 697 |

Information on changes in the liabilities arising from financing activities

| (In thousands of EUR)                            | Non cash movements |            |                        |                                                |                                | 2019    |
|--------------------------------------------------|--------------------|------------|------------------------|------------------------------------------------|--------------------------------|---------|
|                                                  | 2018               | Cash flows | Acquisition / disposal | Variation resulting from exchange rate changes | Variation linked to fair value |         |
| Non-current liabilities bearing interest         | 293 105            | 117 944    |                        | -48                                            | -46 113                        | 364 888 |
| Current trade and other payables                 | 1 542              | 203        |                        | 38                                             | 45 251                         | 47 034  |
| Other non-current liabilities                    | 914                | 1 179      |                        | -7                                             | -18                            | 2 068   |
| Current liabilities bearing interest             | 147 174            | -19 400    |                        | 51                                             | 47 264                         | 175 089 |
| Total liabilities linked to financial activities | 442 735            | 99 926     |                        | 34                                             | 46 384                         | 589 079 |

Refer to the financing operations in the consolidated statement of the cash flows: new borrowings of 164.58 million Euros and reimbursements of loans of -64.65 million Euros, i.e. a total of 99.93 million Euros.

NOTE 21 – OTHER CURRENT AND NON-CURRENT LIABILITIES

| 2019<br>(In thousands of EUR)                                 | Current      | Non-current |                   | TOTAL  | Fair value | Valuation |
|---------------------------------------------------------------|--------------|-------------|-------------------|--------|------------|-----------|
|                                                               | Up to 1 year | 1-5 years   | More than 5 years |        |            |           |
| Other liabilities                                             |              |             |                   |        |            |           |
| Advance received                                              | 522          |             |                   | 522    | 522        | level 3   |
| Social debts of which payables to employees                   | 665          |             |                   | 665    | 665        | level 3   |
| Taxes                                                         | 3 052        |             |                   | 3 052  | 3 052      | level 3   |
| Accrued charges and deferred income                           | 8 127        |             |                   | 8 127  | 8 127      | level 3   |
| Total amount of other liabilities according to their maturity | 12 366       |             |                   | 12 366 | 12 366     |           |

| 2018<br>(In thousands of EUR)                                 | Current      | Non-current |                   | TOTAL  | Fair value | Valuation |
|---------------------------------------------------------------|--------------|-------------|-------------------|--------|------------|-----------|
|                                                               | Up to 1 year | 1-5 years   | More than 5 years |        |            |           |
| Other liabilities                                             |              |             |                   |        |            |           |
| Advance received                                              | 114          |             |                   | 114    | 114        | level 3   |
| Social debts of which payables to employees                   | 573          |             |                   | 573    | 573        | level 3   |
| Taxes                                                         | 3 891        |             |                   | 3 891  | 3 891      | level 3   |
| Accrued charges and deferred income                           | 13 924       |             |                   | 13 924 | 13 924     | level 3   |
| Total amount of other liabilities according to their maturity | 18 503       |             |                   | 18 503 | 18 503     |           |

The “Other current and non-current liabilities” are recorded at their nominal value, which is a good approximation of their fair value.  
The “Other current liabilities” consist of  
- taxes and duties due for an amount of 3.05 million Euros. This item includes the tax to be paid by Rest Island (1.38 million Euros), Mons Properties (0.33 million Euros) and The One Estate (0.43 million Euros) and the VAT debts (0.79 million Euros).  
- accruals (8.13 million Euros) a decrease of 5.80 million Euros

compared to the previous fiscal year. These items annually record the interest to be imputed linked to the bond issues and other long-term financings of Atenor SA (4.24 million Euros as against 3.23 million Euros on 31 December 2018) and the deferred rents and rental charges of Hexaten, NGY and Haverhill (3.69 million Euros as against 3.3 million Euros at the end of the previous FY). The significant decrease in this item is mainly explained by the taking into result of 7 million Euros linked to the guarantees granted in the context of the sale of The One Office.

NOTE 22 - EMPLOYEE BENEFITS

| (In thousands of EUR)                      | 2019 | 2018 |
|--------------------------------------------|------|------|
| Evolution of the employee benefits         |      |      |
| At the end of the preceding period         | 455  | 476  |
| Increase (decrease) of existing provisions | 5    | 8    |
| Other variations                           | 241  | -29  |
| At the end of the period                   | 701  | 455  |
| of which non-current pension obligation    | 701  | 455  |
| of which current pension obligation        |      |      |

In 2019, the employee benefits cover the Group’s insurance obligations (IAS 19R).  
Until 2014, the post-employment benefit plans are of a «defined benefit» type. From 2015, the new beneficiaries (8 as at 31 December 2019) join a «defined contribution» type plan with legal guarantees of performance. Both types of plan will provide staff with the same benefits upon retirement and in the event of death.  
For the “defined benefit” plans, the amount recognised in the

balance sheet reflects the present value of the obligations less the fair value of the plan assets.  
For the «defined contribution» plan, the pension liability is the amount payable on the valuation date to fund the performance guarantee if all affiliates left the plan on this date or if the plan was repealed on this date.  
Given the insignificant part of the plan «defined contribution» in all the plans, the key figures below are aggregated for all the plans.

| (In thousands of EUR)                            | 2019   | 2018  |
|--------------------------------------------------|--------|-------|
| Statement of financial position                  |        |       |
| Present value of the defined benefit obligations | 1 732  | 1 379 |
| Fair value of plan assets                        | -1 031 | -924  |
| Obligations arising from plans                   | 701    | 455   |

| (In thousands of EUR)                              | 2019 | 2018 |
|----------------------------------------------------|------|------|
| Overall profit and loss statement                  |      |      |
| Current service costs                              | 104  | 102  |
| Interest costs on obligations under plans          | 26   | 24   |
| Interest income on plan assets                     | -18  | -16  |
| Administrative fees and taxes                      |      | 5    |
| Defined benefit costs recognized in profit or loss | 112  | 115  |
| Actual (gains)/losses on obligations under plans   | 254  | -10  |
| Actual (gains)/losses on plan assets               | -13  | -19  |
| Other elements of the overall profit and losses    | 241  | -29  |
| Plans costs                                        | 353  | 86   |

| (In thousands of EUR)                            | 2019  | 2018  |
|--------------------------------------------------|-------|-------|
| Present value of the obligation, opening balance | 1 379 | 1 338 |
| Current service cost                             | 104   | 102   |
| Financial cost                                   | 26    | 24    |
| Contributions from plan participants             | 16    | 15    |
| Actuarial (gains) losses                         | 254   | -10   |
| Benefits paid                                    | -6    | -52   |
| Other increase (decrease)                        | -41   | -38   |
| Present value of the obligation, closing balance | 1 732 | 1 379 |

| (In thousands of EUR)                          | 2019  | 2018 |
|------------------------------------------------|-------|------|
| Fair value of the plan assets, opening balance | 924   | 862  |
| Expected return                                | 18    | 16   |
| Contributions from employer                    | 107   | 107  |
| Contributions from plan participants           | 16    | 15   |
| Actuarial (gains) losses                       | 13    | 19   |
| Benefits paid                                  | -6    | -52  |
| Other increase (decrease)                      | -41   | -43  |
| Fair value of the plan assets, closing balance | 1 031 | 924  |

|                                                 | 2019          | 2018      |
|-------------------------------------------------|---------------|-----------|
| Followed assumptions                            |               |           |
| Discount rate on 31 December                    | 0,60% / 1,80% | 1,80%     |
| Inflation rate                                  | 1,75%         | 1,75%     |
| Salary increases (in addition to the inflation) | 0%            | 0%        |
| Mortality                                       | MR-2/FR-2     | MR-2/FR-2 |

ATENOR GROUP INVESTMENTS STOCK OPTIONS PLANS

On 5 July 2013, the Nomination and Remuneration Committee put in place a stock option plan on ATENOR GROUP INVESTMENTS (AGI) shares. This company, a 100% ATENOR subsidiary, holds a portfolio of 163,427 ATENOR shares of which 150,000 were acquired from ATENOR (own shares) at the price of 31.88 Euros (weighted average of the 3 months prior to the acquisition) and 13,427 resulting from the exercise of the optional dividend proposed by the shareholders at the May 2014 and 2015 general meetings. These shares are AGI’s only assets. The options issued on this subsidiary benefit the members of the Executive Committee, staff and some ATENOR service providers.

SOP 2015

39,985 options on AGI shares were issued on 23 February 2015. Their exercise price was fixed, on the favourable opinion of the AGI Auditor, at 16.39 Euros per option, corresponding to their inventory value per AGI share on 31 January 2015, after revaluation of the ATENOR share portfolio at 40.526 Euros per share, corresponding to the average of the 20 last closing prices. These options will be exercisable during the periods from 12 to 31 March 2018, 11 to 31 March 2019 and from 9 to 31 March 2020 each time after the publication of the annual results.

25,895 options were exercised in 2018 and were settled in cash. The balance of 7,500 options has been exercised in 2019 and has been settled in cash. Given the provision of 105 thousand Euros recorded on 31 December 2018, this transaction results in a liability of 141 thousand Euros.

SOP 2016

40,000 options on AGI shares were issued on March 3, 2016. Their exercise price was fixed, with the assent of the AGI auditor, at 22.67 Euros by option, corresponding to their asset value per AGI share on January 31, 2016, after revaluation of the ATENOR share portfolio at 44.65 Euros per share, corresponding to the average of the last 20 closing prices. These options will be

exercisable during the periods from 11 to 31 March, 2019, 9 to 31 March, 2020 and 8 to 31 March, 2021, after each publication of the annual results.

30,450 options were exercised 2019 and were settled in cash. Given the provision of 352 thousand Euros registered on 31 December 2018, this transaction results in a liability of 454 thousand Euros. A balance of 1,700 options remains to be exercised.

SOP 2017

39,750 options on AGI shares were issued on March 24, 2017. Their exercise price was fixed, with the assent of the AGI auditor, at 26.08 Euros by option, corresponding to their asset value per AGI share on January 31, 2017, after revaluation of the ATENOR share portfolio at 46.168 Euros per share, corresponding to the average of the last 20 closing prices. These options will be exercisable during the periods from 9 to 31 March, 2020, 8 to 31 March, 2021 and 8 to 31 March, 2022, after each publication of the annual results.

SOP 2018

39,625 options on AGI shares were issued on March 12, 2018. Their exercise price was fixed, with the assent of the AGI auditor, at 31.34 Euros by option, corresponding to their asset value per AGI share on January 31, 2018, after revaluation of the ATENOR share portfolio at 49.33 Euros per share, corresponding to the average of the last 20 closing prices. These options will be exercisable during the periods from 8 to 31 March 2021, 8 to 31 March 2022 or 8 to 31 March 2023 after each publication of the annual results.

The 2016 to 2018 options plans resulted in a total provision of 1.39 million Euros at 31 December 2018.

This valuation is based on the closing price of 72.20 Euros.

We describe in detail the ATENOR GROUP INVESTMENTS “stock options” actually allocated.

| ATTRIBUTION IN                  | 2018            | 2017            | 2016             |
|---------------------------------|-----------------|-----------------|------------------|
| Exercise price                  | € 31.34         | € 26.08         | € 22.67          |
| Number of options on 31.12.2014 | -               | -               | -                |
| Number of options on 31.12.2015 | -               | -               | 40,000           |
| Number of options on 31.12.2016 | -               | -               | 36,625           |
| Number of options on 31.12.2017 | -               | 35,950          | 34,375           |
| Number of options on 31.12.2018 | 35,250          | 33,850          | 32,125           |
| Number of options on 31.12.2019 | 31,750          | 33,100          | 1,700            |
| Exercise periods                | 8 to 31.03.2021 | 9 to 31.03.2020 | 11 to 31.03.2019 |
|                                 | 8 to 31.03.2022 | 8 to 31.03.2021 | 9 to 31.03.2020  |
|                                 | 8 to 31.03.2023 | 8 to 31.03.2022 | 8 to 31.03.2021  |
| Expiry dates                    | 31.03.2023      | 31.03.2022      | 31.03.2021       |

On December 31, 2019, ATENOR holds 163,427 treasury shares through its subsidiary AGI acquired at an average price of 40.59 Euros for a total valuation of 6.63 million Euros. These shares are intended to enhance these option plans.

ATENOR LONG TERM GROWTH STOCK OPTIONS PLANS

The Nomination and Remuneration Committee approved on 29 August 2018 the implementation of an options plan on shares of ATENOR LONG TERM GROWTH (ALTG) S.A. On 31 December 2019, this company, 100% subsidiary of ATENOR holds a portfolio of 150,000 ATENOR shares. These shares are ALTG's only assets. The options issued on this subsidiary benefit the members of ATENOR's Executive Committee, staff and some of its service providers.

NOTE 23 – IFRS 15: INFORMATION

ATENOR has applied the IFRS 15 standard since 1 January 2018 according to the simplified retrospective method. In application of this method, the comparative periods have not been restated and the impact of the change in assessment rule has been directly booked in opening equity (refer to the Consolidated statement of changes in equity – page 81 ). This impact came to 1 million Euros net of tax. Refer to note 1 – point 1 (bases for preparation – page 82) which summarises the standard and point 2.11 (Income from activities – page 85) which defines the principles of the standard applied by the group.

The IFRS 15 standard also requires presentation of information:

- breakdown of the turnover:  
Refer to note 3 – Segment reporting – page 89 which breaks down the turnover per geographical area. In 2019, 75% of the turnover, i.e. 69.17 million Euros was made in the “Western Europe” geographical area that covers Belgium, France, the Grand Duchy of Luxembourg, Germany and Portugal. The contribution of the “Central Europe” area that groups Hungary, Romania and Poland came to 22.46 million Euros in 2019. Out of a total turnover of 91.63 million Euros, 46.75 million correspond to turnover recognised in advance (of which 19.87 million Euros concern contracts signed before 2019) and 44.88 million Euros to turnover exclusively from the period.

| ATTRIBUTION IN                  | 2019            |
|---------------------------------|-----------------|
| Exercise price                  | € 13.00         |
| Number of options on 31.12.2019 | 37,550          |
| Exercise periods                | 8 to 31.03.2022 |
|                                 | 8 to 31.03.2023 |
|                                 | 8 to 29.03.2024 |
| Expiry date                     | 29.03.2024      |

This stock option plan generated a provision of 92 thousand Euros on 31 December 2019. This valorisation is based on the closing value of 72.20 Euros.

- Assets and liabilities on contracts:  
Assets on contracts come to 51.25 million Euros on 31 December 2019 including the sale of building B6 of the CityDox project (asset on contract of de 23.45 million Euros) and the commitment for progress payment for the projects BuzzCity and Vaci Greens E (assets on contracts of respectively 13.45 million Euros and 8.38 million Euros).  
Liabilities on contract come to 2.43 million Euros on 31 December 2019.
- The value of the contract portfolio remaining to be executed on the closing date is estimated at 138.72 million Euros spread over the periods 2020 to 2021. This amount mainly includes the advance sales of the BuzzCity and Vaci Greens E projects.

NOTE 24 – CONTINGENT LIABILITIES AND DISPUTES

The Board of Directors monitors the analysis and management of the various risks and uncertainties which ATENOR and its subsidiaries are confronted with. Furthermore, on 31 December 2019, ATENOR was not confronted with any litigation.

NOTE 25 – SUBSEQUENT EVENTS

- As stated in the releases published at the beginning of 2020, ATENOR signed agreements for the respective sale of office buildings O1 and P in the Au Fil des Grands Prés project in Mons, to the National Employment Office (ONEM), on the one hand, and to the Wallonia-Brussels Federation (FWB), on the other. These two sales in a future state of completion will have a favourable impact on the results of ATENOR in 2020 and 2021.
- On 31 January 2020, the DACIA ONE office project was granted its final construction permit. Over time, these new, ultramodern office spaces will be leased to ING Tech.
- As mentioned above, ATENOR had to resolve the sale of the Hexaten SA company, the owner of the Nysdam building, without any negative impact on the 2019 and 2020 results. ATENOR therefore continues to benefit from the rental revenues.
- The Coronavirus pandemic currently spreading across the world may have an effect on the global economy, causing a slowdown in a number of sectors. In all likelihood, this will

include real estate. At this stage, we cannot see any direct impact on the ATENOR's business; however, we remain alert regarding the possible consequences of what is happening and we have confidence in the resilience of the portfolio due to its diversification.

- On 5 March 2020, The Board of Directors agreed to issue a share option plan (SOP 2020) on shares of its subsidiary Atenor Long Term Growth (ALTG). The options issued on this subsidiary will benefit the members of ATENOR's Executive Committee, employees and some of its service providers. In view of the developing health situation in March 2020 and its impact on the financial markets, it has been agreed that the terms and time of issue of this SOP will be determined as soon as possible.

No other important event occurring since 31 December 2019 is to be noted.

NOTE 26 – RIGHTS AND COMMITMENTS

| (In thousands of EUR)                                                                    | 2019    | 2018   |
|------------------------------------------------------------------------------------------|---------|--------|
| Guarantees constituted or irrevocably promised by third parties                          |         |        |
| Bank guarantees for security deposits <sup>(1)</sup>                                     | 34 376  | 20 979 |
| Other security deposits received                                                         | 337     |        |
| Real securities constituted or irrevocably promised by the companies on their own assets |         |        |
| Mortgages <sup>(2)</sup> :                                                               |         |        |
| - accounting value of the buildings mortgaged                                            | 120 879 | 86 840 |
| - amount of the registration                                                             | 58 385  | 41 396 |
| - with mortgage mandate                                                                  | 72 910  | 98 719 |
| - with promise to give mortgage                                                          |         | 4 500  |
| Receivables and other guaranteed amounts <sup>(3)</sup>                                  | 50      | 50     |
| Pledged accounts <sup>(4)</sup>                                                          | 5 843   | 16 110 |
| Guaranteed securities                                                                    | p.m.    | p.m.   |
| Other acquisitions or transfer commitments                                               |         |        |
| Commitments for the acquisitions of buildings <sup>(5)</sup>                             | 74 213  | 5 531  |
| Commitments for the disposals of buildings <sup>(6)</sup>                                |         | 26 100 |
| Purchase option on buildings                                                             | p.m.    | p.m.   |
| Purchase option on surrendered buildings                                                 | p.m.    |        |
| Commitments and guarantees constituted towards third parties                             |         |        |
| Various bank guarantees/other security deposits in solidarity <sup>(7)</sup>             | 62 050  | 31 606 |
| Lease guarantees                                                                         | 59      | 54     |

(1) This item includes the bank guarantees received from contractors within the framework of the projects City Dox (6.67 million Euros), Vaci Greens (6.13 million Euros), com'Unity (4.18 million Euros), BuzzCity (3.44 million Euros) and Arena Business Campus (2.72 million Euros) as well as rental bank guarantees received (6.20 million Euros).  
(2) Mortgages  
- in favour of Garanti bank as part of the credit agreement contracted by NGY (maturity: 1 April 2025);  
- in favour of BNPPF bank as part of the credit contracted by Hexaten (maturity: 29 October 2020) and the credits relating to the Realex project (maturity: 30 April 2021) ;  
- in favour of BGZ BNP Paribas as part of the credit contracted by Haverhill (maturity: 10 January 2024)  
- in favour of Unicredit bank as part of the credit contracted by City Tower (maturity: 31 March 2020).  
- in favour of ING bank as part of the Breyne legislation credit agreement for the Au Fil des Grands Prés (phase 1) and  
- in favour of KBC bank as part of the credit contracted relating to the Immo Beaulieu project (maturity 30.04.2021).  
(3) Pledged deposits: of which in favour of ING (1.18 million Euros) as part of The Au Fil des Grands Prés project (phase 1) and Garanti Bank (3.86 million Euros).  
(4) Concerns:  
- the commitment to acquire up to 50% of the Lankelz project (40 million Euros – maturity 03.2020) ;  
- the balance of 90% to be paid in September 2020 of the Square 42 project (15.48 million Euros) ;  
- the commitment to acquire the U'Man project (13.5 million Euros – maturity 30 September 2021) ;  
- the balance to be paid upon obtention of the permit of the project UP-site Bucharest (5.24 million Euros – maturity 06.2020) ;  
(5) This entry reflects in particular:  
- the completion guarantees for the City Dox Zone2 lot 3 project (35.1 million Euros) and Au Fil des Grands Prés project (blocks G and H pre-sold; 6.22 millions Euros);  
- "Property dealer" guarantees for a total of 3.77 million Euros.

NOTE 27 - PARTICIPATIONS

| Company name                                               | Head office         | Fraction of the capital directly or indirectly held in % |
|------------------------------------------------------------|---------------------|----------------------------------------------------------|
| Subsidiaries consolidated by the full consolidated method  |                     |                                                          |
| ALCO BUILDING                                              | B-1310 La Hulpe     | 100,00                                                   |
| ATENOR FRANCE                                              | F-75008 Paris       | 100,00                                                   |
| ATENOR GROUP CENTRAL EUROPE                                | B-1310 La Hulpe     | 100,00                                                   |
| ATENOR GROUP INVESTMENTS                                   | B-1310 La Hulpe     | 100,00                                                   |
| ATENOR GROUP PARTICIPATIONS                                | B-1310 La Hulpe     | 100,00                                                   |
| ATENOR HUNGARY                                             | H-1138 Budapest     | 100,00                                                   |
| ATENOR LONG TERM GROWTH                                    | B-1310 La Hulpe     | 100,00                                                   |
| ATENOR LUXEMBOURG                                          | L-8399 Windhof      | 100,00                                                   |
| ATENOR POLAND                                              | PL-02678 Warsaw     | 100,00                                                   |
| ATENOR REAL ESTATE DEVELOPMENT                             | P-1990083 Lisbon    | 100,00                                                   |
| ATENOR ROMANIA                                             | RO-020335 Bucharest | 100,00                                                   |
| ATENOR TOOLS COMPANY                                       | B-1310 La Hulpe     | 100,00                                                   |
| BDS UNE FOIS                                               | F-75008 Paris       | 99,00                                                    |
| BDS DEUX FOIS                                              | F-75008 Paris       | 100,00                                                   |
| BECSI GREENS                                               | H-1138 Budapest     | 100,00                                                   |
| BROOKFORT INVESTMENTS                                      | PL-02678 Varsovie   | 100,00                                                   |
| BUILD UP                                                   | B-1310 La Hulpe     | 100,00                                                   |
| CITY TOWER                                                 | H-1138 Budapest     | 100,00                                                   |
| DREWS CITY TOWER                                           | H-1138 Budapest     | 100,00                                                   |
| FREELEX                                                    | B-1310 La Hulpe     | 90,00                                                    |
| HAVERHILL INVESTMENTS                                      | PL-02678 Warsaw     | 100,00                                                   |
| HEXATEN                                                    | B-1310 La Hulpe     | 100,00                                                   |
| HF IMMOBILIER                                              | L-8399 Windhof      | 100,00                                                   |
| HUNGARIA GREENS                                            | H-1138 Budapest     | 100,00                                                   |
| IMMOBILIERE DE LA PETITE ILE (IPI)                         | B-1310 La Hulpe     | 100,00                                                   |
| IMMO SILEX                                                 | B-1310 La Hulpe     | 90,00                                                    |
| LEASELEX                                                   | B-1310 La Hulpe     | 90,00                                                    |
| LUXLEX                                                     | L-8399 Windhof      | 90,00                                                    |
| MONS PROPERTIES                                            | B-1310 La Hulpe     | 100,00                                                   |
| NGY PROPERTIES INVESTMENT                                  | RO-020335 Bucharest | 100,00                                                   |
| NOR REAL ESTATE                                            | RO-020335 Bucharest | 100,00                                                   |
| NOR RESIDENTIAL SOLUTIONS                                  | RO-020335 Bucharest | 100,00                                                   |
| REST ISLAND                                                | B-1310 La Hulpe     | 100,00                                                   |
| SQUARE 42                                                  | L-8399 Windhof      | 100,00                                                   |
| SZEREMI GREENS                                             | H-1138 Budapest     | 100,00                                                   |
| TAGE UNE FOIS                                              | P-1990083 Lisbon    | 100,00                                                   |
| THE ONE ESTATE                                             | B-1310 La Hulpe     | 100,00                                                   |
| VICTORIEI 174 BUSINESS DEVELOPMENT                         | RO-020335 Bucharest | 100,00                                                   |
| WEHRHAHN ESTATE                                            | B-1310 La Hulpe     | 100,00                                                   |
| Joint ventures companies consolidated by the equity method |                     |                                                          |
| CCN DEVELOPMENT                                            | B-1160 Brussels     | 33,33                                                    |
| DOSSCHE IMMO                                               | B-9000 Gent         | 50,00                                                    |
| IMMOANGE                                                   | B-1160 Brussels     | 50,00                                                    |
| VICTOR BARA                                                | B-1160 Brussels     | 50,00                                                    |
| VICTOR ESTATES                                             | B-1160 Brussels     | 50,00                                                    |
| VICTOR PROPERTIES                                          | B-1160 Brussels     | 50,00                                                    |
| VICTOR SPAAK                                               | B-1160 Brussels     | 50,00                                                    |

THE MAIN CHANGES IN THE CONSOLIDATION SCOPE DURING 2019:

The Luxembourg subsidiary Square 42 SA was incorporated on 19 November 2019. It will develop the so-called Lot 42 project in Belval.

The Hungarian subsidiary, Becsi Greens Kft was incorporated on 6 March 2019. it will develop the Roseville project in Budapest.

The Hungarian subsidiary, Szeremi Greens Kft was incorporated on 14 August 2019. It will develop the Bakerstreet project in Budapest.

The Polish subsidiary Brookfort Investments Sp. z o.o. was incorporated on 10 January 2019 in order to develop the Fort 7 project in Warsaw.

The Portuguese subsidiary Tage une Fois - Investimentos Imobiliarios SA was incorporated on 8 May 2019 to host the project Verde in Lisbon.

The Portuguese subsidiary Atenor Real Estate Development (ARED) SA (Atenor Portugal) was incorporated on 31 July 2019.

On 10 January 2019, ATENOR acquired 50% of the shares of the company Dossche Immo, owner of a plot of land and building in Deinze (project De Molens).

In July 2019, ATENOR entered into a partnership (33.33%) with AG Real Estate and AXA through the company CCN Development in the framework of the project CCN in Brussels.

The Hungarian subsidiary City View Tower Kft was officially wound-up on 27 February 2019.

NOTE 28 - AUDITOR’S FEES

ATENOR SA’s external audit was conducted by the Statutory Auditor MAZARS scrl, represented by Mr Xavier Doyen. Its annual fees came to 50,750 Euros.

The fees for additional ATENOR SA assignments came to 15,100 Euros.

The fees for the audit assignments entrusted to the Mazars company network for the Belgian and foreign subsidiaries came to 133,576 Euros.

The fees for non-audit services were approved by the Audit Committee and came, for 2019, to 45,476 Euros.

The Audit Committee received from the Auditor the declarations and information necessary to assure itself of his independence.

# STATEMENT BY THE REPRESENTATIVES OF ATENOR

Stéphan SONNEVILLE SA, CEO, President of the Executive Committee and the Members of the Executive Committee of which Mr Sidney D. BENS, CFO, acting in the name of and on behalf of ATENOR SA attest that to the best of their knowledge:

- the consolidated financial statements at 31 December 2019 have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and fairly present the assets, financial situation and results of ATENOR and the companies included in the consolidation <sup>(1)</sup>;
- the management report contains a true reflection of the development of the business, the results and the situation of ATENOR SA and the consolidated companies as well as a description of the main risks and uncertainties which they are confronted with.

(1) The companies subsidiaire of ATENOR as per 1:20 of the Company and Association Code

# STATUTORY AUDITOR’S REPORT

## STATUTORY AUDITOR’S REPORT TO THE GENERAL SHAREHOLDERS’ MEETING OF ATENOR SA ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

In the context of our statutory audit of the consolidated financial statements of your company (the «Company») and its subsidiaries (jointly «the Group»), we hereby submit our statutory audit report to you. This report includes our report on the consolidated financial statements, as well as other legal and regulatory requirements. The whole is integrated and is indivisible.

We were appointed as statutory auditor by the general meeting of 27 April 2018, following the proposal formulated by the board of directors and following the recommendation by the audit committee. Our mandate will expire on the date of the general meeting which will deliberate on the consolidated financial statements prepared on 31 December 2020. We have performed the statutory audit of the consolidated financial statements of ATENOR more than 24 consecutive years.

### Report on the consolidated financial statements

#### Unqualified opinion

We have performed the statutory audit of the Group’s consolidated financial statements, which comprise the consolidated statement of financial position as at 31 December 2019, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and which show a consolidated statement of financial position total of € 837,975,372 and a profit for the year (share of the group) of € 37,776,935.

In our opinion, the consolidated financial statements give a true and fair view of the group’s net equity and consolidated financial position as at 31 December 2019 and of its consolidated financial performance and its consolidated cash flows for the year then ended, in accordance with International Financial Reporting Standards («IFRS») as adopted by the European Union and with the legal and regulatory requirements applicable in Belgium.

#### Basis for unqualified opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) as applicable in Belgium. Our responsibilities under those standards are further described in the Statutory auditor’s responsibilities for the audit of the consolidated financial statements section of our report. We have fulfilled our ethical responsibilities in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Belgium, including the requirements related to independence.

We have obtained from the board of directors and Company officials the explanations and information necessary for performing our audit.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### Revenue recognition in the appropriate period

Reference to annual report: Notes 1, 3, 4

#### Description of the key audit matter

ATENOR concludes real estate development transactions, in which the results are recognized according to the contractual commitments on the one hand and the degree of completion on the other hand.

Revenues are recognized to the extent that they can be considered as acquired, after deduction of all reasonably foreseeable expenses related to the remaining obligations assumed by ATENOR towards the buyer, in particular in connection with the construction and the letting of the building.

For certain office buildings that are completed or in the process of being completed, the conclusion of leases is part of the real estate development process to enable the sale of these properties under the best conditions. These buildings are held in stock as long as they are held for sale in the normal course of business. Rental income is recorded in the statement of profit and loss.

We considered that the revenue recognition in the appropriate period is a key audit matter due to the specificities and varying degree of complexity of each property development project.

#### How the matter was addressed in the audit

For each promotion project, our control procedures were designed to understand the substance of the transaction and to assess the compliance of the accounting treatment with the applicable valuation rules and accounting standards. More specifically, if necessary on a sample basis, our work consisted in reading the monitoring reports of the executive committees and the financial reports prepared at the beginning of each project, checking the supporting documents of the budget estimates and the accounting operations carried out, verifying the contractual sales documents, analyzing the discrepancies between the forecast data and the actual data and checking the percentage of completion calculation.

With regard to the rental income and related expenses, our work was also intended to verify that the «incentives» (eg: free rent,...) granted to tenants were linearized on the duration of lease agreements and that the initial direct costs incurred as lessor in the negotiation and drafting of an operating lease were recognized as an expense over the lease period, on the same basis as rental income.

**Risk of execution on unsold projects, in progress or completed**  
Reference to annual report: Notes 1, 2, 4, 15

*Description of the key audit matter*

For projects and/or property development units that are not sold, in progress or completed, ATENOR may be required to take into consideration impairment losses in relation to the amounts recognized in inventory or in relation to future expected revenues, because of the inherent risks of the real estate development activity, in particular, changes in the economic and financial market conditions, waiting times for decisions by the administrative authorities, marketing difficulties and risks related to changes in direct and indirect taxation. Impairment losses are estimated on the basis of the net realizable value, which corresponds to the sales prices estimated as part of a normal development process of a real estate project, less the estimated costs at completion and the estimated costs necessary for the sale.

We considered that the identification and evaluation of the risk of execution on unsold, in progress or completed projects is a key audit matter as these estimates use the judgment of the Management, both to identify the projects concerned and to determine the amount of the impairment losses to be taken into consideration.

*How the matter was addressed in the audit*

Depending on the type of asset (residential apartment, office building, land), we have evaluated the accounting estimates and assumptions used by comparing them with the various external data available, such as the evolution of sale prices and of the sale speed of units sold, the ongoing negotiations, the potential expert reports, the level of rental income, the changes in market capitalization rates according to the regular studies of independent appraisers or the changes in vacancy rates.

**Accounting for certain events or significant transactions**

Reference to annual report: Notes 3, 4, 6

*Description of the key audit matter*

During the year, certain significant events or transactions were subject to special verification due to their financial significance and/or the complexity of certain contractual terms that required some judgment in the accounting treatment.

For the year under review, the evolutions of The One Office, BuzzCity, City Dox (B6) and Naos projects constitute a key audit matter due to the relative importance of these operations in relation to the operating result (K€ 47.321 or 89%) of the year.

*How the matter was addressed in the audit*

We have assessed the compliance of the accounting treatment of these projects against the applicable framework. We obtained and reviewed the underlying legal documentation and we verified the effective receipt of the sale prices and the correct recognition of variable elements related to rental and other guarantees.

**Responsibilities of the board of directors for the preparation of consolidated financial statements**

The board of directors is responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union and with the legal and regulatory requirements applicable in Belgium, and for such internal control as the board of directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the board of directors is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the board of directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

**Statutory auditor's responsibilities for the audit of the consolidated financial statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

For the execution of our control, we respect the legal, regulatory and normative framework applicable to the audit of consolidated financial statements. The scope of the audit does not include an assurance on the future viability of the Company or on the efficiency or effectiveness with which the Board of Directors has conducted or will conduct the Company's operations.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion

on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the board of directors.
- Conclude on the appropriateness of the board of directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our statutory auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our statutory auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the audit committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the audit committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

\*  
\*   \*  
\*

**Other legal and regulatory requirements**

**Responsibilities of the board of directors**

The board of directors is responsible for the preparation and the content of the director's report on the consolidated financial statements and the other information included in the annual report.

**Statutory auditor's responsibilities**

In the context of our mandate and in accordance with the Belgian standard (revised version 2020) which is complementary to the International Standards on Auditing (ISAs) as applicable in Belgium, our responsibility is to verify, in all material respects, the directors' report on the consolidated financial statements and the other information included in the annual report, and to report on these matters.

**Aspects related to the directors' report on the consolidated financial statements and to other information included in the annual report**

In our opinion, after having performed specific procedures in relation to the directors' report on the consolidated financial statements and the other information included in the annual report, this report is consistent with the consolidated financial statements for the year under audit and is prepared in accordance with the article 3:32 of the companies' and associations' Code.

In the context of our audit of the consolidated financial statements, we are also responsible for considering, in particular based on the knowledge acquired resulting from the audit, whether the directors' report on the consolidated financial statements and the other information included in the annual report on the consolidated financial statements is materially misstated or contains information which is inadequately disclosed or otherwise misleading. In light of the procedures we have performed, there are no material misstatements we have to report to you.

**Statement related to independence**

- Our audit firm and our network did not perform any assignments that are incompatible with the legal audit of the financial statements, and our audit firm remained independent of the company during the course of our mandate.
- The fees for additional services which are compatible with the statutory audit of the consolidated financial statements referred to in article 3:65 of the companies' and associations' Code are correctly disclosed and itemized in the notes to the consolidated financial statements.

**Other statements**

This report is consistent with the additional report to the audit committee referred to in article 11 of the Regulation (EU) N° 537/2014. Brussels, 12 March 2020

MAZARS RÉVISEURS D'ENTREPRISES SCRL  
Statutory auditor  
represented by

Xavier DOYEN

ANNUAL ACCOUNTS

FINANCIAL ANNUAL REPORT 2019

The statutory accounts have been drawn up in compliance with the belgian accounting standards.

In conformity with article 105 of the Companies Code, the annual statutory accounts of ATENOR SA are presented in a summary form.

The submission of the statutory accounts will be made at the latest thirty days after their approval.

DECLARATION RELATING TO THE CONSOLIDATED ACCOUNTS

The undertaking draws up and publishes the consolidated accounts and a consolidated management report in conformity with the legal arrangements.

ASSETS

| In thousands of EUR                              | 2019    | 2018    |
|--------------------------------------------------|---------|---------|
|                                                  |         |         |
| Fixed Assets                                     | 540 795 | 451 693 |
| I. Start-up expenses                             | 723     | 916     |
| II. Intangible assets                            | 32      | 94      |
| III. Tangible assets                             | 2 099   | 335     |
| IV. Financial assets                             | 537 941 | 450 348 |
| Current Assets                                   | 109 006 | 128 012 |
| V. Amounts receivable after one year             | 379     | 419     |
| VI. Stocks and orders in the course of execution | 69 479  | 47 452  |
| VII. Amounts receivable within one year          | 13 997  | 2 847   |
| VIII. Investments                                | 6 159   | 68 064  |
| IX. Cash at bank and petty cash                  | 17 115  | 8 876   |
| X. Deferred charges and accrued income           | 1 877   | 354     |
| TOTAL ASSETS                                     | 649 801 | 579 705 |

LIABILITIES

| In thousands of EUR                            | 2019    | 2018    |
|------------------------------------------------|---------|---------|
| Group capital and reserves                     | 147 644 | 144 481 |
| I. Capital                                     | 57 631  | 57 631  |
| IV. Reserves                                   | 18 451  | 18 451  |
| V. Accumulated profits                         | 71 562  | 68 399  |
| Provisions and deferred taxes                  | 2 801   | 4 644   |
| VII. A. Provisions for liabilities and charges | 2 801   | 4 644   |
| Creditors                                      | 499 356 | 430 580 |
| VIII. Amounts payable after one year           | 278 664 | 209 363 |
| IX. Amounts payable within one year            | 216 452 | 211 518 |
| X. Accrued charges and deferred income         | 4 240   | 9 699   |
| TOTAL LIABILITIES                              | 649 801 | 579 705 |

The auditor issued an unqualified opinion on the statutory annual accounts of ATENOR SA

The annual accounts, the management report and the report of the auditor are available upon simple request at the following address:

Avenue Reine Astrid, 92 in B-1310 La Hulpe.

INCOME STATEMENT

| In thousands of EUR                                        | 2019    | 2018    |
|------------------------------------------------------------|---------|---------|
|                                                            |         |         |
| I. Operating income                                        | 49 717  | 38 793  |
| II. Operating charges                                      | -60 183 | -44 259 |
| III. Operating profit (loss)                               | -10 466 | -5 466  |
| IV. Financial income                                       | 52 906  | 104 907 |
| V. Financial charges                                       | -26 009 | -29 846 |
| VI. Profit (loss) before taxes                             | 16 431  | 69 595  |
| VIII. Incomes taxes                                        | -5      | -4      |
| IX. Profit (loss) of the financial year                    | 16 426  | 69 591  |
| XI. Profit (loss) of the financial year to be appropriated | 16 426  | 69 591  |

APPROPRIATION ACCOUNT

| In thousands of EUR                        | 2019    | 2018    |
|--------------------------------------------|---------|---------|
| A. Profit to be appropriated               | 84 825  | 81 044  |
| 1. Profit/loss for the financial year      | 16 426  | 69 591  |
| 2. Profits brought forward                 | 68 399  | 11 453  |
| C. Appropriations to equity (-)            | 0       | 0       |
| 2. To legal reserve                        | 0       | 0       |
| D. Profit (loss) to be carried forward (-) | -71 562 | -68 399 |
| 1. Profit to be carried forward            | 71 562  | 68 399  |
| F. Profit to be distributed (-)            | -13 264 | -12 644 |
| 1. Dividends                               | 13 008  | 12 388  |
| 2. Director's entitlements                 | 256     | 256     |

VALUATION RULES

- Start-up costs: fully amortised in the year in which they are recorded.
- Intangible assets: added to the balance sheet at their acquisition value. The depreciation is based on the linear method at the rates allowed for tax purposes.
- Tangible assets: added to the balance sheet at their acquisition price or their contribution value. The depreciation of major assets is based on the linear method at the rates allowed for tax purposes. Capital assets such as the replacement of furniture or office supplies are fully depreciated in the year of acquisition.
- Financial assets: participations and other securities in portfolio. In general, our participations are valued at their acquisition value, taking into account the amounts remaining to be re-leased, possibly modified by write-downs and or revaluations made in previous years. This rule is however departed from if the current estimated value is permanently less than the value determined as specified above. In this case, a reduction equal to the observed impairment is recorded.

Losses of value are reversed when a lasting added value is observed on the securities that have been the subject of such a reduction.

The estimated value is fixed objectively for each security individually on the basis of one of the following elements:

- market value (when it is significant);
- subscription value (for recent acquisitions);
- value of the net asset based on the last balance sheet published (\*);
- value of the compensation claimed or provided for in the negotiations in progress when it concerns the securities of Zaïrianised companies;
- other information in our possession in particular enabling the estimation of the risks of various hazards;
- realisation value.

For investments in foreign companies, the conversion into Euros is done at the exchange rate at the end of the year.

The valuation method for each will therefore be used for each security from year to year unless a change in circumstances leads us to opt for another method. In this case, a special mention is made in the annex.

- Stocks: Properties acquired or constructed for resale are recognised in stocks. They are valued at their higher rate cost price taking into account the percentage of progress of the manufacturing works or services. This progress percentage represents the ratio of costs incurred and recognised at the reporting date to the total project costs (the budget). Losses of value are made on the basis of the kind of activity.
- Debts and other creditors: registered at their original value. Losses of value are made where the estimated realisable value is less than the amount of the original receivable as well as in the case of receivables on nationalised assets whose reimbursement has not been made subject to a regulation.
- The valuation of litigation and guarantees is based on the criteria for recovery.
- Cash equivalents: recognised at their nominal value.
- Debts: recognised at their nominal value.

(\*) The most commonly used criterion.

# GENERAL INFORMATION

**IDENTITY CARD**

ATENOR is a limited company (SA).

The registered office is located at avenue Reine Astrid 92 in B-1310 La Hulpe.

Article 4 of its Articles of Association specifies that the company is established for an unlimited duration.

The financial year starts on the first of January and ends on the thirty-first of December each year.

The Articles of Association are available on our website [www.atenor.eu](http://www.atenor.eu).

**REGISTERED OFFICE OF ATENOR**

Avenue Reine Astrid, 92  
1310 La Hulpe  
Belgium  
Phone: +32-2-387 22 99  
Fax: +32-2-387 23 16  
E-mail: [info@atenor.eu](mailto:info@atenor.eu)  
Website: [www.atenor.eu](http://www.atenor.eu)  
Enterprise n°: VAT BE 0403 209 303  
N° LEI : 549300ZIL1V7DF3YH40

**STOCK EXCHANGE LISTING OF ATENOR SHARE**

Euronext Brussels  
ISIN code: BE0003837540

PEA PME enabling French residents to save at financially attractive conditions.

**BONDS LISTED IN STOCK EXCHANGE**

Euronext Growth Brussels : bonds 2016-2022 at 3.125 %  
ISIN code: BE0002263326

Euronext Growth Brussels: bonds 2016-2021 at 3.0 %  
ISIN code: BE0002261304

Euronext Growth Brussels: bonds 2016-2023 at 3.50 %  
ISIN code: BE0002262310

Euronext Growth Brussels: bonds 2016-2024 at 3.75 %  
ISIN code: BE0002264332

Euronext Brussels: bonds 2019-2023 at 3.00 %  
ISIN code: BE0002647288

Euronext Brussels: bonds 2019-2025 at 3.50 %  
ISIN code: BE0002648294

**BONDS WITHOUT QUOTING OBLIGATION**

Bonds 2018-2021 at 2.25 %  
ISIN code: BE6302065725

Bonds 2018-2021 at 2.125 %  
ISIN code: BE6304538232

Bonds 2018-2025 at 3.50 %  
ISIN code: BE6302277908

**REUTERS**

ATEO.BR

**BLOOMBERG**

ATEB BB

**FINANCIAL CALENDAR <sup>(1)</sup>**

**24 April 2020**  
General Assembly 2019  
Communication relating to the dividend payment

**29 April 2020**  
Dividend payment (subject to the approval of the General Assembly)

**14 May 2020**  
Intermediate declaration for first quarter 2020

**3 September 2020**  
Half-year results 2020

**18 November 2020**  
Intermediate declaration for third quarter 2020

**March 2021**  
Annual results 2020

**23 April 2021**  
General Assembly 2020

**FINANCIAL SERVICES**

The financial service in charge of the dividend for 2019 (coupon n° 14) is provided by Euroclear Belgium  
Euroclear Belgium Boulevard du Roi Albert II, 1 at 1210 Saint-Josse-ten-Noode

(1) Communicated dates subject to changes





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**FOR MORE INFORMATION**

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Website: [www.atenor.eu](http://www.atenor.eu) • VAT: BE 0403 209 303 • RPM Nivelles • Investor Relations : Sidney D. Bens, Chief Financial Officer