

Econocom Group SE*A European listed company*

Registered office: Place du Champ de Mars 5, 1050 Brussels

Company number: 0422.646.816 (Brussels RLE)

(hereinafter the "**Company**")**EXTRAORDINARY GENERAL MEETING OF ECONOCOM GROUP SE OF 30 NOVEMBER 2021**(hereinafter the "**Meeting**")**Vote by proxy****Warning**

In view of the health crisis and related measures to limit the spread of the COVID-19 coronavirus, the Board of Directors encourages shareholders to participate in the Meeting (i) by voting by correspondence, or (ii) by giving a proxy to a person designated by the Board of Directors in accordance with the rules set out in the notice.

Security holders who have completed the necessary formalities for participating to the Meeting and who have expressed their wish to attend the Meeting will be notified of the precise procedures for holding the Meeting in due course.

Depending on the evolution of the health situation and the applicable rules in the coming weeks, the Company reserves itself the right to modify these participation modalities through a press release and on the Company's website.

Shareholders who wish to exercise their voting rights by giving proxy prior to the Meeting are requested to use this proxy form.

The proxy will automatically be a representative of the Company (or one of its subsidiaries).

This form should reach the Company no later than **24 November 2021** by e-mail at the address generalsecretariat@econocom.com. **Exceptionally**, and in order to limit the spread of the COVID-19 coronavirus, shareholders are kindly asked to **promote the sending by e-mail** of a scanned or photographed copy of the proxy and to subsequently send the originals by post to the Company's registered office. It is recalled, moreover, that proxy forms **may also be signed by an electronic signature process** as provided for in Article 7:143 § 2 of the Code on Companies and Associations.

Shareholders wishing to vote by proxy must also comply with all registration formalities described in the notice of the Meeting.

The undersigned,

Legal entity:

Company name and corporate form:	
Registered office:	
Company number:	
Validly represented by: 1. 2.	Residing at:

Natural person :

Last name:	
First name(s):	
Domicile:	
National number:	

hereby declares having registered on the registration date (***please enclose a copy of the certificates***) and to hold _____ shares in full ownership, bare ownership or usufruct (***cross out where not applicable***) of the Company,

appoints as proxyholder a representative of the Company (or one of its subsidiaries) which will be designated for this purpose,

to whom he/she grants all powers to represent him/her at the general meeting of shareholders to be held on **30 November 2021 at 11.00 a.m.** or at any other subsequent general meetings with the same agenda.

A. POWERS OF THE PROXYHOLDER

Pursuant to this proxy, the proxyholder can exercise the following powers on behalf of the undersigned:

1. participate in the general meeting for which he has been appointed proxy and, if applicable, vote in favour of its adjournment;
2. participate in any other meetings with the same agenda, if the first meeting has been postponed, adjourned or not duly convened;
3. participate in deliberations and vote as indicated below or, if no instructions have been given, vote in favour of a proposed resolution; and
4. sign any minutes, attendance list, register, instrument or document concerning the foregoing and, in general, do anything which is necessary or useful to execute this proxy.

B. AGENDA AND PROPOSED RESOLUTIONS FOR THE GENERAL MEETING OF SHAREHOLDERS

1. Amendment of Article 12 of the Articles of Association

Proposed resolution :

Amendment of Article 12 of the Articles of Association, by deleting the references to the decision of the Extraordinary General Meeting of 19 May 2020 authorising the Board of Directors to acquire shares of the Company and to pledge them up to a limit of 20%.

The new article now reads as follows:

« ARTICLE 12 - ACQUISITION AND DISPOSAL OF OWN SHARES.

The company may purchase its own shares or (where applicable) profit shares by purchase or exchange, directly or via a person acting in his own name but on behalf of the company, only following a decision of a general meeting deciding in accordance with the quorum and majority conditions provided for in Article 7:154 of the Code on Companies and Associations, which sets, in particular, the maximum number of shares or profit shares to be purchased, the term for which the authorisation is granted, within the limit provided for under the Code on Companies and Associations, as well as the minimum and maximum value per share.

The authorisation of the general meeting is not required when the purchase of own shares or profit shares is needed to avoid serious and imminent harm to the company. In this case, the board of directors is authorised to purchase, in accordance with current legal provisions, the shares of the company by purchase or exchange. This authorisation is granted for a three-year term as from the publication in the Annexes to the Belgian Official Gazette of the decision of the extraordinary general meeting of shareholders of 19 May 2020.

The Board of Directors may dispose of shares in the company in the cases provided for by the Code on Companies and Associations, including to one or more specific persons. Insofar as necessary, this authorisation is extended to the disposal of the company's own shares by its subsidiaries.

Moreover, the Board of Directors may assign the shares of the listed company, as such term is defined by Article 1:11 of the Code on Companies and Associations. It may also assign the shares and profit shares in the cases provided for in the Code on Companies and Associations as well as when it is a matter of avoiding serious and imminent harm to the company, provided, in said last case, that the securities are assigned on the market or following a public offer of sale made under the same conditions to all shareholders.»

The new text of the Articles of Association (containing the amended Article 12) can be found on the Company's website <https://www.econocom.com/en/investors/regulated-information>.

2. Authorisation to the board of directors to acquire own shares in accordance with Article 7:215 of the Code on Companies and Associations

Proposed resolution:

- i. *The Board of Directors is authorised to acquire a maximum of 88,000,000 of the Company's own shares, in accordance with Article 7:215 of the Code on Companies and Associations, at a price of not less than € 1 per share and not more than € 10. The authorisation is valid for a period of five years as from the publication in the Annexes to the Belgian Official Gazette of the decision of the Extraordinary General Meeting of 30 November 2021. This authorisation extends to the acquisitions of shares in the Company by one or more of its subsidiaries.*

- ii. *The Board of Directors is authorised to pledge a maximum of 88,000,000 of the Company's own shares, in accordance with Article 7:226 of the Code on Companies and Associations. This authorisation is valid for a period of five years as from the date of publication of the decision of the Extraordinary Shareholders' Meeting of 30 November 2021.*

This authorisation replaces the previous authorisation given by the Extraordinary General Meeting on 19 May 2020.

3. Amendment of Article 27 of the Articles of Association

Proposed resolution:

Modification of the date of the Ordinary General Meeting provided for in Article 27 of the Articles of Association.

The new article now reads as follows:

« ARTICLE 27 – MEETING – CONVENING NOTICE

The ordinary general meeting meets as of right at 11 a.m. on the fourth Monday of March each year. If the day is a legal public holiday, the meeting is held on the next working day.

The general meeting may be convened whenever the interest of the company so requires.

It must be convened at the request of the chairman of the board of directors, a managing director or auditors, if any, or of shareholders representing together at least one tenth of the capital.

The general meeting meets upon convening notice issued by the board of directors or the auditors.

Said convening notices indicate the place, date, time and agenda of the general meeting and are delivered in the manner and within the time limits set out in the Code on Companies and Associations.

One or more shareholders holding together at least three percent (3%) of the capital may request that one or more items be added to the agenda of any general meeting. »

The new text of the Articles of Association (containing the amended Article 27) can be found on the Company's website <https://www.econocom.com/en/investors/regulated-information>.

4. Powers of attorney

Proposed resolution:

- i. *Granting the powers of attorney, with the possibility of sub-delegation, to each managing director and general director, each acting individually, in order to execute the aforementioned resolutions, and generally speaking, to proceed with any formality generally necessary and useful with regards to such resolutions;*
- ii. *Granting the powers of attorney to the acting notary and his staff, each acting individually, to prepare the coordinated text of the Company's Articles of Association and in order to proceed with the various formalities ; and*
- iii. *Granting the powers of attorney if necessary to Ms Nathalie Sfeir and/or Ms Lydie Roulleaux (Group employees), in order to proceed with the related publicity formalities.*

C. VOTING INSTRUCTIONS

As mentioned above, the proxyholder may only exercise the voting right in accordance with the voting instructions set out below. The Company will only accept the proxyholder's vote for resolutions for which the undersigned has formulated a specific voting instruction for each item on the agenda.

The proxyholder will vote in name and on behalf of the undersigned as follows:

	YES	NO	ABSTENTION
1. Amendment of Article 12 of the Articles of Association, by deleting the references to the decision of the Extraordinary General Meeting of 19 May 2020 authorising the Board of Directors to acquire shares of the Company and to pledge them up to a limit of 20%.			
2. Authorisation to the board of directors to acquire own shares in accordance with Article 7:215 of the Code on Companies and Associations			
i. The Board of Directors is authorised to acquire a maximum of 88,000,000 of the Company's own shares, in accordance with Article 7:215 of the Code on Companies and Associations, at a price of not less than €1 per share and not more than €10. The authorisation is valid for a period of five years as from the publication in the Annexes to the Belgian Official Gazette of the decision of the Extraordinary General Meeting of 30 November 2021. This authorisation extends to the acquisitions of shares in the Company by one or more of its subsidiaries.			
ii. The Board of Directors is authorised to pledge a maximum of 88,000,000 of the Company's own shares, in accordance with Article 7:226 of the Code on Companies and Associations. This authorisation is valid for a period of five years as from the date of publication of the decision of the Extraordinary Shareholders' Meeting of 30 November 2021.			
3. Modification of the date of the Ordinary General Meeting provided for in Article 27 of the Articles of Association.			

<p>4. Powers of attorney</p> <p>i. Granting the powers of attorney, with the possibility of sub-delegation, to each managing director and general director, each acting individually, in order to execute the aforementioned resolutions, and generally speaking, to proceed with any formality generally necessary and useful with regards to such resolutions;</p> <p>ii. Granting the powers of attorney to the acting notary and his staff, each acting individually, to prepare the coordinated text of the Company's Articles of Association and in order to proceed with the various formalities ; and</p> <p>iii. Granting the powers of attorney if necessary to Ms Nathalie Sfeir and/or Ms Lydie Roulleaux (Group employees), in order to proceed with the related publicity formalities.</p>			
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D. NEW AGENDA ITEMS AND PROPOSED RESOLUTIONS

The undersigned hereby further declares having been informed that, after publication of the notice of the general meetings, one or more shareholders holding jointly at least 3% of the Company's shares capital may request to add items to the agendas of the general meetings or propose new resolutions concerning existing agenda items.

The Company shall publish an amended agenda by **15 November 2021** at the latest if new items or proposed resolutions to be added to the agenda have validly reached the Company.

In that case, the Company shall also provide its shareholders with a new proxy form including the new items or proposed resolutions, and the following rules shall apply:

1. if the present proxy was validly submitted to the Company prior to publication of the amended agenda for the general meetings, it shall remain valid in respect of all agenda items mentioned in the initial notice;
2. if the Company publishes an amended agenda with new items, or new resolutions proposals the proxyholder will only be authorised to vote on these new items and/or new proposals or these new proposed decisions only to the extent that the new proxy form, including the proxyholder's voting instructions, has reached the Company no later than 24 November 2021.

E. Indemnification

The undersigned commits not to request the nullification of any resolution approved by the proxyholder or claim any indemnification from the proxyholder, provided however that the latter acted within the limits of his/her powers.

* * *

This proxy is irrevocable.

Done in _____, on _____ 2021.

(signature)

Please initial each page of this form and sign the last page. Legal entities must indicate the full name and title of each person signing this proxy form on their behalf. Representatives of legal entities must produce documents proving their identity and their power of attorney no later than commencement of the general meeting.