

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**")**ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING OF
ECONOCOM GROUP SE OF 31 MARCH 2022**(hereinafter the "**Meetings**")**Vote by proxy*****Completed agenda following the request of a shareholder in accordance with Article 7:130 of the
Code on Companies and Associations*****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 Meetings (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 this notice.

Security holders who have completed the necessary formalities for participating to the Meetings and who have expressed their wish to attend the Meetings will be notified of the precise procedures for holding the Meetings 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 Meetings are requested to use this proxy form.

The proxyholder will automatically be a representative of the Company (or one of its subsidiaries) or of the notary office acting for the Extraordinary General Meeting. However, such proxyholder shall exercise the voting right in accordance with the voting instructions contained in the proxy form.

This form should reach the Company no later than **25 March 2022** 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 Meetings.

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:

- Regarding the Ordinary General Meeting: a representative of the Company (or one of its subsidiaries) which will be designated for this purpose,
- Regarding the Extraordinary General Meeting : all employees of the notary office Berquin, whose offices are located at Avenue Lloyd George 11, 1000 Brussels,

to whom he/she grants all powers to represent him/her at the Meetings to be held on **31 March 2022** 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**I. Agenda and proposed resolutions for the annual general meeting, with the modification of the eighth point, following the request of a shareholder**

1. Presentation, discussion and explanation of the annual management report of the board of directors, the statutory and consolidated financial statements for the financial year which ended on 31 December 2021 and the auditor's report on the statutory and consolidated financial statements for the 2021 financial year.
2. Approval of the statutory financial statements for the financial year which ended on 31 December 2021.
Proposed resolution :
Proposal to approve the statutory financial statements for the financial year which ended on 31 December 2021.
3. Approval of the allocation of profits.
Proposed resolution :
Proposal to allocate the result of the Company's financial year which ended on 31 December 2021 of 278,795,842.78 euros to the result carried forward for 278,795,842.78 euros.
4. Discharge of the directors for the performance of their official duties during the financial year which ended on 31 December 2021.
Proposed resolution :
Proposal to grant discharge to the directors for the financial year which ended on 31 December 2021.
5. Discharge of the auditor for the performance of its official duties during the financial year which ended on 31 December 2021.
Proposed resolution :
Proposal to grant discharge to the auditor for the financial year which ended on 31 December 2021.
6. Approval of the remuneration report.
Proposed resolution :
Proposal to approve the remuneration report.
7. Proposal to appoint Mr. Laurent Roudil as director.
Proposed resolution :
Proposal to appoint Mr Laurent Roudil as Director of Econocom Group SE, with immediate effect for a duration of 4 years, ending after the annual general meeting to be held in 2026.

8. Approval of change of control clauses.

Proposed resolution :

Proposal to approve and ratify as necessary, in accordance with Article 7:151 of Code on Companies and Associations:

- i. *the provisions of the credit/loan agreements, mentioned below, which provide for the possibility for the lender to demand early repayment of the sums lent and/or suspension of the use of the credit, in the event of the occurrence of a change of control of the Company:*
 - Credit agreement of 29 April 2021 with Belfius;
 - Credit agreement of 19 May 2021 with ABN Amro;
 - Credit agreement of 10 June 2021 with Caisse d'Epargne;
 - Loan agreement of 29 June 2021 with Banque Palatine;
 - Loan agreement of 27 July 2021 with LCL;
 - Credit agreement of 29 July 2021 with Crédit du Nord;
 - Credit agreement of 29 July 2021 with Société Générale;
 - Loan agreement of 18 October 2021 with Banque Palatine;
 - Loan agreement of 7 December 2021 with ABN Amro; and
 - Loan agreement of 17 December 2021 with Crédit Agricole Ile de France.

- ii. *the provisions of the Schuldscheindarlehen type credit agreements that could be authorised and concluded after the publications of the notices of the Ordinary General Meeting and before the holding of the latter on 31 March 2022 ; and that would provide for the possibility for the lender to demand the early repayment of the sums lent and/or the suspension of the use of the credit in the event of a change of control of the Company.*

9. Powers of attorney.

Proposed resolution :

Proposal to grant powers of attorney to (i) the managing director and each of the general directors of Econocom Group SE, with the possibility of substitution, for the execution of the aforementioned resolutions and in order to proceed with publication and other formalities, (ii) to Ms. Nathalie Sfeir and/or Lydie Roulleaux (employees of Econocom group), with the power of substitution, in order to proceed with the filling and publication formalities.

II. Agenda and proposed resolutions for the extraordinary general meeting

1. Reimbursement of the issue premium considered as paid-up capital, in accordance with Articles 7:208 and 7:209 of the Code on Companies and Associations for an amount of 0.14 euro per share.

Proposed resolution :

Proposal to reimburse the issue premium considered as paid-up capital, in accordance with Articles 7:208 and 7:209 of the Code on Companies and Associations, including the treasury shares held by the Company, by debit from the non-distributable "issue premium" account, for an amount of 0.14 euro per outstanding share existing at the date of the coupon detachment. The coupon detachment entitling to the reimbursement of the issue premium will take place at the end of a two-month period starting on the date of publication of this resolution in the Belgian State Gazette. In accordance with Article 7:209 of the Code on Companies and Associations, payment shall occur after coupon detachment.

2. Powers of attorney.

Proposed resolution :

Proposal to grant powers of attorney (i) to the managing director and each of the general directors of Econocom Group SE, with the possibility of substitution, for the execution of the aforementioned resolutions and (ii) to the acting notary and his staff, each acting individually, to proceed with the various formalities.

C. VOTING INSTRUCTIONS

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:

I. Annual general meeting

	YES	NO	ABSTENTION
1. Approval of the statutory financial statements for the financial year which ended on 31 December 2021.			
2. Allocation of the results of the financial year which ended on 31 December 2021 of 278,795,842.78 euros to the result carried forward for 278,795,842.78 euros.			
3. Discharge of the directors for the performance of their official duties during the financial year which ended on 31 December 2021.			
4. Discharge of the auditor for the performance of its official duties during the financial year which ended on 31 December 2021.			
5. Approval of the remuneration report.			
6. Proposal to appoint Mr. Laurent Roudil as Director.			
7. Approval of change of control clauses.			
8. Granting of powers of attorney to execute the abovementioned resolutions.			

II. Extraordinary general meeting

	YES	NO	ABSTENTION
<p>1. Reimbursement of the issue premium considered as paid-up capital, in accordance with Articles 7:208 and 7:209 of the Code on Companies and Associations, including the treasury shares held by the Company, by debit from the non-distributable "issue premium" account, for an amount of 0.14 euro per outstanding share existing at the date of the coupon detachment. The coupon detachment entitling to the reimbursement of the issue premium will take place at the end of a two-month period starting on the date of publication of this resolution in the Belgian State Gazette. In accordance with Article 7:209 of the Code on Companies and Associations, payment shall occur after coupon detachment.</p>			
<p>2. Granting of powers of attorney to execute the abovementioned resolutions.</p>			

D. 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 _____ 2022.

(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.