

Free translation**For information purposes only****ECONOCOM GROUP SE**

A European company making or having made a public offering

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

Company number: 0422.646.816 (RLE Brussels)

(hereinafter the "**Company**")

**ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING OF
ECONOCOM GROUP SE OF 16 MAY 2017**

Correspondence Voting

Pursuant to Article 34 of the Company's articles of association, any shareholder may vote by correspondence prior to the general meetings of shareholders. Shareholders that wish to vote by correspondence are requested to use this form.

Forms may be sent to the Company by registered mail (5 Place du Champ de Mars, 1050 Brussels, Belgium) or by e-mail to: generalsecretariat@econocom.com. They must reach the Company by **10 May 2017**, at the latest. The original should be provided to the Company no later than commencement of the general meetings.

Shareholders that wish to vote by correspondence must also comply with all registration and admission formalities described in the notice of the general meetings, including notification of their intention to attend the general meetings.

Please note that only the duly completed correspondence voting form shall be deemed valid.

The undersigned,

Legal entity :

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

Natural person :

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

hereby declares having registered on the record date (**please enclose a copy of the certificates**) and to hold _____ shares in full ownership, bare ownership or usufruct (**cross out the inappropriate mentions**) of the European company ECONOCOM GROUP, with its registered office at 5 Place du Champ de Mars, 1050 Brussels, Belgium, registered with the Brussels register for legal entities of the Crossroads Enterprise Database under number 0422.646.816,

hereby declares to vote by correspondence with¹ _____ shares, as specified below, at the general meetings of shareholders to be held on **16 May 2017 at 11.00 a.m.**, at 510/B80 Chaussée de Louvain, 1930 Zaventem, Belgium, or at any other subsequent general meetings with the same agenda.

A. Agenda and proposed resolutions for the general meetings of shareholders

I. Agenda and proposed resolutions for the annual general meeting

1. Presentation, discussion and explanation of the annual management report of the board of directors, the consolidated financial statements for the financial year which closed on 31 December 2016, and the auditor's report on the consolidated and non-consolidated financial statements for the financial year which closed on 31 December 2016

Approval of the statutory financial statements for the financial year which closed on 31 December 2016

Proposed resolution:

Proposal to approve the statutory financial statements for the financial year which closed on 31 December 2016.

2. Approval of the allocation of profits

Proposed resolution:

Proposal to allocate the profits from the financial year which closed on 31 December 2016 in the amount of 47,786,427.98 euros and the profits carried forward from the last financial year in the amount of 46,302,043.93 euros as follows:

- 6,468,639.51 euros to reserves other than the statutory reserve, and
- 87,619,832.40 euros to the profits carried forward.

3. Discharge of the directors for the performance of their official duties (*mandat/mandaat*) during the financial year which closed on 31 December 2016

Proposed resolution:

Proposal to grant discharge to the directors for the financial year which closed on 31 December 2016.

4. Discharge of the statutory auditor for the performance of its official duties (*mandat/mandaat*) during the financial year which closed on 31 December 2016

Proposed resolution:

Proposal to grant discharge to the statutory auditor for the financial year which closed on 31 December 2016.

¹ Please indicate the number of shares you wish to vote by correspondence.

5. Reappointment of two directors

Proposed resolution:

Proposal to renew the appointment of Véronique di Benedetto and Gaspard Dürrleman as directors of Econocom Group SE for a term of 4 years, ending immediately after the 2021 annual general meeting.

6. Reappointment of an independent director

Proposed resolution:

Proposal to renew the appointment of Mr. Jean Mounet as director of Econocom Group SE for a term of 4 years, ending immediately after the 2021 annual general meeting, and acknowledgment of his capacity as independent directors within the meaning of Article 526ter of the Belgian Company Code.

7. Approval of the remuneration report

Proposed resolution:

Proposal to approve the remuneration report.

8. Powers of attorney

Proposed resolution:

Proposal to grant powers of attorney to execute the abovementioned resolutions.

II. Agenda and proposed resolutions for the extraordinary general meeting

1. Approval of the stock split into two shares

Proposed resolution:

Proposal to split each outstanding share of the Company into two shares. Powers of attorney to grant to each of the managing directors, with the power to delegate their authority, in order to establish the conditions and practical modalities of this stock-split.

2. Amendment of the articles of association

Proposed resolution:

Proposal to amend Article 5 of the articles of association in order to align it with the new number of outstanding shares.

3. Reimbursement of the issue premium treated as paid-up capital, in accordance with Articles 612 and 613 of the Belgian Company Code in an amount of up to 0.20 euro per share before the stock split (0.10 euro per share after the stock split)

Proposed resolution:

Proposal to reimburse the issue premium treated as paid-up capital, in accordance with Articles 612 and 613 of the Belgian Company Code, including the treasury shares held by the Company, from the non-distributable "issue premium" account, up to 0.20 euro per outstanding share on the ex-coupon date if this date falls before the effective date of the split mentioned under point 1 of the agenda (and up to 0.10 euro per share if the ex-coupon date falls after the effective date of the split). The ex-coupon date granting the right to reimbursement shall fall at the end of a two-months period after publication of this resolution

in the Belgian State Gazette. Payment shall occur upon removal of the coupon in accordance with Article 613 of the Company Code.

4. Confirmation in application of Article 12 of the Articles of Association of the authorisation granted to the board of directors with regard to the sale of the Company's treasury shares.

Proposed resolution:

Proposal to confirm, in application of Article 12 of the Articles of Association, the authorisation granted to the board of directors pursuant to Article 622,§2 of the Company Code, with the power to delegate their authority, to sell its treasury shares kept by the Company whether on or off the stock exchange, on the basis of the price and the conditions determined by the board of directors. This authorisation relates to all treasury shares kept in its portfolio at the time of the sales.

5. Powers of attorney

Proposed resolution:

Proposal to grant powers of attorney to each of the managing director of Econocom Group SE, with the power to delegate their authority, to execute the abovementioned resolutions and to grant authority to the acting public notary and its clerks, each acting separately, to consolidate the Company's articles of association and ensure fulfilment of the formalities with the companies office, the Crossroads Enterprise Database, the clerk's office of the Brussels Commercial Court and, as the case may be, the VAT administration.

B. Voting instructions

I. Annual general meeting

	YES	NO	ABSTENTION
2. Approval of the statutory financial statements for the financial year which closed on 31 December 2016.			
3. allocate the profits from the financial year which closed on 31 December 2016 in the amount of 47,786,427.98 euros and the profits carried forward from the last financial year in the amount of 46,302,043.93 euros as follows: - 6,468,639.51 euros to reserves other than the statutory reserve, and - 87,619,832.40 euros to the profits carried forward.			
4. Discharge of the directors for the financial year which closed on 31 December 2016.			
5. Discharge of the statutory auditor for the financial year which closed on 31 December 2016.			

6.	Reappointment of two directors			
6.1	Renewal of the appointment of Véronique di Benedetto as director of Econocom Group SE for a term of 4 years, ending immediately after the 2021 annual general meeting.			
6.2	Renewal of the appointment of Gaspard Dürrleman as director of Econocom Group SE for a term of 4 years, ending immediately after the 2021 annual general meeting.			
7.	Renewal of the appointment of Mr. Jean Mounet as director of Econocom Group SE for a term of 4 years, ending immediately after the 2021 annual general meeting, and acknowledgment of his capacity as independent directors within the meaning of Article 526ter of the Belgian Company Code.			
8.	Approval of the remuneration report.			
9.	Grant of powers of attorney to execute the abovementioned resolutions.			

II. Extraordinary general meeting

	YES	NO	ABSTENTION
1. Proposal to split each outstanding share of the Company into two shares. Powers of attorney to grant to each of the managing directors, with the power to delegate their authority in order to establish the conditions and practical modalities of this stock-split.			
2. Amendment of Article 5 of the articles of association in order to align it with the new number of outstanding shares			
3. Reimbursement of the issue premium treated as paid-up capital, in accordance with Articles 612 and 613 of the Belgian Company Code, including the treasury shares held by the Company, from the non-distributable "issue premium" account, up to 0.20 euro per outstanding share on the ex-coupon date if this date falls before the effective date of the split mentioned under point 1 of the agenda (and up to 0.10 euro per share if the ex-coupon date falls after the effective date of the split). The ex-coupon date granting the right to reimbursement shall fall at the end of a two-months period after publication of this resolution in the Belgian State Gazette. Payment			

	shall occur upon removal of the coupon per outstanding share, in accordance with Article 613 of the Company Code.			
4.	Confirmation, in application of Article 12 of the Articles of Association, of the authorisation granted to the board of directors pursuant to Article 622,§2 of the Company Code, with the power to delegate their authority, to sell its treasury shares kept by the Company whether on or off the stock exchange, on the basis of the price and the conditions determined by the board of directors. This authorisation relates to all treasury shares kept in its portfolio at the time of the sales.			
5.	Powers of attorney.			

*

This form shall be considered entirely null and void if the shareholder does not indicate a choice in relation to one or more items on the agendas of the general meetings.

A shareholder that duly submits this form to the Company may no longer vote in person or by proxy at the general meetings the number of shares voted herewith by correspondence.

If the Company publishes by **8 May 2017** at the latest an amended agenda in order to add new items or new proposals for resolutions at the request of one or more shareholders in accordance with Article 533ter of the Belgian Company Code, this form shall remain valid for the items on the agenda it covers, provided it duly reached the Company prior to publication of the amended agenda. Notwithstanding the foregoing, votes expressed by means of this form on items on the agenda shall be deemed null and void if new proposed resolutions are added with respect to those items in accordance with Article 533ter of the Belgian Company Code.

Done in _____, on _____ 2017.

(signature)

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