

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 22 JUNE 2023

(hereinafter the "**Meeting**")

Vote by proxy

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 **16 June 2023** by e-mail at: generalsecretariat@econocom.com or for holders of dematerialized shares at: ebe.issuer@euroclear.com. 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 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 general meeting of shareholders to be held on **22 June 2023 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. **Cancellation of forty-three million eight hundred and eighty-four thousand and eighty-one (43,884,081) treasury shares, cancellation of the unavailable reserve referred to in article 7:217, §2 of the Code on companies and associations related to the cancelled shares and amendment of article 5 of the articles of association to reflect the number of shares issued by the Company.**

Proposed resolution:

- i. *Cancellation of forty-three million eight hundred and eighty-four thousand eighty-one (43,884,081) treasury shares in accordance with Article 7:217, §1 of the Code on companies and associations. As a result of this cancellation, the total number of shares of the Company is reduced to 179,045,899.*
- ii. *As a consequence of the cancellation of the forty-three million eight hundred and eighty-four thousand and eighty-one (43,884,081) treasury shares, cancellation of the unavailable reserve for an amount of EUR 136,169,469.08, constituted in accordance with article 7:217, §2 of the Code on companies and associations following the acquisition by the Company of the 43,884,081 own shares.*
- iii. *Amendment of paragraph 2 of Article 5 of the articles of association to reflect the number of shares issued by the Company as follows*
"It is represented by one hundred and seventy-nine million forty-five thousand eight hundred and ninety-nine (179,045,899) shares, without mention of the nominal value."

- iv. *Amendment of Article 6 of the articles of association by adding a new paragraph to be read as follows :*

"Pursuant to the minutes drawn up by the notary Tim Carnewal, in Brussels, on 22 June 2023, the number of shares was decreased to one hundred and seventy-nine million forty-five thousand eight hundred and ninety-nine (179,045,899).

2. Amendment to Article 12 of the articles of association

Proposed resolution:

Amendment of article 12 of the articles of association in order to (i) provide in the articles of association the possibility for the board of directors to be authorised by the general meeting to cancel own shares and (ii) to renew the authorisation granted to the board of directors, for a three years period, to acquire, in accordance with the legal provisions, the company's shares or profit sharing rights, by way of purchase or exchange, in order to avoid serious and imminent harm to the company.

The new article 12 now reads as follows:

"ARTICLE 12 - PURCHASE AND ASSIGNMENT OF OWN SHARES.

The company may purchase its own shares or (where applicable) profit sharing rights ("parts bénéficiaires") 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 shareholders' meeting deciding in accordance with the quorum and majority conditions provided for in Article 7:154 of the Belgian Companies and Associations Code, which sets, in particular, the maximum number of shares or profit sharing rights to be purchased, the term for which the authorisation is granted, within the limit provided for under the Belgian Companies and Associations Code as well as the minimum and maximum conversion values.

The authorisation of the shareholders' meeting is not required when the purchase of own shares or profit sharing rights 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 State Gazette of the decision of the extraordinary shareholders' meeting of 22 June 2023.

The board of directors may assign or cancel shares in the company in the cases provided for by the Belgian Companies and Associations Code, including to one or more specifically designated persons.

Where necessary, this authorisation is extended to include assignments or cancellations of the company's own shares by its subsidiaries.

Furthermore, the board of directors may assign or cancel the shares of the listed company within the meaning of Article 1:11 of the Belgian Companies and Associations Code. It may also assign the shares and profit sharing rights in the cases provided for in the Belgian Companies and Associations Code 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. "

- 3. Authorisation granted to the board of directors to cancel treasury shares and consequently to amend the Articles of Association to reflect the number of shares issued by the Company.**

Proposed resolution:

Proposal to expressly authorize the Board of Directors of the Company to cancel the Company's own shares, without further approval or action by the general meeting and without any time limit, and consequently to authorize the Board of Directors to amend the Articles of Association following cancellation to reflect the number of shares issued by the Company.

This authorization also applies to the cancellation of the Company's own shares acquired by the Company's direct subsidiaries within the meaning of Article 7:221 of the Companies and Associations Code, in accordance with the provisions set forth therein.

- 4. Powers.**

Proposed resolution:

Proposal to grant powers (i) with the possibility of substitution, to the managing directors of Econocom Group SE, for the execution of the aforementioned resolutions and (ii) to the notary and his agents, each acting separately, for the production of the consolidated text of the Company's articles of association and to proceed with the various 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
<p>1. Cancellation of forty-three million eight hundred and eighty-four thousand and eighty-one (43,884,081) treasury shares, cancellation of the unavailable reserve referred to in article 7:217, §2 of the Code on companies and associations related to the cancelled shares and amendment of article 5 of the articles of association to reflect the number of shares issued by the Company.</p> <ul style="list-style-type: none"> i. Cancellation of forty-three million eight hundred and eighty-four thousand eighty-one (43,884,081) treasury shares in accordance with Article 7:217, §1 of the Code on companies and associations. As a result of this cancellation, the total number of shares of the Company is reduced to 179,045,899. ii. As a consequence of the cancellation of the forty-three million eight hundred and eighty-four thousand and eighty-one (43,884,081) treasury shares, cancellation of the unavailable reserve for an amount of EUR 136,169,469.08, constituted in accordance with article 7:217, §2 of the Code on companies and associations following the acquisition by the Company of the 43,884,081 own shares. iii. Amendment of paragraph 2 of Article 5 of the articles of association to reflect the number of shares issued by the Company as follows: <i>"It is represented by one hundred and seventy-nine million forty-five thousand eight hundred and ninety-nine (179,045,899) shares, without mention of the nominal value."</i> iv. Amendment of Article 6 of the articles of association by adding a new paragraph to be read as follows: <i>"Pursuant to the minutes drawn up by the notary Tim Carnewal, in Brussels, on 22 June 2023, the number of shares was decreased to one hundred and seventy-nine million forty-five thousand eight hundred and ninety-nine (179,045,899)."</i> 			

<p>2. Amendment of article 12 of the articles of association in order to (i) provide in the articles of association the possibility for the board of directors to be authorised by the general meeting to cancel own shares and (ii) to renew the authorisation granted to the board of directors, for a three years period, to acquire, in accordance with the legal provisions, the company's shares or profit sharing rights, by way of purchase or exchange, in order to avoid serious and imminent harm to the company.</p>			
<p>3. Authorisation granted to the board of directors to cancel treasury shares and consequently to amend the Articles of Association to reflect the number of shares issued by the Company.</p>			
<p>4. Proposal to grant powers (i) with the possibility of substitution, to the managing directors of Econocom Group SE, for the execution of the aforementioned resolutions and (ii) to the notary and his agents, each acting separately, for the production of the consolidated text of the Company's articles of association and to proceed with the various formalities.</p>			

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 **7 June 2023** 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 **16 June 2023**.

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 _____ 2023.

(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.