

**Econocom Group SE***European listed company*

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

Company number: 0422.646.816 (Brussels RLE)

**NOTICE OF THE SPECIAL GENERAL MEETING OF ECONOCOM GROUP SE OF 10 SEPTEMBER 2024**

Dear shareholders,

You are hereby invited to attend the special general meeting of the company Econocom Group SE, with its registered office at Place du Champ de Mars 5, 1050 Brussels, registered with the Crossroads Bank of Enterprises under number 0422.646.816 (the "**Company**"), to be held on **Tuesday 10 September, at 3:30 p.m.**, at the Company's offices located Place du Champ de Mars 5, 1050 Brussels (the "**Meeting**"), with the following agenda.

**AGENDA AND PROPOSED RESOLUTIONS FOR THE SPECIAL GENERAL MEETING**

- 1. Authorization to grant a maximum of 3,150,000 free shares under an incentive plan in the form of a free share incentive plan, and, where appropriate, to grant an equivalent incentive plan in cash, to executives and employees of the Company or Group companies.**

*Proposed resolution:**The general assembly decides to authorize the board of directors of the Company:*

- *to proceed, in one or more instances, with the grant of free shares up to a maximum of 3,150,000 Econocom Group SE shares and, where appropriate, "phantom" shares duplicating the conditions of grant, vesting, and retention of the free shares, for the benefit of Econocom Group SE executives and, where appropriate, other beneficiaries it shall determine among the staff members of the Econocom Group, and with the understanding that in the case of grant of free shares, it may consist of existing shares or new shares to be issued as part of a capital increase through new contributions, incorporation of reserves, or incorporation profits carried forward;*
- *to set the conditions for the incentive plan(s) in the form of a free shares plan, and "phantom" shares plan under which the above-mentioned grants may occur, with the understanding that (i) the vesting of the free shares (and, if applicable, of the "phantom" shares) will be subject to a presence condition of at least three years after the grant, except for special circumstances to be determined by the board of directors (including death, disability, incapacity, and retirement), (ii) subject to the aforementioned special circumstances, the free shares and "phantom" shares will be subject to a short retention period to be determined by the Board of Directors, (iii) the number of shares (and, if applicable, "phantom" shares) at the time of acquisition will depend on the collective performance of the company over three years in terms of revenue, EBIT management, and net results, and (iv) the free shares may be subject to a put option (promise to purchase) by Econocom Group SE under conditions to be determined. This plan is established with the aim of retaining key people for the achieving and exceeding of the Company's objectives.*

## 2. Proxies

### Proposed resolution :

*The general assembly grants full powers, with the possibility of sub-delegation, to the board of directors or to the Executive Director of Econocom Group SE to implement the adopted resolutions, and grants proxy to Ms. Nathalie Sfeir and/or Lydie Roulleaux (employees of Econocom group), with the authorization to sub-delegate its powers, to carry out the filing and publication formalities.*

## ADMISSION FORMALITIES FOR THE MEETING

In order to attend the Meeting of **10 September 2024**, shareholders are requested to comply with Article 28 and 29 of the Company's Articles of Association and the following formalities.

### 1. Record date

The record date is **27 August 2024 at 12 midnight** (Belgian time). **Only persons registered as shareholders on that date and at that time will be authorised to attend and vote at the Meeting.** The number of shares held on the date of the Meeting is not relevant.

Holders of registered shares must be recorded in the Company's registered shares register by **27 August 2024 at 12 midnight** (Belgian time).

Holders of dematerialized shares must be recorded as shareholders with an authorised account holder or Euroclear Belgium on **27 August 2024 at 12 midnight** (Belgian time).

### 2. Intent to attend the Meeting

Shareholders must inform the board of directors, preferably by e-mail sent to [ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com) or by registered letter, **by 4 September 2024 at the latest**, of their intention to attend the Meeting, indicating the number of shares they intend to vote. In addition, the holders of dematerialized shares must prove their registration as shareholders on the record date.

In order to attend the Meeting, shareholders and proxyholders must, in addition to the formalities set out in the previous paragraph, prove their identity, and, where applicable, their power of attorney, at the latest immediately before the start of the meeting.

### 3. Vote by proxy or by letter

Shareholders can exercise their voting rights prior to the Meeting (i) by voting by correspondence, or (ii) by giving a proxy to a person designated by the board of directors.

In the event of a proxy vote, the proxy holder will automatically be a representative of the Company (or one of its subsidiaries) which will be designated for this purpose.

This proxy holder will only exercise the voting right in accordance with the voting instructions contained in the proxy.

Proxy voting and postal voting forms approved by the Company must be used for this purpose. They can be downloaded from the website <https://www.econocom.com/en/investors/general-meetings>.

In addition to the above-mentioned formalities, shareholders must send duly completed and signed proxy voting and postal voting forms to the e-mail address [generalsecretariat@econocom.com](mailto:generalsecretariat@econocom.com) - or for holders of dematerialized shares to the e-mail address [ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com) - **by 4 September 2024 at the latest**.

Shareholders are kindly asked **to promote the sending by e-mail** of a scanned or photographed copy of the proxy or postal voting form and to subsequently send the originals by post to the Company's registered office.

It is recalled, moreover, that proxy and postal voting 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.

#### 4. New agenda items, proposed resolutions and the right to ask questions

Shareholders holding at least 3% of the capital wishing to request the addition of new items on the agenda or to submit new proposals for resolutions must, in addition to the aforementioned formalities, prove that they hold the required percentage of shares on the date of their request and submit their request to the Company's registered office or by email to [generalsecretariat@econocom.com](mailto:generalsecretariat@econocom.com) **by 19 August 2024, at the latest**.

As the case may be, an amended agenda will be published no later than **26 August 2024**.

Shareholders who wish to submit questions prior to the Meeting and who respected the aforementioned formalities, are invited to send them, **by 4 September 2024 at the latest**, preferably to the email address [generalsecretariat@econocom.com](mailto:generalsecretariat@econocom.com), or by post to the following address : Leuvensesteenweg 510/B80, 1930 Zaventem.

#### 5. Bondholders and holders of subscription rights

Bondholders and holders of subscription rights issued by the Company may attend the Meeting in advisory capacity only (i.e. without voting rights). To do so, they must inform the board of directors by email at [generalsecretariat@econocom.com](mailto:generalsecretariat@econocom.com) **by 4 September 2024, at the latest**, of their intention to participate in the Meeting.

#### 6. Documents

The documents regarding the Meeting, the agenda, possibly amended, and the forms to vote by proxy or by letter, possibly amended, shall be available as from the publication of this notice on the Company's website (<https://www.econocom.com/en/investors/general-meetings>) and at the Company's registered office.

The aforementioned formalities and the instructions set out on the Company's website and on the forms to vote by proxy or by letter must strictly be adhered to.

Yours faithfully,

On behalf of the board of directors