

**Econocom Group SE**

*European listed company*

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

Company number: 0422.646.816 (Brussels RLE)

(hereinafter the "**Company**")

**SPECIAL GENERAL MEETING OF ECONOCOM GROUP SE OF 26 JUNE 2024**

(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 proxyholder will automatically be a representative of the Company (or one of its subsidiaries). 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 **20 June 2024** by e-mail at: [generalsecretariat@econocom.com](mailto:generalsecretariat@econocom.com) or for holders of dematerialized shares at: [ebe.issuer@euroclear.com](mailto: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 to hold \_\_\_\_\_ shares in full ownership, bare ownership or usufruct (***cross out where not applicable***) of the Company on the registration date (***please enclose a copy of the certificates***);

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 Meeting to be held on **26 June 2024** 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 MEETING**

##### **1. Appointment of the new statutory auditor and fixing of the statutory auditor's remuneration for the exercise of its mandate**

###### Proposed resolution :

*On recommendation of the audit committee, proposal of the board of directors and presentation of the works council, the general meeting decides to appoint as Company's statutory auditor BDO Bedrijfsrevisoren SRL, whose registered office is at Da Vincilaan 9, 1930 Zaventem, registered with the Crossroads Bank for Enterprises under number 0431.088.289, represented by its permanent representative Mr. Christian Schmetz.*

*The auditor's term of office is three (3) years, expiring at the end of the annual general meeting of the year 2027 called upon to approve the annual accounts for the financial year closing on 31 December 2026. The statutory auditor's fees, for the duration of his term of office, shall be fixed at EUR 210,000 per year (index-linked annually, excluding VAT and disbursements).*

##### **2. Appointment of the auditor in charge of sustainability information assurance**

###### Proposed resolution :

*On recommendation of the audit committee, proposal of the board of directors and presentation of the works council, the general meeting extends the mandate of the new statutory auditor, BDO Bedrijfsrevisoren SRL, to issue the assurance opinion on the sustainability report provided for in European Directive (EU) 2022/2464 of 14 December 2022 as regards corporate sustainability reporting (CSRD), as transposed into Belgian law.*

*The permanent representative currently appointed by BDO Bedrijfsrevisoren SRL is Mr. Christian Schmetz.*

*Its term of office will also be three (3) years, expiring at the end of the annual general meeting of the year 2027 called upon to approve the annual accounts for the financial year closing on 31 December 2026.*

The auditor's fees for this assignment are set at EUR 95,400 for the first year and EUR 63,800 per year thereafter (index-linked annually, excluding VAT and disbursements).

These fees are subject to change, by mutual agreement between the Company and the auditor, depending on the scope of the assignment as it emerges from the transposition of the CSRD.

**3. Appointment of Ms. Sophie Guieysse as independent director**

Proposed resolution :

Proposal to appoint Ms. Sophie Guieysse as independent director of the Company for a term of 4 years, with immediate effect and ending at the close of the annual general meeting to be held in 2028.

Ms. Sophie Guieysse meets the independence criteria set out in Article 7:87 of the Code on companies and associations and Article 3.5 of the 2020 Belgian Code on corporate governance.

**4. Powers of attorney**

Proposed resolution :

Proposal to grant powers of attorney to (i) the executive directors and the managing 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, and (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.

**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:

	YES	NO	ABSTENTION
1. Appointment of BDO Bedrijfsrevisoren BV as the new statutory auditor for a term of 3 years and fixing of its remuneration			
2. Appointment of BDO Bedrijfsrevisoren BV as the auditor in charge of sustainability information assurance for a term of 3 years and fixing of its remuneration			
3. Appointment of Ms. Sophie Guieysse as independent director of the Company for a term of 4 years			
4. Powers of attorney			

**D. NEW AGENDA ITEMS AND PROPOSED RESOLUTIONS**

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

The Company shall publish an amended agenda by **11 June 2024** 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 meeting, 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 **20 June 2024**.

**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 \_\_\_\_\_ 2024.

(signature)

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*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.*