

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 18 MAY 2021**(hereinafter the "**Meetings**")**Vote by proxy****Warning**

In view of the health crisis and related measures imposed by the Ministerial Decree of 28 October 2020, as amended on 26 March 2021, on emergency measures to limit the spread of the COVID-19 coronavirus, shareholders are highly discouraged from attending the Meetings in person.

Shareholders are strongly recommended to exercise their voting rights prior to the Meetings in accordance with the rules set out in this notice (i) by voting by correspondence, or (ii) by giving a proxy to a person designated by the Board of Directors.

Security holders who have completed the necessary formalities for participating to 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 proxy 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 proxy holder may only exercise the voting right in accordance with the voting instructions contained in the proxy form.

This form should reach the Company no later than **12 May 2021** 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 general meetings of shareholders to be held on **18 May 2021 at 11.00 a.m.** or at any other subsequent general meetings with the same agenda.

1. 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; 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.

2. 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 statutory and consolidated financial statements for the financial year which ended on 31 December 2020 and the auditor's report on the statutory and consolidated financial statements for the 2020 financial year.
2. Approval of the statutory financial statements for the financial year which ended on 31 December 2020.
Proposed resolution:
Proposal to approve the statutory financial statements for the financial year which ended on 31 December 2020.
3. Approval of the allocation of profits.
Proposed resolution:
Proposal to allocate the result of the Company's financial year which ended on December 31, 2020 of 13.310.184,60 euros to the result carried forward for 13.310.184,60 euros.
4. Discharge of the directors for the performance of their official duties during the financial year which ended on 31 December 2020.
Proposed resolution:
Proposal to grant discharge to the directors for the financial year which ended on 31 December 2020.
5. Discharge of the auditor for the performance of its official duties during the financial year which ended on 31 December 2020.
Proposed resolution:
Proposal to grant discharge to the auditor for the financial year which ended on 31 December 2020.
6. Renewal of director's appointments.
Proposed resolution:
Proposal to:
 - i. *renew Mr. Robert Bouchard's appointment as director of the Company for a duration of 4 years, with immediate effect and ending immediately after the annual general meeting to be held in 2025;*
 - ii. *renew Ms. Véronique Di Benedetto's appointment as director of the Company for a duration of 4 years, with immediate effect and ending immediately after the annual general meeting to be held in 2025;*
 - iii. *acknowledge the termination of Mr. Gaspard Dürrleman's mandate as director of the Company, with immediate effect after this annual general meeting.*

7. Appointment of the auditor on the proposal of the audit committee and determination of the auditor's remuneration for the exercise of his mandate.

Proposed resolution :

On recommendation of the audit committee, approved by the board of directors, proposal to appoint as auditor of the Company, Ernst et Young Reviseurs d'Entreprises SRL, private limited company, having its registered office at De Kleetlaan 2, 1831 Machelen, Belgium and registered with the Crossroad Bank for Entreprises under company number 0446.334.711, represented by its permanent representative Mr. Romuald Bilem born on 3rd February at Brussels, domiciled at Daalstraat 80, 1852 Beigem, Belgium. The auditor's term of office is three (3) years, expiring at the end of the annual general meeting of the year 2024 called upon to approve the annual accounts for the financial year closing on 31 December 2023]. The statutory auditor's fees, for the duration of his term of office, shall be fixed at EUR 194,000 annually (indexable annually, excluding VAT and disbursements).

8. Approval of the remuneration report.

Proposed resolution:

Proposal to approve the remuneration report.

9. Approval of the remuneration policy.

Proposed resolution :

On proposal of the Compensation and Nomination Committee, proposal to approve the remuneration policy, defining the principles of remuneration of the managers of Econocom Group SE, established by the board of directors of the Company in accordance with the provisions set forth in the Code on Companies and Associations and more specifically in accordance with article 7:89/1 and the 2020 Belgian Code on Corporate Governance.

10. Authorisation to grant a maximum of 4,000,000 free shares as part of an incentive plan (in the form of a free shares allocation plan) in favour of company's managers and to grant variable remuneration to executive directors and other managers of the company whose terms and conditions derogate from the requirements of Article 7:91 of the Code on Companies and Associations.

Proposed resolution:

Proposal to authorise the board of directors:

- i. to proceed, on one or more occasions, with an attribution of free existing shares up to a maximum of 4,000,000 shares of Econocom Group SE (representing 1.81% of the existing shares), in favour of Econocom Group SE's managers and, where applicable, other beneficiaries to be determined by the board of directors from among the members of the salaried staff of the ECONOCOM Group;*
- ii. to set the terms and conditions of the profit-sharing plan (in the form of a free shares allocation plan) under which the free share attribution referred to above may take place, as well as the actual beneficiaries and the terms and conditions of the attribution;*
- iii. to derogate from the requirements of Article 7:91 of the Code on Companies and Associations, for the determination of the variable remuneration and the granting of shares or share options in favour of existing executive directors and other existing managers of the Company.*

11. 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 (employee of Econocom group) and/or to Mtr. Nicolas de Crombrugghe and Mtr. Alexandra Watrice or any other lawyer from the law firm NautaDutilh, having its offices at 1000 Bruxelles, Chaussée de La Hulpe 120, 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 0.12 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 0.12 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 (ii) the acting notary and his staff, each acting individually, to proceed with the various formalities.

3. 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:

I. Annual general meeting

	YES	NO	ABSTENTION
1. Approval of the statutory financial statements for the financial year which ended on 31 December 2020.			
2. Allocation of the results of the financial year which ended on December 31, 2020 of 13.310.184,60 euros to the result carried forward for 13.310.184,60 euros.			
3. Discharge of the directors for the performance of their official duties during the financial year which ended on 31 December 2020.			
4. Discharge of the auditor for the performance of its official duties during the financial year which ended on 31 December 2020.			
5. Renewal of director's appointments			
i. Renew Mr. Robert Bouchard's appointment as director of the Company for a duration of 4 years, with immediate effect and ending immediately after the annual general meeting to be held in 2025;			
ii. Renew Ms. Véronique Di Benedetto's appointment as director of the Company for a duration of 4 years, with immediate effect and ending immediately after the annual general meeting to be held in 2025;			
iii. Acknowledge the termination of Mr. Gaspard Dürrelema's mandate as director of the Company, with immediate effect after this annual general meeting			

<p>6. Appointment on the proposal of the audit committee of the auditor Ernst et Young Reviseurs d'Entreprises SRL (registered with the Crossroad Bank for Entreprises under company number 0446.334.711), represented by its permanent representative Mr. Romuald Bilem (A02309) for a period of three years expiring at the end of the annual general meeting of the year 2024 and determination of the auditor's remuneration for the exercise of his mandate.</p>			
<p>7. Approval of the remuneration report.</p>			
<p>8. Approval of the remuneration policy.</p>			
<p>9. Authorisation to grant a maximum of 4,000,000 free shares as part of an incentive plan (in the form of a free shares allocation plan) in favour of company's managers and to grant variable remuneration to executive directors and other managers of the company whose terms and conditions derogate from the requirements of Article 7:91 of the Code on Companies and Associations.</p>			
<p>i. Authorise the board of directors to proceed, on one or more occasions, , with an attribution of free existing shares up to a maximum of 4,000,000 shares of Econocom Group SE (representing 1.81% of the existing shares), in favour of Econocom Group SE's managers and, where applicable, other beneficiaries to be determined by the board of directors from among the members of the salaried staff of the ECONOCOM Group;</p>			
<p>ii. Authorise the board of directors to set the terms and conditions of the profit-sharing plan (in the form of a free shares allocation plan) under which the free share attribution referred to above may take place, as well as the actual beneficiaries and the terms and conditions of the attribution</p>			

<p>iii. Authorise the board of directors to derogate from the requirements of Article 7:91 of the Code on Companies and Associations, for the determination of the variable remuneration and the granting of shares or share options in favour of existing executive directors and other existing managers of the Company.</p>			
<p>10. Granting of powers of attorney to execute the abovementioned resolutions.</p>			

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 0.12 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>			

4. 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 **3 May 2021** 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 **May 12, 2021**.

5. 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 _____ 2021.

(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 meetings.