

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**

Proxy Voting

Shareholders that wish to be represented by a proxyholder are requested to use this form. Unless provided otherwise by law, a shareholder may only appoint one proxyholder.

This form should reach the Company by registered mail no later than **10 May 2017** (5 Place du Champ de Mars, 1050 Brussels, Belgium) and may also be sent by e-mail to generalsecretariat@econocom.com. The proxyholder must submit the original proxy form no later than commencement of the general meetings.

Shareholders that wish to vote by proxy must also comply with all registration and admission formalities described in the notice of the meetings, including notification of their intention to attend the general 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 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 (the "**Company**");

appoints as its proxyholder _____,

domiciled at _____

to whom it/(s)he grants all powers to represent it/him/her 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.

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 abovementioned shareholders' meetings and, if applicable, approve the adjournment thereof;
2. participate in any other shareholders' meetings with the same agenda should the initial shareholders' meetings be postponed, adjourned or not have been duly convened;
3. propose items for inclusion on the agenda and approve any amendments to proposals made by other shareholders (including new items to be voted on in accordance with Article 533ter of the Belgian Company Code) or by the chairman of the general meetings, provided instructions have been given accordingly to the proxyholder, by any means, prior to deliberations on the relevant item(s);
4. participate in deliberations and vote as indicated below or, if no instructions have been given, vote in favour of a proposed resolution;
5. sign any minutes, attendance list, register, instrument or document concerning the foregoing and, in general, doing anything 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 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

2. 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.

3. 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.

4. 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.

5. 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.

6. 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.

7. 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.

8. Approval of the remuneration report

Proposed resolution:

Proposal to approve the remuneration report.

9. 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 directors 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.

3. Voting instructions

The proxyholder shall vote in the name and on behalf of the undersigned in accordance with the following 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 Dürreman 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. | | | |

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 **8 May 2017** 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 issues an amended agenda with one or more **new proposed resolutions** in respect of items on the initial agenda, the law authorises the proxyholder to derogate during the general meetings from the voting instructions initially given by the undersigned (if any) if, in the proxyholder's opinion, the exercise of these instructions could compromise the interests of the undersigned. The proxyholder must inform the undersigned of any derogation from the latter's voting instructions;
3. if the Company publishes an amended agenda with **new items**, the law requires that the present proxy form indicates whether the proxyholder is authorised or not to vote on these new items or if he must refrain from voting.

In view of the foregoing, the undersigned (**cross out the inappropriate mentions**):

- authorises the proxyholder to vote on (a) new item(s) added to the agenda of the general meetings; or
- instructs the proxyholder to refrain from voting on (a) new item(s) added to the agenda of the general meetings.

If the undersigned did not cross out any of the abovementioned proposals or crossed out both, the proxyholder should abstain from voting on the new item(s) added to the agenda of the general meetings.

5. Conflict of interests

In the event of a conflict of interests between the undersigned and its proxyholder, this latter must comply with Article 547bis §4 of the Belgian Company Code. If the Company is aware of the existence of a conflict of interests, it shall only count the proxyholder's vote if the undersigned has given specific voting instructions for each item on the agenda.

The undersigned has appointed Mr/Ms _____ as its/his/her proxyholder and is aware that the latter is considered, pursuant to the Belgian Company Code, as having a conflict of interest and is thus subject to Article 547bis §4 of the Belgian Company Code. Consequently, the undersigned is requested to provide specific voting instructions for each item on the agenda, otherwise Mr/Ms _____ shall not be able to vote on the relevant items.

6. Indemnification of the proxyholder

The undersigned hereby commits to indemnify the proxyholder for any damage the latter may incur due to any act accomplished during the performance of this proxy, provided however that the proxyholder acted within the limits of his/her powers. Moreover, 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. Shareholders that have duly granted a proxy cannot vote at the general meetings in person or by correspondence.

Done in _____, on _____ 2017.

(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 establishing their identity and their power of attorney no later than commencement of the general meetings.