

**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**")**SPECIAL GENERAL MEETING OF ECONOCOM GROUP SE OF 9 SEPTEMBER 2021**(hereinafter the "**Meeting**")**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 Meeting in person.

Shareholders are strongly recommended to exercise their voting rights prior to the Meeting 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 Meeting and who have expressed their wish to attend the Meeting will be notified of the precise procedures for holding the Meeting 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 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 **3 September 2021** by e-mail at the address [generalsecretariat@econocom.com](mailto: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 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 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 general meeting of shareholders to be held on **9 September 2021 at 12.00 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. Appointment of a director as an independent director**

Proposed resolution:

*Proposal to appoint Mr Eric Boustouller as director of Econocom Group SE, with immediate effect for a term of 4 years, ending at the end of the annual general meeting to be held in 2025. Mr Eric*

*Boustouller meets the independence criteria set forth in article 7:87 of the Code on Companies and Associations and in article 3.5 of the 2020 Belgian Code on Corporate Governance.*

**2. 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), in order to proceed with the filling and publication 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
1. Appointment of Mr Eric Boustouller as director of Econocom Group SE, with immediate effect for a term of 4 years, ending at the end of the annual general meeting to be held in 2025.			
2. Granting of powers of attorney to execute the abovementioned resolutions.			

**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 **25 August 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 3 September 2021.

**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 \_\_\_\_\_ 2021.

(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.***