

Econocom Group SE

A European listed company

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

Company number: 0422.646.816 (RLE Brussels)

(hereinafter the "**Company**")

**EXTRAORDINARY GENERAL MEETING
OF ECONOCOM GROUP SE OF 22 JUNE 2023**

(hereinafter the "**Meeting**")

Vote by letter

Shareholders who wish to exercise their voting rights by letter are requested to use this form.

Forms must be sent to the Company by e-mail at: generalsecretariat@econocom.com or for holders of dematerialized shares at: ebe.issuer@euroclear.com, by **16 June 2023**, at the latest. Shareholders are kindly asked to **promote the sending by e-mail** of a scanned or photographed copy of the postal voting form and to subsequently send the originals by post to the Company's registered office. It is recalled, moreover, that 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.

Shareholders who wish to vote by letter must also comply with all registration formalities described in the notice of the general 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,

hereby declares to vote by letter with¹ _____ shares, as specified below, at the general meeting of shareholders to be held on **22 June 2023 at 11.00 a.m.**, or at any other subsequent general meetings with the same agenda.

A. AGENDA AND PROPOSED RESOLUTIONS FOR THE GENERAL MEETING OF SHAREHOLDERS

- 1. Cancellation of forty-three million eight hundred and eighty-four thousand and eighty-one (43,884,081) treasury shares, cancellation of the unavailable reserve referred to in article 7:217, §2 of the Code on companies and associations related to the cancelled shares and amendment of article 5 of the articles of association to reflect the number of shares issued by the Company.**

Proposed resolution:

- i. Cancellation of forty-three million eight hundred and eighty-four thousand eighty-one (43,884,081) treasury shares in accordance with Article 7:217, §1 of the Code on companies and associations. As a result of this cancellation, the total number of shares of the Company is reduced to 179,045,899.*
- ii. As a consequence of the cancellation of the forty-three million eight hundred and eighty-four thousand and eighty-one (43,884,081) treasury shares, cancellation of the unavailable reserve for an amount of EUR 136,169,469.08, constituted in accordance with article 7:217, §2 of the Code on companies and associations following the acquisition by the Company of the 43,884,081 own shares.*
- iii. Amendment of paragraph 2 of Article 5 of the articles of association to reflect the number of shares issued by the Company as follows
"It is represented by one hundred and seventy-nine million forty-five thousand eight hundred and ninety-nine (179,045,899) shares, without mention of the nominal value."*
- iv. Amendment of Article 6 of the articles of association by adding a new paragraph to be read as follows :
"Pursuant to the minutes drawn up by the notary Tim Carnewal, in Brussels, on 22 June 2023, the number of shares was decreased to one hundred and seventy-nine million forty-five thousand eight hundred and ninety-nine (179,045,899)."*

- 2. Amendment to Article 12 of the articles of association**

Proposed resolution:

Amendment of article 12 of the articles of association in order to (i) provide in the articles of association the possibility for the board of directors to be authorised by the general meeting to cancel own shares and (ii) to renew the authorisation granted to the board of directors, for a three years period, to acquire, in accordance with the legal provisions, the company's shares or profit sharing rights, by way of purchase or exchange, in order to avoid serious and imminent harm to the company.

¹ Please indicate the number of shares for which you wish to vote by letter.

The new article 12 now reads as follows:

"ARTICLE 12 - PURCHASE AND ASSIGNMENT OF OWN SHARES.

The company may purchase its own shares or (where applicable) profit sharing rights ("parts bénéficiaires") by purchase or exchange, directly or via a person acting in his own name but on behalf of the company only following a decision of a shareholders' meeting deciding in accordance with the quorum and majority conditions provided for in Article 7:154 of the Belgian Companies and Associations Code, which sets, in particular, the maximum number of shares or profit sharing rights to be purchased, the term for which the authorisation is granted, within the limit provided for under the Belgian Companies and Associations Code as well as the minimum and maximum conversion values.

The authorisation of the shareholders' meeting is not required when the purchase of own shares or profit sharing rights is needed to avoid serious and imminent harm to the company. In this case, the board of directors is authorised to purchase, in accordance with current legal provisions, the shares of the company by purchase or exchange. This authorisation is granted for a three-year term as from the publication in the Annexes to the Belgian State Gazette of the decision of the extraordinary shareholders' meeting of 22 June 2023.

The board of directors may assign or cancel shares in the company in the cases provided for by the Belgian Companies and Associations Code, including to one or more specifically designated persons.

Where necessary, this authorisation is extended to include assignments or cancellations of the company's own shares by its subsidiaries.

Furthermore, the board of directors may assign or cancel the shares of the listed company within the meaning of Article 1:11 of the Belgian Companies and Associations Code. It may also assign the shares and profit sharing rights in the cases provided for in the Belgian Companies and Associations Code as well as when it is a matter of avoiding serious and imminent harm to the company, provided, in said last case, that the securities are assigned on the market or following a public offer of sale made under the same conditions to all shareholders. "

3. Authorisation granted to the board of directors to cancel treasury shares and consequently to amend the Articles of Association to reflect the number of shares issued by the Company.

Proposed resolution:

Proposal to expressly authorize the Board of Directors of the Company to cancel the Company's own shares, without further approval or action by the general meeting and without any time limit, and consequently to authorize the Board of Directors to amend the Articles of Association following cancellation to reflect the number of shares issued by the Company.

This authorization also applies to the cancellation of the Company's own shares acquired by the Company's direct subsidiaries within the meaning of Article 7:221 of the Companies and Associations Code, in accordance with the provisions set forth therein.

4. Powers.

Proposed resolution:

Proposal to grant powers (i) with the possibility of substitution, to the managing directors of Econocom Group SE, for the execution of the aforementioned resolutions and (ii) to the notary and his agents, each acting separately, for the production of the consolidated text of the Company's articles of association and to proceed with the various formalities.

B. VOTING INSTRUCTIONS

	YES	NO	ABSTENTION
<p>1. Cancellation of forty-three million eight hundred and eighty-four thousand and eighty-one (43,884,081) treasury shares, cancellation of the unavailable reserve referred to in article 7:217, §2 of the Code on companies and associations related to the cancelled shares and amendment of article 5 of the articles of association to reflect the number of shares issued by the Company.</p> <p>i. Cancellation of forty-three million eight hundred and eighty-four thousand eighty-one (43,884,081) treasury shares in accordance with Article 7:217, §1 of the Code on companies and associations. As a result of this cancellation, the total number of shares of the Company is reduced to 179,045,899.</p> <p>ii. As a consequence of the cancellation of the forty-three million eight hundred and eighty-four thousand and eighty-one (43,884,081) treasury shares, cancellation of the unavailable reserve for an amount of EUR 136,169,469.08, constituted in accordance with article 7:217, §2 of the Code on companies and associations following the acquisition by the Company of the 43,884,081 own shares.</p> <p>iii. Amendment of paragraph 2 of Article 5 of the articles of association to reflect the number of shares issued by the Company as follows: <i>"It is represented by one hundred and seventy-nine million forty-five thousand eight hundred and ninety-nine (179,045,899) shares, without mention of the nominal value."</i></p> <p>iv. Amendment of Article 6 of the articles of association by adding a new paragraph to be read as follows: <i>"Pursuant to the minutes drawn up by the notary Tim Carnewal, in Brussels, on 22 June 2023, the number of shares was decreased to one hundred and seventy-nine million forty-five thousand eight hundred and ninety-nine (179,045,899)."</i></p>			

<p>2. Amendment of article 12 of the articles of association in order to (i) provide in the articles of association the possibility for the board of directors to be authorised by the general meeting to cancel own shares and (ii) to renew the authorisation granted to the board of directors, for a three years period, to acquire, in accordance with the legal provisions, the company's shares or profit sharing rights, by way of purchase or exchange, in order to avoid serious and imminent harm to the company.</p>			
<p>3. Authorisation granted to the board of directors to cancel treasury shares and consequently to amend the Articles of Association to reflect the number of shares issued by the Company.</p>			
<p>4. Proposal to grant powers (i) with the possibility of substitution, to the managing directors of Econocom Group SE, for the execution of the aforementioned resolutions and (ii) to the notary and his agents, each acting separately, for the production of the consolidated text of the Company's articles of association and to proceed with the various formalities.</p>			

* * *

This form shall be considered entirely null and void if the shareholder does not indicate a choice in relation to one or more items on the agenda of the Meeting.

A shareholder who duly submits this form to the Company may no longer vote in person or by proxy at the general meeting for the number of shares voted herewith by letter.

If the Company publishes an amended agenda by **7 June 2023** at the latest in order to add new items or new proposals for resolutions at the request of one or more shareholders in accordance with Article 7:130 of the Code on Companies and Associations, this form shall remain valid for the items on the agenda it covers, provided it duly reached the Company prior to publication of the amended agenda. Notwithstanding the foregoing, votes expressed by means of this form on certain items on the agenda shall be deemed null and void if new proposed resolutions are added with respect to those items in accordance with Article 7:130 of the Code on Companies and Associations.

Done in _____, on _____ 2023.

(signature)

Please initial each page of this form and sign the last page of this correspondence voting form. Legal entities must indicate the full name and title of each person signing this 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 meeting.