

**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**")

**ORDINARY GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING OF  
ECONOCOM GROUP SE OF 31 MARCH 2023**

(hereinafter the "**Meetings**")

**Vote by proxy**

Shareholders who wish to exercise their voting rights by giving proxy prior to the Meetings are requested to use this proxy form.

The proxyholder 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 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 **25 March 2023** by e-mail at the address [generalsecretariat@econocom.com](mailto:generalsecretariat@econocom.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 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 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:

- 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 Meetings to be held on **31 March 2023** 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**

##### **I. Agenda and proposed resolutions for the ordinary 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 2022 and the auditor's report on the statutory and consolidated financial statements for the 2022 financial year.

2. Approval of the statutory financial statements for the financial year which ended on 31 December 2022.

**Proposed resolution :**

*Proposal to approve the statutory financial statements for the financial year which ended on 31 December 2022.*

3. Approval of the allocation of profits.

**Proposed resolution :**

*Proposal to allocate the result of the Company's financial year, which ended on 31 December 2022, of 43,064,959.88 euros to the result carried forward for 43,064,959.88 euros.*

4. Discharge of the directors for the performance of their official duties during the financial year which ended on 31 December 2022.

Proposed resolution :

*Proposal to grant discharge to the directors for the financial year which ended on 31 December 2022.*

5. Discharge of the auditor for the performance of its official duties during the financial year which ended on 31 December 2022.

Proposed resolution :

*Proposal to grant discharge to the auditor for the financial year which ended on 31 December 2022.*

6. Approval of the remuneration report.

Proposed resolution :

*Proposal to approve the remuneration report for the financial year which ended on 31 December 2022.*

7. Reappointment of Mr Bruno Grossi as director.

Proposed resolution :

*Proposal to reappoint Mr Bruno Grossi as director of the Company for a term of 4 years, with immediate effect and expiring at the end of the annual general meeting to be held in 2027.*

8. Confirmation of Ms Samira Draoua as director.

Proposed resolution :

*Proposal to confirm the mandate of Ms Samira Draoua as director of the Company, for the remaining duration of the mandate of Mr Laurent Roudil, i.e. until the end of the annual general meeting to be held in 2026.*

9. Appointment of Mr Angel Benguigui Diaz as director.

Proposed resolution :

*Proposal to appoint Mr Angel Benguigui Diaz as director of the Company for a term of 4 years, with immediate effect and expiring at the end of the annual general meeting to be held in 2027.*

10. Approval of change of control clauses.

Proposed resolution :

*Proposal to approve and to ratify as necessary, in accordance with Article 7:151 of the Code on companies and associations, provisions of Schuldscheindarlehen type agreements (Schuldschein Loan Agreement) which result or may result in the early repayment of the loan or amount made available to the Company, if a change of control over the Company occurs.*

*This approval relates in particular to §4 (Repayment; Early Repayment) of the following Schuldschein type agreements:*

- *Schuldschein Loan Agreement of 22 April 2022 between the Company as borrower and Landesbank Baden-Württemberg, ABN AMRO Bank N.V., Bayerische Landesbank, UniCredit Bank AG and Belfius Bank SA/NV as Arrangers for an amount of 10,000,000 euros;*

- *Schuldschein Loan Agreement of 22 April 2022 between the Company as borrower and Landesbank Baden-Württemberg, ABN AMRO Bank N.V., Bayerische Landesbank, UniCredit Bank AG and Belfius Bank SA/NV as Arrangers for an amount of 19,000,000 euros;*
- *Schuldschein Loan Agreement of 22 April 2022 between the Company as borrower and Landesbank Baden-Württemberg, ABN AMRO Bank N.V., Bayerische Landesbank, UniCredit Bank AG and Belfius Bank SA/NV as Arrangers for an amount of 15,000,000 euros;*
- *Schuldschein Loan Agreement of 22 April 2022 between the Company as borrower and Landesbank Baden-Württemberg, ABN AMRO Bank N.V., Bayerische Landesbank, UniCredit Bank AG and Belfius Bank SA/NV as Arrangers for an amount of 43,000,000 euros; and*
- *Schuldschein Loan Agreement of 22 April 2022 between the Company as borrower and Landesbank Baden-Württemberg, ABN AMRO Bank N.V., Bayerische Landesbank, UniCredit Bank AG and Belfius Bank SA/NV as Arrangers for an amount of 113,000,000 euros.*

**11. Powers of attorney.**

Proposed resolution :

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

**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 0.16 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 0.16 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 directors and to the general directors of Econocom Group SE, with the possibility of substitution, for the execution of the aforementioned resolutions and (ii) to the acting notary and his staff, each acting individually, to proceed with the various 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:

**I. Ordinary general meeting**

	YES	NO	ABSTENTION
<b>1.</b> Approval of the statutory financial statements for the financial year which ended on 31 December 2022.			
<b>2.</b> Allocation of the results of the financial year, which ended on 31 December 2022, of 43,064,959.88 euros to the result carried forward for 43,064,959.88 euros.			
<b>3.</b> Discharge of the directors for the performance of their official duties during the financial year which ended on 31 December 2022.			
<b>4.</b> Discharge of the auditor for the performance of its official duties during the financial year which ended on 31 December 2022.			
<b>5.</b> Approval of the remuneration report.			
<b>6.</b> Reappointment of Mr Bruno Grossi as director.			
<b>7.</b> Confirmation of Ms Samira Draoua as director.			
<b>8.</b> Appointment of Mr Angel Benguigui Diaz as director.			
<b>9.</b> Approval of change of control clauses.			
<b>10.</b> Powers of attorney.			

**II. Extraordinary general meeting**

	YES	NO	ABSTENTION
<p><b>1.</b> 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 0.16 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><b>2.</b> Powers of attorney.</p>			

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

The undersigned hereby further declares having been informed that, after publication of the notice of the 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 Meetings or propose new resolutions concerning existing agenda items.

The Company shall publish an amended agenda by **16 March 2023** 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 25 March 2023.

**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 \_\_\_\_\_ 2023.

(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 meeting.***