

**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**")

**ORDINARY GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING  
 OF ECONOCOM GROUP SE OF 31 MARCH 2023**  
 (hereinafter the "**Meetings**")

**Vote by letter**

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

Forms must be sent to the Company by e-mail at: [generalsecretariat@econocom.com](mailto:generalsecretariat@econocom.com), by **25 March 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 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***),

hereby declares to vote by letter with<sup>1</sup> \_\_\_\_\_ shares, as specified below, at the general meetings of shareholders to be held on **31 March 2023** or at any other subsequent general meetings with the same agenda.

## **A. 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.*

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

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.*

**B. VOTING INSTRUCTIONS****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>			

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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 **16 March 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)

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***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.***