

**Econocom Group SE***A European company making or having made a public offering*

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

Company number: 0422.646.816 (RLE Brussels)

(hereinafter the "**Company**")**ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING OF  
ECONOCOM GROUP SE OF 21 MAY 2019****Vote by letter**

Pursuant to Article 34 of the Company's articles of association, any shareholder may vote by letter prior to the general meetings of shareholders. Shareholders who wish to vote by letter are requested to use this form.

Forms may be sent to the Company by registered mail (Place du Champ de Mars 5, 1050 Brussels, Belgium) or by e-mail at: [generalsecretariat@econocom.com](mailto:generalsecretariat@econocom.com). They must reach the Company by **15 May 2019**, at the latest. The original should be provided to the Company no later than at the general meetings.

Shareholders who wish to vote by letter must also comply with all registration and admission formalities described in the notice of the general meetings, including notification of their intention to attend the general meetings.

Please note that only duly completed correspondence voting form shall be deemed valid.

**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 European company ECONOCOM GROUP, with its registered office at Place du Champ de Mars 5, 1050 Brussels, Belgium, registered with the Brussels register for legal entities of the Crossroads Bank of Enterprises under number 0422.646.816 (the "**Company**"),

hereby declares to vote by letter with<sup>1</sup> \_\_\_\_\_ shares, as specified below, at the general meetings of shareholders to be held on **21 May 2019 at 11.00 a.m.**, at Chaussée de Louvain 510/B80, 1930 Zaventem, Belgium, or at any other subsequent general meetings with the same agenda.

## **A. 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 ended on 31 December 2018 and the auditor's report on the consolidated and non-consolidated financial statements for the financial year which ended on 31 December 2018.

2. Approval of the statutory financial statements for the financial year which ended on 31 December 2018.

Proposed resolution:

*Proposal to approve the statutory financial statements for the financial year which ended on 31 December 2018.*

3. Approval of the allocation of profits.

Proposed resolution:

*Proposal to allocate the results of -2,267,160.97 EUR of the financial year which ended on 31 December 2018 and the profits of 85,607,130.30 EUR carried forward from the previous financial year as follows:*

- 5,358,313.74 EUR to reserves other than the statutory reserve; and
- 77,981,655.59 EUR to the profits carried forward.

4. Discharge of the directors for the performance of their official duties during the financial year which ended on 31 December 2018.

Proposed resolution:

*Proposal to grant discharge to the directors for the financial year which ended on 31 December 2018.*

5. Renewal of director's appointments.

Proposed resolution:

*Proposal to:*

- i. *renew Mr. Bruno Grossi's appointment as director of the Company for a duration of 4 years, with immediate effect and ending immediately after the annual general meeting to be held in 2023;*

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

- ii. *renew Mr. Rafi Kouyoumdjian's appointment as director of the Company for a duration of 4 years, with immediate effect and ending immediately after the annual general meeting to be held in 2023;*
  - iii. *renew Mr. Walter Butler's appointment as director of the Company for a duration of 4 years, with immediate effect and ending immediately after the annual general meeting to be held in 2023; Mr. Walter Butler complies with the requirements of Article 526ter of the Belgian Company Code and can therefore be qualified as independent director within the meaning of this Article.*
6. Discharge of the auditor for the performance of its official duties during the financial year which ended on 31 December 2018.
- Proposed resolution:  
*Proposal to grant discharge to the auditor for the financial year which ended on 31 December 2018.*
7. Appointment of the statutory auditor upon proposal of the Audit Committee and determination of the statutory auditor's fees.
- Proposed resolution:  
*Upon the proposal of the Audit Committee approved by the board of directors, proposal to renew the appointment of the statutory auditor, PricewaterhouseCoopers Bedrijfsrevisoren/Reviseurs d'Entreprises, having its registered seat at Woluwe Garden, Woluwedal 18, 1932 Sint-Stevens-Woluwe (Belgium), represented by Mr. Alexis Van Bavel, for a period of two years, ending automatically after the ordinary general meeting to be held in 2021. Its remuneration is fixed at 167,558 EUR per year.*
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. Reimbursement of the issue premium considered as paid-up capital, in accordance with Articles 612 and 613 of the Belgian Company Code for an amount of 0.12 euro per share.
- Proposed resolution:  
*Proposal to reimburse the issue premium considered as paid-up capital, in accordance with Articles 612 and 613 of the Belgian Company Code, including the treasury shares held by the Company, by debit from the non-distributable "issue premium" account, for an amount of 0.12 euro per outstanding share on the ex-coupon date. 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 613 of the Belgian Company Code, payment shall occur after coupon detachment.*
2. Authorisation to the board of directors to acquire own shares in accordance with Article 620 of the Belgian Company Code and in accordance with Article 7:215 of the new Belgian Code on

Companies and Associations, and consequently, modification of Article 12 of the Company's Articles of Association.

Proposed resolution:

*Proposal to authorise the board of directors, for a period of five years as from the date this resolution is approved by the general meeting of shareholders, to acquire shares of the company Econocom Group, within a limit of 20% of the total amount of issued shares, at a price per share of minimum 2 EUR and maximum 10 EUR. This authorisation, which is thus renewed, shall replace as from the date this resolution is approved by the general meeting of shareholders, the existing authorisation granted by the general meeting of 20 May 2014.*

*These authorisations also include the acquisition of the company's shares by one or more of its direct subsidiaries, within the meaning of the legal provisions governing the acquisition of shares of a parent company by subsidiaries.*

*Proposal to amend Article 12 of the Articles of Association.*

3. Powers.

Proposed resolution:

*Proposal to grant powers of attorney to (i) each of the managing 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) the acting notary and his staff, each acting individually, to prepare the coordinated text of the Company's Articles of Association and in order to proceed with the various formalities, and (iii) Mtr. Nicolas de Crombrugghe and Mtr. Lorraine Vercauteren or any other lawyer from the law firm NautaDutilh, having its offices at 1000 Bruxelles, Chaussée de La Hulpe 120, with the power of substitution, in order to proceed with any formality generally necessary or useful with regards to the resolutions of the Company.*

**B. Voting instructions**

**I. Annual general meeting**

	YES	NO	ABSTENTION
1. Approval of the statutory financial statements for the financial year which closed on 31 December 2018.			
2. Allocation of the results of -2,267,160.97 EUR of the financial year which ended on 31 December 2018 and the profits of 85,607,130.30 EUR carried forward from the previous financial year as follows: – 5,358,313.74 EUR to reserves other than the statutory reserve; and – 77,981,655.59 EUR to the profits carried forward.			
3. Discharge of the directors for the financial year which closed on 31 December 2018.			
4. Renewal of director's appointments.			
i. renew Mr. Bruno Grossi's appointment as director of the Company for a duration of 4 years, with immediate effect and ending immediately after the annual general meeting to be held in 2023;			
ii. renew Mr. Rafi Kouyoumdjian's appointment as director of the Company for a duration of 4 years, with immediate effect and ending immediately after the annual general meeting to be held in 2023;			
iii. renew Mr. Walter Butler's appointment as director of the Company for a duration of 4 years, with immediate effect and ending immediately after the annual general meeting to be held in 2023; Mr. Walter Butler complies with the requirements of Article 526ter of the Belgian Company Code and can therefore be qualified as independent director within the meaning of this Article.			

5. Discharge of the auditor for the performance of his official duties during the financial year which ended on 31 December 2018.			
6. Appointment of PricewaterhouseCoopers Bedrijfsrevisoren/Reviseurs d'Entreprises, represented by Mr. Alexis Van Bavel as statutory auditor of the Company, for a period of two years, ending automatically after the ordinary general meeting to be held in 2021 and determination of the statutory auditor's fees.			
7. Approval of the remuneration report.			
8. Granting of powers of attorney to execute the abovementioned resolutions.			

**II. Extraordinary general meeting**

	YES	NO	ABSTENTION
<p>1. Reimbursement of the issue premium considered as paid-up capital, in accordance with Article 612 and 613 of the Belgian Company Code, including the treasury shares held by the Company, by debit from the non-distributable "issue premium" account, for an amount of 0.12 euro per outstanding share on the ex-coupon date. 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 613 of the Belgian Company Code, payment shall occur after coupon detachment.</p>			
<p>2. Authorisation of the board of directors, for a period of five years as from the date this resolution is approved by the general meeting of shareholders, to acquire shares of the company Econocom Group, within a limit of 20% of the total amount of issued shares, at a price per share of minimum 2 EUR and maximum 10 EUR. This authorisation, which is thus renewed, shall replace as from the date this resolution is approved by the general meeting of shareholders, the existing authorisation granted by the general meeting of 20 May 2014.</p> <p>These authorisations also include the acquisition of the company's shares by one or more of its direct subsidiaries, within the meaning of the legal provisions governing the acquisition of shares of a parent company by subsidiaries.</p> <p>Amendment of Article 12 of the Articles of Association.</p>			
<p>3. Granting of powers of attorney to execute the abovementioned resolutions.</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 general meetings.

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

If the Company publishes an amended agenda by **13 May 2019** 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 923 of the Belgian Company Code, 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 923 of the Belgian Company Code.

Done in \_\_\_\_\_, on \_\_\_\_\_ 2019.

*(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 meetings.*