

Econocom Group SE*A European listed company*

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

Company number: 0422.646.816 (Brussels RLE)

**NOTICE OF THE ANNUAL GENERAL MEETING AND THE EXTRAORDINARY GENERAL MEETING OF
ECONOCOM GROUP SE OF 18 MAY 2021**

Ladies and Gentlemen,

You are hereby invited to attend the annual general meeting of the company Econocom Group SE, with its registered office at Place du Champ de Mars 5, 1050 Brussels, registered with the Crossroads Bank of Enterprises under number 0422.646.816 (the "**Company**"), to be held on **Tuesday 18 May 2021, at 11 a.m.**, at Chaussée de Louvain 510/B80, 1930 Zaventem, Belgium, with limited physical attendance due to government measures to limit the spread of COVID-19. The annual general meeting will be followed immediately by an extraordinary general meeting (the "**Meetings**"), with limited physical attendance due to government measures to limit the spread of COVID-19.

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 Meetings in person.

Shareholders are strongly recommended to exercise their voting rights prior to the Meetings 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 Meetings will be notified of the precise procedures for holding the Meetings 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.

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 statutory and consolidated financial statements for the financial year which ended on 31 December 2020 and the auditor's report on the statutory and consolidated financial statements for the 2020 financial year.

2. Approval of the statutory financial statements for the financial year which ended on 31 December 2020.
Proposed resolution:
Proposal to approve the statutory financial statements for the financial year which ended on 31 December 2020.

3. Approval of the allocation of profits.
Proposed resolution:
Proposal to allocate the result of the Company's financial year which ended on December 31, 2020 of 13.310.184,60 euros to the result carried forward for 13.310.184,60 euros.

4. Discharge of the directors for the performance of their official duties during the financial year which ended on 31 December 2020.
Proposed resolution:
Proposal to grant discharge to the directors for the financial year which ended on 31 December 2020.

5. Discharge of the auditor for the performance of its official duties during the financial year which ended on 31 December 2020.
Proposed resolution:
Proposal to grant discharge to the auditor for the financial year which ended on 31 December 2020.

6. Renewal of director's appointments.
Proposed resolution:
Proposal to:
 - i. *renew Mr. Robert Bouchard'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 2025;*
 - ii. *renew Ms. Véronique Di Benedetto'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 2025;*
 - iii. *acknowledge the termination of Mr. Gaspard Dürtleman's mandate as director of the Company, with immediate effect after this annual general meeting.*

7. Appointment of the auditor on the proposal of the audit committee and determination of the auditor's remuneration for the exercise of his mandate.

Proposed resolution :

On recommendation of the audit committee, approved by the board of directors, proposal to appoint as auditor of the Company, Ernst et Young Reviseurs d'Entreprises SRL, private limited company, having its registered office at De Kleetlaan 2, 1831 Machelen, Belgium and registered with the Crossroad Bank for Entreprises under company number 0446.334.711, represented by by its permanent representative Mr. Romuald Bilem born on 3rd February at Brussels, domiciled at Daalstraat 80, 1852 Beigem, Belgium. The auditor's term of office is three (3) years, expiring at the end of the annual general meeting of the year 2024 called upon to approve the annual accounts for the financial year closing on 31 December 2023]. The statutory auditor's fees, for the duration of his term of office, shall be fixed at EUR 194,000 annually (indexable annually, excluding VAT and disbursements).

8. Approval of the remuneration report.

Proposed resolution:

Proposal to approve the remuneration report.

9. Approval of the remuneration policy.

Proposed resolution :

On proposal of the Compensation and Nomination Committee, proposal to approve the remuneration policy, defining the principles of remuneration of the managers of Econocom Group SE, established by the board of directors of the Company in accordance with the provisions set forth in the Code on Companies and Associations and more specifically in accordance with article 7:89/1 and the 2020 Belgian Code on Corporate Governance.

10. Authorisation to grant a maximum of 4,000,000 free shares as part of an incentive plan (in the form of a free shares allocation plan) in favour of company's managers and to grant variable remuneration to executive directors and other managers of the company whose terms and conditions derogate from the requirements of Article 7:91 of the Code on Companies and Associations.

Proposed resolution:

Proposal to authorise the board of directors:

- i. to proceed, on one or more occasions, with an attribution of free existing shares up to a maximum of 4,000,000 shares of Econocom Group SE (representing 1.81% of the existing shares), in favour of Econocom Group SE's managers and, where applicable, other beneficiaries to be determined by the board of directors from among the members of the salaried staff of the ECONOCOM Group;*
- ii. to set the terms and conditions of the profit-sharing plan (in the form of a free shares allocation plan) under which the free share attribution referred to above may take place, as well as the actual beneficiaries and the terms and conditions of the attribution;*
- iii. to derogate from the requirements of Article 7:91 of the Code on Companies and Associations, for the determination of the variable remuneration and the granting of shares or share options in favour of existing executive directors and other existing managers of the Company.*

11. 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) and/or to Mtr. Nicolas de Crombrughe and Mtr. Alexandra Watrice 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 the filling and publication formalities.

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 0.12 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 0.12 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 director and each of the general directors of Econocom Group SE, with the possibility of substitution, for the execution of the aforementioned resolutions (ii) the acting notary and his staff, each acting individually, to proceed with the various formalities.

ADMISSION FORMALITIES FOR THE GENERAL MEETINGS

In order to attend the Meetings of **18 May 2021**, shareholders are requested to comply with Article 28 and 29 of the Company's articles of association and the following formalities.

If the attendance quorum required pursuant to Article 7:153 of the Code on Companies and Associations is not met at the extraordinary general meeting of 18 May 2021, a **second extraordinary general meeting** will be convened on **Thursday 10 June 2021 at 11 a.m.**, to deliberate and resolve on the agenda items of the extraordinary general meeting regardless of the share capital present or represented by the shareholders.

1. Dates and deadlines

Please note that all dates and deadlines mentioned herein will not be extended due to week-ends or holidays or for any other reason.

2. Record date

The record date is 4 May 2021 at 12 p.m. (Belgian time). **Only persons registered as shareholders on that date and at that time will be authorised to attend and vote at the Meetings.** The number of shares held on the date of the Meetings is not relevant.

Holders of registered shares must be recorded in the Company's registered shares register by 4 May 2021 at 12 p.m. (Belgian time).

Holders of dematerialized shares must be recorded as shareholders with an authorised account holder or Euroclear Belgium on 4 May 2021 at 12 p.m. (Belgian time).

3. Intention to attend the general meetings

Shareholders who wish to attend the Meetings must inform the board of directors of their intention to do so by registered letter sent to the Company's registered office or by email to ebe.issuer@euroclear.com by **12 May 2021, at the latest**, indicating the number of shares they intend to vote.

In addition, the holders of dematerialized shares must prove their registration as shareholders on the record date.

In order to attend the Meetings, the holders of securities and proxyholders must prove their identity, and the representatives of legal entities must produce documents proving their identity and power of attorney, immediately prior to the start of the meeting at the latest.

4. Vote by proxy or by letter

As mentioned here above, shareholders are invited to exercise their voting rights prior to the Meetings (i) by voting by correspondence, or (ii) by giving a proxy to a person designated by the board of directors.

In the event of a proxy vote, the proxy holder will automatically be a representative of the Company (or one of its subsidiaries) or of the notary's office acting as proxy for the extraordinary general meeting. This proxy may only exercise the voting right in accordance with the voting instructions contained in the proxy.

Proxy voting and postal voting forms approved by the Company must be used for this purpose. They can be downloaded from the website <https://finance.econocom.com> - regulated information section.

In addition to the above-mentioned formalities, shareholders must send duly completed and signed proxy voting and postal voting forms to the e-mail address generalsecretariat@econocom.com **by 12 May 2021 at the latest.**

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 or postal voting form and to subsequently send the originals by post to the Company's registered office.

It is recalled, moreover, that proxy and 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.

5. New agenda items, proposed resolutions and the right to ask questions

Shareholders holding at least 3% of the share capital who wish to request the addition of new items on the agenda or to submit new proposals for resolutions must, in addition to the aforementioned formalities, prove that they hold the required percentage of shares on the date of their request and submit their request to the Company's registered office or by email to generalsecretariat@econocom.com **by 26 April 2021, at the latest.**

As the case may be, an amended agenda will be published no later than **3 May 2021**.

Shareholders who wish to submit questions prior to the Meetings are strongly recommended to send these to the e-mail address generalsecretariat@econocom.com, in addition to the above-mentioned formalities, **by 12 May 2021 at the latest**. Exceptionally, due to the COVID-19 pandemic, shareholders are requested not to send their questions by post to the Company's registered office

6. Bondholders and holders of subscription rights

Bondholders and holders of subscription rights issued by the Company may attend the Meetings in advisory capacity only (i.e. without voting rights). To do so, they must inform the board of directors by email at generalsecretariat@econocom.com **by May 12 2021, at the latest**, of their intention to participate in the Meetings.

7. Documents

The documents to be provided to the Meetings, the agenda, possibly amended, and the forms to vote by proxy or by letter, possibly amended, shall be available as from the publication of this notice on the Company's website (<https://finance.econocom.com>) and at the Company's registered office.

The aforementioned formalities and the instructions set out on the Company's website and on the forms to vote by proxy or by letter must strictly be adhered to.

Yours faithfully,

On behalf of the board of directors