

**Free translation****For information purposes only****ECONOCOM GROUP SE***A societas europaea making or having made a public offering**Registered office: 5 Place du Champ de Mars, 1050 Brussels**Company number: 0422.646.816 (Brussels RLE)*(hereinafter the "**Company**")**GENERAL MEETING OF ECONOCOM GROUP SE OF 4 NOVEMBER 2016****Proxy Voting**

Shareholders that wish to be represented by a proxyholder are requested to use this form. Unless provided otherwise by law, a shareholder may only appoint one proxyholder.

This form should reach the Company by registered mail no later than **28 October 2016** (Place du Champ de Mars 5, 1050 Brussels, Belgium) and may also be sent by e-mail to [generalsecretariat@econocom.com](mailto:generalsecretariat@econocom.com). The proxyholder must submit the original proxy form at the general meeting at the latest.

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

**The undersigned,**

Legal entity:

Company name and corporate form:	
Registered office:	
Company number:	
Validly represented by:	Residing at:

Natural person:

Last name:	
First name(s):	
Domicile:	
National number:	

hereby declares that it/(s)he has registered on the record date, 21 October 2016 at 24.00 (CET) (**please enclose a copy of the certificates**) and that it/(s)he holds \_\_\_\_\_ shares in full ownership, bare ownership or usufruct (**cross out the inappropriate mentions**) of ECONOCOM GROUP, a *societas europaea* with registered office at Place du Champ de Mars 5, 1050 Brussels,

Belgium, registered with the Central Enterprise Register under number 0422.646.816 (the "**Company**");

appoints as its proxyholder \_\_\_\_\_,

domiciled at \_\_\_\_\_

to whom it/(s)he grants all powers to represent it/him/her at the general meeting of shareholders to be held on **4 November 2016 at 11.30 a.m.** at Chaussée de Louvain 510/B80, 1930 Zaventem, Belgium, or at any other subsequent general meeting with the same agenda.

### **Powers of the proxyholder**

Pursuant to this proxy, the proxyholder can exercise the following powers on behalf of the undersigned:

1. participate in the abovementioned shareholders' meeting and, if applicable, approve the adjournment thereof;
2. participate in any other shareholders' meeting with the same agenda should the initial shareholders' meeting be postponed, adjourned or not have been duly convened;
3. propose items for inclusion on the agenda and approve any amendments to proposals made by other shareholders (including new items to be voted on in accordance with Article 533ter of the Belgian Company Code) or by the chairman of the general meeting, provided instructions have been given accordingly to the proxyholder, by any means, prior to deliberations on the relevant item(s);
4. participate in deliberations and vote as indicated below or, if no instructions have been given, vote in favour of a proposed resolution;
5. sign any minutes, attendance list, register, instrument or document concerning the foregoing and, in general, doing anything necessary or useful to execute this proxy.

#### **A. Agenda and proposed resolutions for the general meeting of shareholders**

1. Appointment of Mrs. Anne Lange as independent director

Proposed resolution:

*Proposal to appoint Mrs. Anne Lange as a director of Econocom Group SE for a 4-year period ending immediately after the May 2020 annual general meeting, and acknowledgment of her capacity as independent director within the meaning of Article 526ter of the Belgian Company Code.*

2. Appointment of Mr. Philippe Capron as independent director

Proposed resolution:

*Proposal to appoint Mr. Philippe Capron as a director of Econocom Group SE for a 4-year period ending immediately after the May 2020 annual general meeting, and acknowledgment of his capacity as independent director within the meaning of Article 526ter of the Belgian Company Code.*

3. Powers of attorney

Proposed resolution:

*Proposal to grant powers of attorney to execute the abovementioned resolutions and to perform any formality required by or in relation to the decisions of the Company.*

## B. Voting instructions

The proxyholder shall vote in the name and on behalf of the undersigned in accordance with the following instructions:

	YES	NO	ABSTENTION
1. Proposal to appoint Mrs. Anne Lange as a director of Econocom Group SE for a 4-year period ending immediately after the May 2020 annual general meeting, and acknowledgment of her capacity as independent director within the meaning of Article 526ter of the Belgian Company Code.			
2. Proposal to appoint Mr. Philippe Capron as a director of Econocom Group SE for a 4-year period ending immediately after the May 2020 annual general meeting, and acknowledgment of his capacity as independent director within the meaning of Article 526ter of the Belgian Company Code.			
3. Powers of attorney.			

### 1. New agenda items and proposed resolutions

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

The Company shall publish an amended agenda by **27 October 2016** 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 meeting, it shall remain valid in respect of all agenda items mentioned in the initial notice;
2. if the Company issues an amended agenda with one or more **new proposed resolutions** in respect of items on the initial agenda, the proxyholder will be authorised, in accordance with law, to derogate during the general meeting from the voting instructions initially given by the undersigned (if any) if, in the proxyholder's opinion, the exercise of these instructions could compromise the interests of the undersigned. The proxyholder must inform the undersigned of any derogation from the latter's voting instructions;
3. if the Company releases an amended agenda including **new items**, it is required by law that the present proxy form indicates whether the proxyholder is authorised or not to vote on these new items or if he must refrain from voting.

In view of the foregoing, the undersigned (**cross out the inappropriate mentions**):

- authorises the proxyholder to vote on (a) new item(s) added to the agenda of the general meeting; or
- instructs the proxyholder to refrain from voting on (a) new item(s) added to the agenda of the general meeting.

If the undersigned did not cross out any of the abovementioned proposals or crossed out both, the proxyholder should abstain from voting on the new item(s) added to the agenda of the general meeting.

## **2. Conflict of interests**

In the event of a conflict of interests between the undersigned and its proxyholder, this latter must comply with Article 547bis of the Belgian Company Code. If the Company is aware of the existence of a conflict of interests, it shall only count the proxyholder's vote if the undersigned has given specific voting instructions for each item on the agenda.

*The undersigned has appointed Mr./Mrs. \_\_\_\_\_ as its/his/her proxyholder and is aware that the latter is considered, pursuant to the Belgian Company Code, as having a conflict of interest and is thus subject to Article 547bis of the Belgian Company Code. Consequently, the undersigned is requested to provide specific voting instructions for each item on the agenda, otherwise Mr./Mrs. \_\_\_\_\_ shall not be able to vote on the relevant items.*

## **3. Indemnification of the proxyholder**

The undersigned hereby commits to indemnify the proxyholder for any damage the latter may incur due to any act accomplished during the performance of this proxy, provided however that the proxyholder acted within the limits of his/her powers. Moreover, 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. Shareholders that have duly granted a proxy cannot vote at the general meeting in person or by correspondence.

Executed in \_\_\_\_\_, on \_\_\_\_\_ 2016.

(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 establishing their identity and their power of attorney no later than at the beginning of the general meeting.*