

Econocom Group SE*European listed company*

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

Company number: 0422.646.816 (Brussels RLE)

NOTICE OF THE ORDINARY GENERAL MEETING AND THE EXTRAORDINARY GENERAL MEETING OF ECONOCOM GROUP SE OF 31 MARCH 2025

Dear shareholders,

You are hereby invited to attend the ordinary 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 **Monday 31 March 2025, at 11 a.m.**, at the Company's offices located Place du Champ de Mars 5, 1050 Brussels.

The ordinary general meeting will be followed by an extraordinary general meeting (together the "**Meetings**").

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 2024 and the auditor's report on the statutory and consolidated financial statements for the 2024 financial year.
2. Approval of the statutory financial statements for the financial year which ended on 31 December 2024
Proposed resolution :
Proposal to approve the statutory financial statements for the financial year which ended on 31 December 2024.
3. Approval of the allocation of profits
Proposed resolution :
Proposal to allocate the profit of the Company's financial year, which ended 31 December 2024, amounting to €73,148,459.03, in full to the result carried forward.
4. Discharge of the directors for the performance of their official duties during the financial year which ended on 31 December 2024
Proposed resolution :
Proposal to grant discharge to the directors for the financial year which ended on 31 December 2024.

5. Discharge of the auditor for the performance of its official duties during the financial year which ended on 31 December 2024

Proposed resolution :

Proposal to grant discharge to the auditor for the financial year which ended on 31 December 2024.

6. Approval of the remuneration report

Proposed resolution :

Proposal to approve the remuneration report for the financial year which ended on 31 December 2024.

7. 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.

8. Renewal of the term of office

Proposed resolution :

Proposal to:

- i. renew Mr. Robert Bouchard term of office for a duration of 4 years, with immediate effect and ending immediately after the annual general meeting to be held in 2029 ;*
- ii. acknowledge the termination of Mr. Eric Boustouller office as independent director of the Company, with immediate effect after this annual general meeting ; and*
- iii. acknowledge the termination of Ms. Véronique di Benedetto office as director of the Company, with immediate effect after this annual general meeting.*

9. Powers of attorney

Proposed resolution :

Proposal to grant powers of attorney to (i) the executive directors and 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, and (ii) to Mr. Jérôme Lehmann and/or Ms. Lydie Roulleaux (employees of Econocom group), 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 issuance 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 0.10 euro per share.

Proposed resolution :

Proposal to reimburse the issuance 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 "issuance premium" account, for an amount of 0.10 euro per outstanding share existing at the date of the coupon detachment. The coupon detachment entitling to the reimbursement of the issuance 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. Renewal of authorised capital authorisation

Proposed resolution :

- i. *Special report on the authorised capital, in accordance with Article 7:199 of the Code on Companies and Associations.*
- ii. *The board of directors is authorised to increase the capital, in one or more times, under the conditions that it shall determine, up to a maximum amount of twenty-three million seven hundred and thirty-one thousand twenty-six euros seventy-four cents (€ 23,731,026.74).*

The board of directors may use this authorisation in the event of an issue of shares with or without voting rights, convertible bonds or bonds redeemable for shares, as well as subscription rights, payable in cash or in kind, or other financial instruments that eventually give the right to new shares or to which other securities of the company are attached.

The capital increase(s) decided under this authorization may be carried out:

- *either by new contributions in cash or in kind, including, if applicable, an unavailable issuance premium, the amount of which will be determined by the board of directors, and by the creation of new shares conferring the rights that the board of directors will determine;*
- *or by incorporation of reserves, even if unavailable, issuance premiums, or profits carried forward and with or without the creation of new shares.*

This authorization is granted to the board of directors for a period of five (5) years, starting from the publication of the amendment to the Articles of Association following the decision of the General Extraordinary Meeting of 31 March 2025.

The authorization may be renewed, one or several occasions, in accordance with the applicable legal provisions.

In case of a capital increase within the framework of the authorised capital, the board of directors shall allocate the issuance premiums, if any, to an unavailable account which shall constitute a guarantee for third parties equal to the capital and which, subject to its capitalization by the board of directors as provided above, may only be reduced or cancelled by a resolution of the General Meeting, acting in accordance with the requirements of Article 7:208 of the Code on Companies and Associations.

The board of directors shall be authorised to limit or cancel the shareholders' preferential subscription rights in the interests of the company and in accordance with the conditions imposed by Article 7:190 et seq. of the Code on Companies and Associations, even in favor of one or more specific persons, other than members of staff or its subsidiaries, except in the cases provided for in Article 7:201, 1° of the Code on Companies and Associations Code.

The board of directors has the power, with power to substitute, to adapt the Articles of Association to the new situation of the capital and shares after each capital increase made within the framework of the authorised capital.

3. Amendment to Article 7 of the Articles of Association

Proposed resolution :

Proposal to amend Article 7 of the Articles of Association, to take account of the renewal of authorised capital.

4. Powers of attorney

Proposed resolution :

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

ADMISSION FORMALITIES FOR THE MEETINGS

In order to attend the Meetings of **31 March 2025** 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 2 April 2024, a **second extraordinary general meeting** will be convened on **28 April 2025 at 11 a.m.**, to deliberate and resolve on the agenda items of the extraordinary general meeting regardless of the capital represented by the shareholders present or represented.

1. Record date

The record date is **17 March 2025 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 **17 March 2025 at 12 p.m.** (Belgian time).

Holders of dematerialized shares must be recorded as shareholders with an authorised account holder or Euroclear Belgium on **17 March 2025 at 12 p.m.** (Belgian time).

2. Intent to attend the Meetings

Shareholders must inform the board of directors, preferably by e-mail sent to ebe.issuer@euroclear.com or by registered letter, **by 25 March 2025 at the latest**, of their intention to attend the Meetings, 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, shareholders and proxyholders must, in addition to the formalities set out in the previous paragraph, prove their identity, and, where applicable, their power of attorney, at the latest immediately before the start of the meeting.

3. Vote by proxy or by letter

Shareholders can 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:

- 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 : a representative of the notary's office.

This proxy holder will 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://www.econocom.com/en/investors/general-meetings>.

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 - or for holders of dematerialized shares to the e-mail address ebe.issuer@euroclear.com - **by 25 March 2025 at the latest**.

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.

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

Shareholders holding at least 3% of the capital wishing to request the addition of new items on the agendas 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 10 March 2025, at the latest.**

As the case may be, an amended agenda will be published no later than **17 March 2025.**

Shareholders who wish to submit questions prior to the Meetings and who respected the aforementioned formalities, are invited to send them, **by 25 March 2025 at the latest**, preferably to the email address generalsecretariat@econocom.com, or by post to the following address : Leuvensesteenweg 510/B80, 1930 Zaventem.

5. 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 25 March 2025, at the latest**, of their intention to participate in the Meetings.

6. 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://www.econocom.com/en/investors/general-meetings>) 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