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Econocom Group SE

A European company making or having made a public offering

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

Company number: 0422.646.816 (RLE Brussels)

**NOTICE OF THE ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL
MEETING OF ECONOCOM GROUP SE OF 16 MAY 2017**

Ladies and Gentlemen,

You are hereby invited to attend the annual general meeting of the company Econocom Group SE, with its registered office at 5 Place du Champ de Mars, 1050 Brussels, registered with the Crossroads Enterprise Database under number 0422.646.816 (the "**Company**"), to be held on **Tuesday, 16 May 2017 at 11.00 a.m.**, at 510/B80 Chaussée de Louvain, 1930 Zaventem, Belgium. The annual general meeting will be followed immediately by an extraordinary general meeting.

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 closed on 31 December 2016, and the auditor's report on the consolidated and non-consolidated financial statements for the financial year which closed on 31 December 2016

2. Approval of the statutory financial statements for the financial year which closed on 31 December 2016

Proposed resolution:

Proposal to approve the statutory financial statements for the financial year which closed on 31 December 2016.

3. Approval of the allocation of profits

Proposed resolution:

Proposal to allocate the profits from the financial year which closed on 31 December 2016 in the amount of 47,786,427.98 euros and the profits carried forward from the last financial year in the amount of 46,302,043.93 euros as follows:

- 6,468,639.51 euros to reserves other than the statutory reserve, and
- 87,619,832.40 euros to the profits carried forward.

4. Discharge of the directors for the performance of their official duties (*mandat/mandaat*) during the financial year which closed on 31 December 2016

Proposed resolution:

Proposal to grant discharge to the directors for the financial year which closed on 31 December 2016.

5. Discharge of the statutory auditor for the performance of its official duties (*mandat/mandaat*) during the financial year which closed on 31 December 2016

Proposed resolution:

Proposal to grant discharge to the statutory auditor for the financial year which closed on 31 December 2016.

6. Reappointment of two directors

Proposed resolution:

Proposal to renew the appointment of Véronique di Benedetto and Gaspard Dürrleman as directors of Econocom Group SE for a term of 4 years, ending immediately after the 2021 annual general meeting.

7. Reappointment of an independent director

Proposed resolution:

Proposal to renew the appointment of Mr. Jean Mounet as director of Econocom Group SE for a term of 4 years, ending immediately after the 2021 annual general meeting, and acknowledgment of his capacity as independent directors within the meaning of Article 526ter of the Belgian Company Code.

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.

AGENDA AND PROPOSED RESOLUTIONS FOR THE EXTRAORDINARY GENERAL MEETING

1. Approval of the stock split into two shares

Proposed resolution:

Proposal to split each outstanding share of the Company into two shares. Powers of attorney to grant to each of the managing directors, with the power to delegate their authority, in order to establish the conditions and practical modalities of this stock-split.

2. Amendment of the articles of association

Proposed resolution:

Proposal to amend Article 5 of the articles of association in order to align it with the new number of outstanding shares.

3. Reimbursement of the issue premium treated as paid-up capital, in accordance with Articles 612 and 613 of the Belgian Company Code in an amount of up to 0.20 euro per share before the stock split (0.10 euro per share after the stock split)

Proposed resolution:

Proposal to reimburse the issue premium treated as paid-up capital, in accordance with Articles 612 and 613 of the Belgian Company Code, including the treasury shares held by the Company, from the non-distributable "issue premium" account, up to 0.20 euro per outstanding share on the ex-coupon date if this date falls before the effective date of the split mentioned under point 1 of the agenda (and up to 0.10 euro per share if the ex-coupon date falls after the effective date of the split). The ex-coupon date granting the right to reimbursement shall fall at the end of a two-months period after publication of this resolution in the Belgian State Gazette. Payment shall occur upon removal of the coupon in accordance with Article 613 of the Company Code.

4. Confirmation in application of Article 12 of the Articles of Association of the authorisation granted to the board of directors with regard to the sale of the Company's treasury shares.

Proposed resolution:

Proposal to confirm, in application of Article 12 of the Articles of Association, the authorisation granted to the board of directors pursuant to Article 622, §2 of the Company Code, with the power to delegate their authority, to sell its treasury shares kept by the Company whether on or off the stock exchange, on the basis of the price and the conditions determined by the board of directors. This authorisation relates to all treasury shares kept in its portfolio at the time of the sales.

5. Powers of attorney

Proposed resolution:

Proposal to grant powers of attorney to each of the managing directors of Econocom Group SE, with the power to delegate their authority, to execute the abovementioned resolutions and to grant authority to the acting public notary and its clerks, each acting separately, to consolidate the Company's articles of association and ensure fulfilment of the formalities with the companies office, the Crossroads Enterprise Database, the clerk's office of the Brussels Commercial Court and, as the case may be, the VAT administration.

ADMISSION FORMALITIES FOR THE GENERAL MEETINGS

In order to attend the general meetings of **16 May 2017**, shareholders are requested to comply with Articles 28 and 29 of the Company's articles of association and the following formalities.

If the attendance quorum required pursuant to Articles 558 and 559 of the Belgian Company Code is not met at the extraordinary general meeting of 16 May 2017, a **second extraordinary general meeting** will be convened on **Wednesday, 7 June 2017, at 11.00 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 **2 May 2017** at 24.00 CET. **Only persons registered as shareholders on that date and at that time will be authorised to attend and vote at the general meetings.** The number of shares held on the date of the general meetings is not relevant.

Holders of registered shares must be recorded in the Company's registered shares register by 2 May 2017 at 24.00 CET.

Holders of dematerialized shares must be recorded as shareholders with an authorised account holder or clearing institution on 2 May 2017 at 24.00 CET.

3. Intention to attend the general meetings

Shareholders that wish to attend the general 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 generalsecretariat@econocom.com by **10 May 2017, 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 general 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 commencement of the meeting at the latest.

4. Proxy and correspondence voting

Shareholders may be represented by a proxyholder at the general meetings or may vote by correspondence. The forms approved by the Company for proxy and correspondence voting must be used to this end. They are available at www.finance.econocom.com - section regulated information. Shareholders must, in addition to the aforementioned formalities, submit the duly completed and signed proxy and correspondence voting forms to the Company's registered office or by email to generalsecretariat@econocom.com by **10 May 2017, at the latest**.

In the event of proxy voting, copies of e-mails are allowed only if the proxyholder produces the original proxy at the general meetings, at the latest.

In the event of correspondence voting, the original form must reach the Company by the general meetings, at the latest.

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

Shareholders holding at least 3% of the share capital that wish to request the addition of new agenda items 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 **17 April 2017, at the latest**.

As the case may be, one or more amended agendas will be published no later than **8 May 2017**. Shareholders that wish to ask questions in writing must, in addition to the aforementioned formalities, submit their request to the Company's registered office or by email to generalsecretariat@econocom.com by **10 May 2017, at the latest**.

6. Bondholders and holders of subscription rights

Bondholders and holders of subscription rights issued by the Company may attend the general meetings in an advisory capacity only (i.e. without voting rights), subject to fulfilment of the same admission formalities applicable to shareholders.

7. Documents

The documents to be provided to the general meeting, the agendas, possibly amended, and the proxy and correspondence voting forms, possibly amended, shall be available as from the publication of this notice at the following address: 510/B80 Chaussée de Louvain, 1930 Zaventem, Belgium or on the Company's website (www.finance.econocom.com).

The aforementioned formalities and the instructions set out on the Company's website and on the proxy and correspondence voting forms must be complied with in full.

Yours faithfully,

On behalf of the board of directors