

Econocom Group SE

European listed company

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

Company number: 0422.646.816 (Brussels RLE)

(hereinafter the "**Company**")

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

(hereinafter the "**Meetings**")

Vote by proxy

***Completed agenda following the request of a shareholder in accordance with Article 7:130
of the Code on Companies and Associations***

Shareholders who wish to exercise their voting rights by giving proxy prior to the Meetings are requested to use this proxy form.

The proxyholder will automatically be a representative of the Company (or one of its subsidiaries) or of the notary office acting for the Extraordinary General Meeting. However, such proxyholder shall exercise the voting right in accordance with the voting instructions contained in the proxy form.

This form should reach the Company no later than **25 March 2025** by e-mail at: generalsecretariat@econocom.com or for holders of dematerialized shares at: ebe.issuer@euroclear.com. Shareholders are kindly asked to **promote the sending by e-mail** of a scanned or photographed copy of the proxy and to subsequently send the originals by post to the Company's registered office. It is recalled, moreover, that proxy 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.

Shareholders wishing to vote by proxy must also comply with all registration formalities described in the notice of the Meetings.

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 to hold _____ shares in full ownership, bare ownership or usufruct (***cross out where not applicable***) of the Company on the registration date (***please enclose a copy of the certificates***) ;

appoints as proxyholder:

- 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 : all employees of the notary office Berquin, whose offices are located at Avenue Lloyd George 11, 1000 Brussels,

to whom he/she grants all powers to represent him/her at the Meetings to be held on **31 March 2025** or at any other subsequent general meetings with the same agenda.

A. POWERS OF THE PROXYHOLDER

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

1. participate in the general meeting for which he has been appointed proxy and, if applicable, vote in favour of its adjournment;
2. participate in any other meetings with the same agenda, if the first meeting has been postponed, adjourned or not duly convened;
3. participate in deliberations and vote as indicated below or, if no instructions have been given, vote in favour of a proposed resolution; and
4. sign any minutes, attendance list, register, instrument or document concerning the foregoing and, in general, do anything which is necessary or useful to execute this proxy.

B. AGENDA AND PROPOSED RESOLUTIONS FOR THE MEETINGS

I. Agenda and proposed resolutions for the annual general meeting, with the modification of the ninth point, following the request of a shareholder

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. Approval of change of control clauses.
Proposed resolution :
Proposal to approve and ratify as necessary, in accordance with Article 7:151 of Code on Companies and Associations, the provisions of the Schuldscheindarlehen type credit agreements that could be authorised and entered into between 31 March 2025 and 30 September 2025 and that would provide for the possibility for the lender to demand the early repayment of the sums lent and/or the suspension of the use of the credit in the event of a change of control of the Company.

10. 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.

II. 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.

C. VOTING INSTRUCTIONS

The Company will only accept the proxyholder's vote for resolutions for which the undersigned has formulated a specific voting instruction for each item on the agenda.

The proxyholder will vote in name and on behalf of the undersigned as follows:

I. Ordinary general meeting

	YES	NO	ABSTENTION
1. Approval of the statutory financial statements for the financial year which ended on 31 December 2024			
2. Allocation of 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			
3. Discharge of the directors for the performance of their official duties during the financial year which ended on 31 December 2024			
4. Discharge of the auditor for the performance of its official duties during the financial year which ended on 31 December 2024			

	YES	NO	ABSTENTION
5. Approval of the remuneration report			
6. Approval of the remuneration policy			
7. Renewal of the term of office :			
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			
iii. acknowledge the termination of Ms. Véronique di Benedetto office as director of the Company			
8. Approval of change of control clauses			
9. Powers of attorney			

II. Extraordinary general meeting

	YES	NO	ABSTENTION
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, 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. Authorizing the board of directors 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).			

<p>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.</p> <p>The capital increase(s) decided under this authorization may be carried out:</p> <ul style="list-style-type: none"> - 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. <p>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.</p> <p>The authorization may be renewed, one or several occasions, in accordance with the applicable legal provisions.</p> <p>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.</p> <p>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.</p> <p>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.</p>			
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	YES	NO	ABSTENTION
3. Amendment to Article 7 of the Articles of Association to take account of the renewal of authorised capital.			
4. Powers of attorney			

D. INDEMNIFICATION

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.

Done in _____, on _____ 2025.

(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 proving their identity and their power of attorney no later than commencement of the general meeting.