

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**")

SPECIAL GENERAL MEETING OF ECONOCOM GROUP SE OF 10 SEPTEMBER 2024

(hereinafter the "**Meeting**")

Vote by proxy

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

The proxyholder will automatically be a representative of the Company (or one of its subsidiaries). 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 **4 September 2024** 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 Meeting.

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 a representative of the Company (or one of its subsidiaries) which will be designated for this purpose, to whom he/she grants all powers to represent him/her at the Meeting to be held on **10 September 2024** 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 MEETING

- 1. Authorization to grant a maximum of 3,150,000 free shares under an incentive plan in the form of a free share incentive plan, and, where appropriate, to grant an equivalent incentive plan in cash, to executives and employees of the Company or Group companies.**

Proposed resolution:

The general assembly decides to authorize the board of directors of the Company:

- *to proceed, in one or more instances, with the grant of free shares up to a maximum of 3,150,000 Econocom Group SE shares and, where appropriate, "phantom" shares duplicating the conditions of grant, vesting, and retention of the free shares, for the benefit of Econocom Group SE executives and, where appropriate, other beneficiaries it shall determine among the staff members of the Econocom Group, and with the understanding that in the case of grant of free shares, it may consist of existing shares or new shares to be issued as part of a capital increase through new contributions, incorporation of reserves, or incorporation profits carried forward;*
- *to set the conditions for the incentive plan(s) in the form of a free shares plan, and "phantom" shares plan under which the above-mentioned grants may occur, with the understanding that (i) the vesting of the free shares (and, if applicable, of the "phantom" shares) will be subject to a presence condition of at least three years after the grant, except for special circumstances to be determined by the board of directors (including death, disability, incapacity, and retirement), (ii) subject to the aforementioned special circumstances, the free shares and "phantom" shares will be subject to a short retention period to be determined by the Board of Directors, (iii) the number of shares (and, if applicable, "phantom" shares) at the time of acquisition will depend on the collective performance of the company over three years in terms of revenue, EBIT management, and net results, and (iv) the free shares may be subject to a put option (promise to purchase) by Econocom Group SE under conditions to be determined. This plan is established with the aim of retaining key people for the achieving and exceeding of the Company's objectives.*

2. Proxies

Proposed resolution :

The general assembly grants full powers, with the possibility of sub-delegation, to the board of directors or to the Executive Director of Econocom Group SE to implement the adopted resolutions, and grants proxy to Ms. Nathalie Sfeir and/or Lydie Roulleaux (employees of Econocom group), with the authorization to sub-delegate its powers, to carry out the filing and publication 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:

	YES	NO	ABSTENTION
1. Authorization to grant a maximum of 3,150,000 free shares under an incentive plan in the form of a free share incentive plan, and, where appropriate, to grant an equivalent incentive plan in cash, to executives and employees of the Company or Group companies.			
2. Proxies			

D. NEW AGENDA ITEMS AND PROPOSED RESOLUTIONS

The undersigned hereby further declares having been informed that, after publication of the notice of the Meeting, one or more shareholders holding jointly at least 3% of the Company's shares capital may request to add items to the agenda of the Meeting or propose new resolutions concerning existing agenda items.

The Company shall publish an amended agenda by **26 August 2024** 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 publishes an amended agenda with new items, or new resolutions proposals the proxyholder will only be authorised to vote on these new items and/or new proposals or these new proposed decisions only to the extent that the new proxy form, including the proxyholder's voting instructions, has reached the Company no later than **4 September 2024**.

E. 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 _____ 2024.

(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.