

Econocom Group SE*A European listed company*

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

Company number: 0422.646.816 (Brussels RLE)

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF ECONOCOM GROUP SE
OF 30 NOVEMBER 2021**

Dear shareholders,

You are hereby invited to attend the extraordinary general meeting of the company Econocom Group SE (the "**Meeting**"), 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 **Tuesday 30 November 2021, at 11 a.m.**, at the Company's offices in Zaventem located at Leuvensesteenweg 510/B80, 1930 Zaventem.

Warning

In view of the health crisis and related measures to limit the spread of the COVID-19 coronavirus, the Board of Directors encourages shareholders to participate in the Meeting (i) by voting by correspondence, or (ii) by giving a proxy to a person designated by the Board of Directors in accordance with the rules set out in this notice.

Security holders who have completed the necessary formalities for participating to the Meeting and who have expressed their wish to attend the Meeting will be notified of the precise procedures for holding the Meeting in due course.

Depending on the evolution of the health situation and the applicable rules in the coming weeks, the Company reserves itself the right to modify these participation modalities through a press release and on the Company's website.

AGENDA AND PROPOSED RESOLUTIONS FOR THE GENERAL MEETING

1. Amendment of Article 12 of the Articles of Association

Proposed resolution :

Amendment of Article 12 of the Articles of Association, by deleting the references to the decision of the Extraordinary General Meeting of 19 May 2020 authorising the Board of Directors to acquire shares of the Company and to pledge them up to a limit of 20%.

The new article now reads as follows:

« ARTICLE 12 - ACQUISITION AND DISPOSAL OF OWN SHARES.

The company may purchase its own shares or (where applicable) profit shares by purchase or exchange, directly or via a person acting in his own name but on behalf of the company, only following a decision of a general meeting deciding in accordance with the quorum and majority conditions provided for in Article 7:154 of the Code on Companies and Associations, which sets, in particular, the maximum number of shares or profit shares to be purchased, the term for which the authorisation is granted, within the limit provided for under the Code on Companies and Associations, as well as the minimum and maximum value per share.

The authorisation of the general meeting is not required when the purchase of own shares or profit shares is needed to avoid serious and imminent harm to the company. In this case, the board of directors is authorised to purchase, in accordance with current legal provisions, the shares of the company by purchase or exchange. This authorisation is granted for a three-year term as from the publication in the Annexes to the Belgian Official Gazette of the decision of the extraordinary general meeting of shareholders of 19 May 2020.

The Board of Directors may dispose of shares in the company in the cases provided for by the Code on Companies and Associations, including to one or more specific persons. Insofar as necessary, this authorisation is extended to the disposal of the company's own shares by its subsidiaries.

Moreover, the Board of Directors may assign the shares of the listed company, as such term is defined by Article 1:11 of the Code on Companies and Associations. It may also assign the shares and profit shares in the cases provided for in the Code on Companies and Associations as well as when it is a matter of avoiding serious and imminent harm to the company, provided, in said last case, that the securities are assigned on the market or following a public offer of sale made under the same conditions to all shareholders.»

The new text of the Articles of Association (containing the amended Article 12) can be found on the Company's website <https://www.econocom.com/en/investors/regulated-information>.

2. Authorisation to the board of directors to acquire own shares in accordance with Article 7:215 of the Code on Companies and Associations

Proposed resolution:

- i. *The Board of Directors is authorised to acquire a maximum of 88,000,000 of the Company's own shares, in accordance with Article 7:215 of the Code on Companies and Associations, at a price of not less than € 1 per share and not more than € 10. The authorisation is valid for a period of five years as from the publication in the Annexes to the Belgian Official Gazette of the decision of the Extraordinary General Meeting of 30 November 2021. This authorisation extends to the acquisitions of shares in the Company by one or more of its subsidiaries.*

- ii. *The Board of Directors is authorised to pledge a maximum of 88,000,000 of the Company's own shares, in accordance with Article 7:226 of the Code on Companies and Associations. This authorisation is valid for a period of five years as from the date of publication of the decision of the Extraordinary Shareholders' Meeting of 30 November 2021.*

This authorisation replaces the previous authorisation given by the Extraordinary General Meeting on 19 May 2020.

3. Amendment of Article 27 of the Articles of Association

Proposed resolution:

Modification of the date of the Ordinary General Meeting provided for in Article 27 of the Articles of Association.

The new article now reads as follows:

« ARTICLE 27 – MEETING – CONVENING NOTICE

The ordinary general meeting meets as of right at 11 a.m. on the fourth Monday of March each year.

If the day is a legal public holiday, the meeting is held on the next working day.

The general meeting may be convened whenever the interest of the company so requires.

It must be convened at the request of the chairman of the board of directors, a managing director or auditors, if any, or of shareholders representing together at least one tenth of the capital.

The general meeting meets upon convening notice issued by the board of directors or the auditors.

Said convening notices indicate the place, date, time and agenda of the general meeting and are delivered in the manner and within the time limits set out in the Code on Companies and Associations.

One or more shareholders holding together at least three percent (3%) of the capital may request that one or more items be added to the agenda of any general meeting. »

The new text of the Articles of Association (containing the amended Article 27) can be found on the Company's website <https://www.econocom.com/en/investors/regulated-information>.

4. Powers of attorney

Proposed resolution:

- i. *Granting the powers of attorney, with the possibility of sub-delegation, to each managing director and general director, each acting individually, in order to execute the aforementioned resolutions, and generally speaking, to proceed with any formality generally necessary and useful with regards to such resolutions;*
- ii. *Granting the powers of attorney to the acting notary and his staff, each acting individually, to prepare the coordinated text of the Company's Articles of Association and in order to proceed with the various formalities ; and*
- iii. *Granting the powers of attorney if necessary to Ms Nathalie Sfeir and/or Ms Lydie Roulleaux (Group employees), in order to proceed with the related publicity formalities.*

ADMISSION FORMALITIES FOR THE GENERAL MEETING

In order to attend the Meeting of **30 November 2021**, 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 30 November 2021, a **second extraordinary general meeting** will be convened on **22 December 2021 at 11 a.m.**, to deliberate and resolve on the agenda items of the extraordinary general meeting regardless of the 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 **16 November 2021 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 Meeting.** The number of shares held on the date of the Meeting is not relevant.

Holders of registered shares must be recorded in the Company's registered shares register by **16 November 2021 at 12 p.m.** (Belgian time).

Holders of dematerialized shares must be recorded as shareholders with an authorised account holder or Euroclear Belgium on **16 November at 12 p.m.** (Belgian time).

3. Intention to attend the general meeting

Shareholders who wish to attend the Meeting must inform the board of directors of their intention to do so by email sent to ebe.issuer@euroclear.com by **24 November 2021, 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 Meeting, 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 the start of the meeting at the latest.

4. Vote by proxy or by letter

As mentioned here above, shareholders are invited to exercise their voting rights prior to the Meeting (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 a representative of the Company (or one of its subsidiaries) designated for that purpose.

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 by **24 November 2021 at the latest**.

Exceptionally, and in order to limit the spread of the COVID-19 coronavirus, 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.

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

Shareholders holding at least 3% of the capital who wish to request the addition of new items on the agenda 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 **8 November 2021, at the latest**.

As the case may be, an amended agenda will be published no later than **15 November 2021**.

Shareholders who wish to submit questions prior to the Meeting are strongly recommended to send these to the e-mail address generalsecretariat@econocom.com, in addition to the above-mentioned formalities, **by 24 November 2021 at the latest**. Exceptionally, due to the COVID-19 pandemic, shareholders are requested not to send their questions by post to the Company's registered office.

6. Bondholders and holders of subscription rights

Bondholders and holders of subscription rights issued by the Company may attend the Meeting 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 **24 November 2021, at the latest**, of their intention to participate in the Meeting.

7. Documents

The documents to be provided to the Meeting, 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