

Econocom Group SE*A European listed company*

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

Company number: 0422.646.816 (RLE Brussels)

(hereinafter the "**Company**")**SPECIAL GENERAL MEETING OF ECONOCOM GROUP SE OF 6 NOVEMBER 2020****Vote by proxy**

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

This form should reach the Company no later than **31 October 2020** by registered letter at the registered office or by e-mail at the address ebe.issuer@euroclear.com.

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:	Residing at:
1.	
2.	

Natural person :

Last name:	
First name(s):	
Domicile:	
National number:	

hereby declares having registered on the registration date (*please enclose a copy of the certificates*) and to hold _____ shares in full ownership, bare ownership or usufruct (*cross out where not applicable*) of the European company ECONOCOM GROUP, with its registered office at Place du Champ de Mars 5, 1050 Brussels, Belgium, registered with the Brussels register for legal entities of the Crossroads Bank of Enterprises under number 0422.646.816 (the "**Company**"),

appoints as proxyholder _____,

residing at _____

to whom he/she grants all powers to represent him/her at the general meeting of shareholders to be held on **6 November 2020 at 10.00 a.m.** or at any other subsequent general meetings with the same agenda.

1. 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. propose items for inclusion on the agenda and approve any amendments to proposals made by other shareholders (including new items to be voted on in accordance with Article 7:130 of the Code on companies and associations) or by the chairman of the general meeting provided that instructions have been given accordingly to the proxyholder, by any means, prior to deliberations on the relevant item(s);
4. participate in deliberations and vote as indicated below or, if no instructions have been given, vote in favour of a proposed resolution; and
5. 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.

2. Agenda and proposed resolutions

1. Proposal of distribution of an intermediary dividend

Proposed resolution:

- i. *Proposal to allocate an intermediary dividend of EUR 0,12 (twelve cent euros) gross per share (coupon n° 6), it being understood that the 3,870,521.00 treasury shares held by the Company do not entitle the allocation of a dividend to the Company itself. The board of directors shall determine the payment date.*

2. Powers of attorney

Proposed resolution:

- i. *Proposal to grant powers of attorney to each of the directors of the Company, with the possibility of substitution, for the execution of the aforementioned resolutions.*

3. Voting instructions

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

	YES	NO	ABSTENTION
1. Proposal of distribution of an intermediary dividend			
i. Proposal to allocate an intermediary dividend of EUR 0,12 (twelve cent euros) gross per share (coupon n° 6), it being understood that the 3,870,521.00 treasury shares held by the Company do not entitle the allocation of a dividend to the Company itself. The board of directors shall determine the payment date.			
2. Powers of attorney			
i. Proposal to grant powers of attorney to each of the directors of the Company, with the possibility of substitution, for the execution of the aforementioned resolutions.			

4. New agenda items and proposed resolutions

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

The Company shall publish an amended agenda by **22 October 2020** 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 issues an amended agenda with one or more new proposed resolutions in respect of items on the initial agenda, the law authorises the proxyholder to derogate during the general meeting from the voting instructions initially given by the undersigned (if any) if, in the proxyholder's opinion, the exercise of these instructions could compromise the interests of the undersigned. The proxyholder must inform the undersigned of any derogation from the latter's voting instructions;
3. if the Company publishes an amended agenda with new items, the law requires that the present proxy form indicates whether the proxyholder is authorised or not to vote on these new items or if he must refrain from voting.

In view of the foregoing, the undersigned (cross out where applicable):

- authorises the proxyholder to vote on (a) new item(s) added to the agenda of the general meeting; or
- instructs the proxyholder to refrain from voting on (a) new item(s) added to the agenda of the general meeting.

If the undersigned did not cross out any of the abovementioned proposals or crossed out both, the proxyholder should abstain from voting on the new item(s) added to the agenda of the general meeting.

5. Conflicts of interests

In the event of a conflict of interests between the undersigned and its proxyholder, this latter must comply with Article 7:143 of the Code on companies and associations. If the Company is aware of the existence of a conflict of interests, it shall only count the proxyholder's vote if the undersigned has given specific voting instructions for each item on the agenda.

6. Indemnification of the proxyholder

The undersigned hereby commits to indemnify the proxyholder for any damage the latter may incur due to any act accomplished during the performance of this proxy, provided however that the proxyholder acted within the limits of his/her powers. Moreover, 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 _____ 2020.
(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.