

**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 ORDINARY GENERAL MEETING AND THE EXTRAORDINARY GENERAL MEETING OF  
ECONOCOM GROUP SE OF 31 MARCH 2023**

Dear shareholders,

You are hereby invited to attend the ordinary general meeting of the company Econocom Group SE, 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 **Friday 31 March 2023, at 11 a.m.**, at the Company's offices located at Leuvensesteenweg 510/B80, 1930 Zaventem. The ordinary general meeting will be followed by an extraordinary general meeting (together the "**Meetings**").

**AGENDA AND PROPOSED RESOLUTIONS FOR THE ORDINARY GENERAL MEETING**

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 2022 and the auditor's report on the statutory and consolidated financial statements for the 2022 financial year.
2. Approval of the statutory financial statements for the financial year which ended on 31 December 2022.  
*Proposed resolution :*  
*Proposal to approve the statutory financial statements for the financial year which ended on 31 December 2022.*
3. Approval of the allocation of profits.  
*Proposed resolution :*  
*Proposal to allocate the result of the Company's financial year, which ended on 31 December 2022, of 43,064,959.88 euros to the result carried forward for 43,064,959.88 euros.*
4. Discharge of the directors for the performance of their official duties during the financial year which ended on 31 December 2022.  
*Proposed resolution :*  
*Proposal to grant discharge to the directors for the financial year which ended on 31 December 2022.*

5. Discharge of the auditor for the performance of its official duties during the financial year which ended on 31 December 2022.

Proposed resolution :

*Proposal to grant discharge to the auditor for the financial year which ended on 31 December 2022.*

6. Approval of the remuneration report.

Proposed resolution :

*Proposal to approve the remuneration report for the financial year which ended on 31 December 2022.*

7. Reappointment of Mr Bruno Grossi as director.

Proposed resolution :

*Proposal to reappoint Mr Bruno Grossi as director of the Company for a term of 4 years, with immediate effect and expiring at the end of the annual general meeting to be held in 2027.*

8. Confirmation of Ms Samira Draoua as director.

Proposed resolution :

*Proposal to confirm the mandate of Ms Samira Draoua as director of the Company, for the remaining duration of the mandate of Mr Laurent Roudil, i.e. until the end of the annual general meeting to be held in 2026.*

9. Appointment of Mr Angel Benguigui Diaz as director.

Proposed resolution :

*Proposal to appoint Mr Angel Benguigui Diaz as director of the Company for a term of 4 years, with immediate effect and expiring at the end of the annual general meeting to be held in 2027.*

10. Approval of change of control clauses.

Proposed resolution :

*Proposal to approve and to ratify as necessary, in accordance with Article 7:151 of the Code on companies and associations, provisions of Schuldscheindarlehen type agreements (Schuldschein Loan Agreement) which result or may result in the early repayment of the loan or amount made available to the Company, if a change of control over the Company occurs.*

*This approval relates in particular to §4 (Repayment; Early Repayment) of the following Schuldschein type agreements:*

- *Schuldschein Loan Agreement of 22 April 2022 between the Company as borrower and Landesbank Baden-Württemberg, ABN AMRO Bank N.V., Bayerische Landesbank, UniCredit Bank AG and Belfius Bank SA/NV as Arrangers for an amount of 10,000,000 euros;*
- *Schuldschein Loan Agreement of 22 April 2022 between the Company as borrower and Landesbank Baden-Württemberg, ABN AMRO Bank N.V., Bayerische Landesbank, UniCredit Bank AG and Belfius Bank SA/NV as Arrangers for an amount of 19,000,000 euros;*

- *Schuldschein Loan Agreement of 22 April 2022 between the Company as borrower and Landesbank Baden-Württemberg, ABN AMRO Bank N.V., Bayerische Landesbank, UniCredit Bank AG and Belfius Bank SA/NV as Arrangers for an amount of 15,000,000 euros;*
- *Schuldschein Loan Agreement of 22 April 2022 between the Company as borrower and Landesbank Baden-Württemberg, ABN AMRO Bank N.V., Bayerische Landesbank, UniCredit Bank AG and Belfius Bank SA/NV as Arrangers for an amount of 43,000,000 euros; and*
- *Schuldschein Loan Agreement of 22 April 2022 between the Company as borrower and Landesbank Baden-Württemberg, ABN AMRO Bank N.V., Bayerische Landesbank, UniCredit Bank AG and Belfius Bank SA/NV as Arrangers for an amount of 113,000,000 euros.*

**11. Powers of attorney.**

Proposed resolution :

*Proposal to grant powers of attorney to (i) the managing directors and the general 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 Ms. Nathalie Sfeir and/or Lydie Roulleaux (employees of Econocom group), with the power of substitution, in order to proceed with the filling and publication formalities.*

**AGENDA AND PROPOSED RESOLUTIONS FOR THE EXTRAORDINARY GENERAL MEETING**

- 1.** Reimbursement of the issue 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 0.16 euro per share.

Proposed resolution :

*Proposal to reimburse the issue 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 "issue premium" account, for an amount of 0.16 euro per outstanding share existing at the date of the coupon detachment. The coupon detachment entitling to the reimbursement of the issue 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.** Powers of attorney.

Proposed resolution :

*Proposal to grant powers of attorney (i) to the managing directors and to the general 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.*

## ADMISSION FORMALITIES FOR THE MEETINGS

In order to attend the Meetings of **31 March 2023**, 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 31 March 2023, a **second extraordinary general meeting** will be convened on **25 April 2023 at 11 a.m.**, to deliberate and resolve on the agenda items of the extraordinary general meeting regardless of the capital represented by the shareholders present or represented.

### 1. Record date

The record date is **17 March 2023 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 Meetings.** The number of shares held on the date of the Meetings is not relevant.

Holders of registered shares must be recorded in the Company's registered shares register by **17 March 2023 at 12 p.m.** (Belgian time).

Holders of dematerialized shares must be recorded as shareholders with an authorised account holder or Euroclear Belgium on **17 March 2023 at 12 p.m.** (Belgian time).

### 2. Intention to attend the Meetings

Shareholders must inform the board of directors, preferably by e-mail sent to [ebe.issuer@euroclear.com](mailto:ebe.issuer@euroclear.com) or by registered letter, **by 25 March 2023 at the latest**, of their intention to attend the Meetings, 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 Meetings, shareholders and proxyholders must, in addition to the formalities set out in the previous paragraph, prove their identity, and, where applicable, their power of attorney, at the latest immediately before the start of the meeting.

### 3. Vote by proxy or by letter

Shareholders can exercise their voting rights prior to the Meetings (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:

- 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 : a representative of the notary's office.

This proxy holder will only exercise the voting right in accordance with the voting instructions contained in the proxy.

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](mailto:generalsecretariat@econocom.com) **by 25 March 2023 at the latest**.

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.

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

Shareholders holding at least 3% of the capital wishing to request the addition of new items on the agendas 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](mailto:generalsecretariat@econocom.com) **by 9 March 2023, at the latest**.

As the case may be, an amended agenda will be published no later than **16 March 2023**.

Shareholders who wish to submit questions prior to the Meetings and who respected the aforementioned formalities, are invited to send them, **by 25 March 2023 at the latest**, preferably to the email address [generalsecretariat@econocom.com](mailto:generalsecretariat@econocom.com), or by post to the following address : Leuvensesteenweg 510/B80, 1930 Zaventem.

#### 5. Bondholders and holders of subscription rights

Bondholders and holders of subscription rights issued by the Company may attend the Meetings 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](mailto:generalsecretariat@econocom.com) **by 25 March 2023, at the latest**, of their intention to participate in the Meetings.

#### 6. Documents

The documents to be provided to the Meetings, 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