

Econocom Group SE*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 2ND APRIL 2024**

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 **Tuesday 2nd April 2024, at 11 a.m.**, at the Company's offices located Place du Champ de Mars 5, 1050 Brussels.

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 2023 and the auditor's report on the statutory and consolidated financial statements for the 2023 financial year.
2. Approval of the statutory financial statements for the financial year which ended on 31 December 2023
Proposed resolution :
Proposal to approve the statutory financial statements for the financial year which ended on 31 December 2023.
3. Approval of the allocation of profits
Proposed resolution :
Proposal to allocate the profit of the Company's financial year, which ended 31 December 2023, amounting to €1,076,689.47, 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 2023
Proposed resolution :
Proposal to grant discharge to the directors for the financial year which ended on 31 December 2023.

5. Discharge of the auditor for the performance of its official duties during the financial year which ended on 31 December 2023

Proposed resolution :

Proposal to grant discharge to the auditor for the financial year which ended on 31 December 2023.

6. Approval of the remuneration report

Proposed resolution :

Proposal to approve the remuneration report for the financial year which ended on 31 December 2023.

7. Renewal of directors' mandates

Proposed resolution :

Proposal to:

- i. renew ECONOCOM INTERNATIONAL BV as director of the Company for a duration of 4 years, with immediate effect and ending immediately after the annual general meeting to be held in 2028;*
- ii. renew Mr Jean-Philippe Roesch as director of the Company for a duration of 4 years, with immediate effect and ending immediately after the annual general meeting to be held in 2028;*
- iii. renew Ms Marie-Christine Levet as independent director of the Company for a duration of 4 years, with immediate effect and ending immediately after the annual general meeting to be held in 2028.
Ms Marie-Christine Levet still meets the independence criteria set out in article 7:87 of the Code on companies and associations and article 3.5 of the 2020 Belgian Code on corporate governance;*
- iv. acknowledge the termination of Ms Adeline Challon-Kemoun mandate as independent director of the Company.*

8. Appointment of Mr Philippe Capron as independent director

Proposed resolution :

Proposal to appoint Mr Philippe Capron as independent director of the Company for a term of 4 years, with immediate effect and ending immediately after the annual general meeting to be held in 2028.

Mr Philippe Capron meets the independence criteria set out in Article 7:87 of the Code on companies and associations and Article 3.5 of the 2020 Belgian Code on corporate governance.

9. Appointment of Ms Chantal De Vrieze as director

Proposed resolution :

Proposal to appoint Ms Chantal De Vrieze as director of the Company for a term of 4 years, with immediate effect and ending immediately after the annual general meeting to be held in 2028.

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 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 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.

ADMISSION FORMALITIES FOR THE MEETINGS

In order to attend the Meetings of **2 April 2024** 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 2 April 2024, a **second extraordinary general meeting** will be convened on **29 April 2024 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 **19 March 2024 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 **19 March 2024 at 12 p.m.** (Belgian time).

Holders of dematerialized shares must be recorded as shareholders with an authorised account holder or Euroclear Belgium on **19 March 2024 at 12 p.m.** (Belgian time).

2. Intent to attend the Meetings

Shareholders must inform the board of directors, preferably by e-mail sent to ebe.issuer@euroclear.com or by registered letter, **by 27 March 2024 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 - or for holders of dematerialized shares to the e-mail address ebe.issuer@euroclear.com - **by 27 March 2024 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 **by 11 March 2024, at the latest.**

As the case may be, an amended agenda will be published no later than **18 March 2024.**

Shareholders who wish to submit questions prior to the Meetings and who respected the aforementioned formalities, are invited to send them, **by 27 March 2024 at the latest**, preferably to the email address 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 **by 27 March 2024, 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