

Free translation
For information purposes only

ECONOCOM GROUP SE

A societas europaea making or having made a public offering
Registered office: 5 Place du Champ de Mars, 1050 Brussels
Company number: 0422.646.816 (Brussels RLE)
 (hereinafter the "**Company**")

**ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING OF
 ECONOCOM GROUP SE OF 17 MAY 2016**

Proxy Voting

Shareholders that wish to be represented by a proxyholder are requested to use this form. Unless provided otherwise by law, a shareholder may only appoint one proxyholder.

This form should reach the Company by registered mail no later than **11 May 2016** (5 Place du Champ de Mars, 1050 Brussels, Belgium) and may also be sent by e-mail to generalsecretariat@econocom.com. The proxyholder must submit the original proxy form no later than commencement of the general meetings.

Shareholders that wish to vote by proxy must also comply with all registration and admission formalities described in the notice of the meetings, including notification of their intention to attend the general meetings.

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 having registered on the record date (**please enclose a copy of the certificates**) and to hold _____ shares in full ownership, bare ownership or usufruct (**cross out the inappropriate mentions**) of the European company ECONOCOM GROUP, with its registered office

at 5 Place du Champ de Mars, 1050 Brussels, Belgium, registered with the (Brussels) register for legal entities of the Crossroads Enterprise Database under number 0422.646.816 (the "**Company**");

appoints as its proxyholder _____,

domiciled at _____

to whom it/(s)he grants all powers to represent it/him/her at the general meetings of shareholders to be held on **17 May 2016 at 11.00 a.m.** at 510/B80 Chaussée de Louvain, 1930 Zaventem, Belgium, 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 abovementioned shareholders' meetings and, if applicable, approve the adjournment thereof;
2. participate in any other shareholders' meetings with the same agenda should the initial shareholders' meetings be postponed, adjourned or not have been 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 533^{ter} of the Belgian Company Code) or by the chairman of the general meetings, provided 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;
5. sign any minutes, attendance list, register, instrument or document concerning the foregoing and, in general, doing anything necessary or useful to execute this proxy.

2. Agenda and proposed resolutions for the general meetings of shareholders

I. Agenda and proposed resolutions for the annual general meeting

1. Presentation, discussion and explanation of the annual management report of the board of directors, the consolidated financial statements for the financial year which closed on 31 December 2015, and the auditor's report on the consolidated and non-consolidated financial statements for the financial year which closed on 31 December 2015
2. Approval of the statutory financial statements for the financial year which closed on 31 December 2015

Proposed resolution:

Proposal to approve the statutory financial statements for the financial year which closed on 31 December 2015.

3. Approval of the allocation of profits

Proposed resolution:

Proposal to allocate the profits from the financial year which closed on 31 December 2015 in the amount of 4,634,067.61 euros and the profits carried forward from the last financial year in the amount of 76,057,657.83 euros as follows:

- 34,389,681.41 euros to reserves other than the statutory reserve, and
- 46,302,044.03 euros to the profits carried forward.

4. Discharge of the directors for the performance of their official duties (*mandat/mandaat*) during the financial year which closed on 31 December 2015

Proposed resolution:

Proposal to grant discharge to the directors for the financial year which closed on 31 December 2015.

5. Discharge of the statutory auditor for the performance of its official duties (*mandat/mandaat*) during the financial year which closed on 31 December 2015

Proposed resolution:

Proposal to grant discharge to the statutory auditor for the financial year which closed on 31 December 2015.

6. Reappointment of a director

Proposed resolution:

Proposal to renew the appointment of Jean-Louis Bouchard as director of Econocom Group SE for a term of 4 years, ending immediately after the 2020 annual general meeting.

7. Appointment of two new independent directors

Proposed resolution:

Proposal to appoint Ms. Marie-Christine Levet and Ms. Adeline Challon-Kemoun as directors of Econocom Group SE for a term of 4 years, ending immediately after the 2020 annual general meeting, and acknowledgment of their capacity as independent directors within the meaning of Article 526ter of the Belgian Company Code.

8. Renewal of the statutory auditor's appointment further to a proposal of the audit committee and determination of the statutory auditor's fees

Proposed resolution:

Further to a proposal of the audit committee approved by the board of directors, it is proposed to renew the appointment of the statutory auditor, PricewaterhouseCoopers Auditors, with its registered office at Woluwe Garden, Woluwedal 18, 1932 Sint-Stevens-Woluwe (Belgium), represented by Mr. Damien Walgrave, for a term of three years ending immediately after the 2019 annual general meeting. The statutory auditor's remuneration is fixed at EUR 191,000 per year.

9. Approval of the remuneration report

Proposed resolution:

Proposal to approve the remuneration report.

10. Powers of attorney

Proposed resolution:

Proposal to grant powers of attorney to execute the abovementioned resolutions.

II. Agenda and proposed resolutions for the extraordinary general meeting

1. Reimbursement of the issue premium treated as paid-up capital, in accordance with Articles 612 and 613 of the Belgian Company Code in an amount of up to 0.175 euro per share

Proposed resolution:

Proposal to reimburse the issue premium treated as paid-up capital, in accordance with Articles 612 and 613 of the Belgian Company Code, up to 0.175 euro per share outstanding on the ex-coupon date, including the treasury shares held by the Company, from the non-distributable "issue premium" account. The record date to be used to determine the right to reimbursement shall fall at the end of a two-month period after publication of this resolution in the Belgian State Gazette. In accordance with Article 613 of the Company Code, this two-month period may be extended. Payment shall occur upon removal of the coupon.

2. Approval of a free share plan

Proposed resolution:

Proposal to grant authority to the board of directors to allocate for free up to 1,125,000 outstanding shares of the Company, representing 1% of the total shares issued by Econocom Group, to beneficiaries to be determined by the board of directors from amongst salaried personnel of the Econocom group. Waiver of all conditions provided for by Article 520ter of the Belgian Company Code in respect of the free shares allocated in this framework. Grant of an authorisation to the board of directors to determine the conditions for the plan according to which the free shares may be allocated, subject to certain vesting requirements (minimum holding period) determined by the general meeting. This authorisation expires on 31 December 2018. The detailed proposed resolution may be consulted on the Company's website, along with the other documents related to the general meeting convened herewith.

3. Renewal of the authorisation granted to the board of directors to increase the share capital at the conditions provided for by Article 607 of the Company Code

Proposed resolution:

After presentation of the report of the board of directors prepared in accordance with Articles 604 and 607 of the Belgian Company Code, proposal to renew the authorisation granted to the board of directors to increase the share capital within the limits of the authorised capital in the event of a public takeover bid for the Company's securities at the conditions provided for by Article 607 of the Company Code. This authorisation is valid for a period of three years as from the resolution of this extraordinary general meeting.

4. Powers of attorney

Proposed resolution:

Proposal to grant powers of attorney to the directors of Econocom Group SE, with the power to delegate their authority, to execute the abovementioned resolutions and to grant authority to the acting public notary and its clerks, each acting separately, to consolidate the

Company's articles of association and ensure fulfilment of the formalities with the companies office, the Crossroads Enterprise Database, the clerk's office of the Brussels Commercial Court and, as the case may be, the VAT administration.

3. Voting instructions

The proxyholder shall vote in the name and on behalf of the undersigned in accordance with the following instructions:

I. Annual general meeting

	YES	NO	ABSTENTION
2. Approval of the statutory financial statements for the financial year which closed on 31 December 2015.			
3. Allocation of the profits from the financial year which closed on 31 December 2015, in the amount of 4,634,067.61 euros, and the profits carried forward from the last financial year, in the amount of 76,057,657.83 euros, as follows: - 34,389,681.41 euros to reserves other than the statutory reserve; and - 46,302,044.03 euros to the profits carried forward.			
4. Discharge of the directors for the financial year which closed on 31 December 2015.			
5. Discharge of the statutory auditor for the financial year which closed on 31 December 2015.			
6. Renewal of the appointment of Jean-Louis Bouchard as director of Econocom Group SE for a term of 4 years ending immediately after the 2020 annual general meeting.			
7. Appointment of two new independent directors			
7.1 Appointment of Ms. Marie-Christine Levet as director of Econocom Group SE for a term of 4 years ending immediately after the 2020 annual general meeting and acknowledgement of her capacity as an independent director in accordance with Article 526ter of the Belgian Company Code.			
7.2 Appointment of Ms. Adeline Challon-Kemoun as director of Econocom Group SE for a term of 4 years ending immediately after the 2020 annual general meeting and acknowledgement of her capacity as an independent director in accordance with Article 526ter			

of the Belgian Company Code.			
8. Renewal of the appointment of the statutory auditor, PricewaterhouseCoopers, represented by Mr. Damien Walgrave, for a term of three years ending immediately after the 2019 annual general meeting.			
9. Approval of the remuneration report.			
10. Grant of powers of attorney to execute the abovementioned resolutions.			

II. Extraordinary general meeting

	YES	NO	ABSTENTION
1. Reimbursement of the issue premium treated as paid-up capital, in accordance with Articles 612 and 613 of the Belgian Company Code, up to 0.175 euro per share outstanding on the ex-coupon date, including the treasury shares held by the Company, from the non-distributable "issue premium" account. The record date to be used to determine the right to reimbursement shall fall at the end of a two-month period after publication of this resolution in the <i>Belgian State Gazette</i> . In accordance with Article 613 of the Company Code, this two-month period may be extended. Payment shall occur after removal of the coupon.			
2. Grant of an authorisation to the board of directors to allocate for free up to 1,125,000 outstanding shares of the Company, representing 1% of the total shares issued by Econocom Group, to beneficiaries to be determined by the board of directors from amongst the salaried personnel of the Econocom group. Waiver of all conditions provided for by Article 520ter of the Belgian Company Code in respect of the free shares allocated in this framework. Grant of an authorisation to the board of directors to determine the conditions for the plan, according to which the free shares may be allocated subject to certain vesting requirements (minimum holding period) determined by the general meeting. This authorisation expires on 31 December 2018. The detailed proposal may be consulted on the Company's website, along with other documents relevant to this general meeting.			

3. Renewal of the authorisation granted to the board of directors to increase the share capital at the conditions set out in Article 607 of the Company Code.			
4. Powers of attorney.			

4. New agenda items and proposed resolutions

The undersigned hereby further declares having been informed that, after publication of the notice of the general meetings, 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 meetings or propose new resolutions concerning existing agenda items.

The Company shall publish an amended agenda by **6 May 2016** 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 meetings, 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 meetings 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 the inappropriate mentions**):

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

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 meetings.

5. Conflict of interests

In the event of a conflict of interests between the undersigned and its proxyholder, this latter must comply with Article 547*bis* of the Belgian Company Code. 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.

The undersigned has appointed Mr/Ms _____ as its/his/her proxyholder and is aware that the latter is considered, pursuant to the Belgian Company Code, as having a conflict of interest and is thus subject to Article 547bis of the Belgian Company Code. Consequently, the undersigned is requested to provide specific voting instructions for each item on the agenda, otherwise Mr/Ms _____ shall not be able to vote on the relevant items.

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. Shareholders that have duly granted a proxy cannot vote at the general meetings in person or by correspondence.

Done in _____, on _____ 2016.

(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 establishing their identity and their power of attorney no later than commencement of the general meetings.