

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 22 JUNE 2023**

Dear shareholders,

You are hereby invited to attend the extraordinary 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 **Thursday 22 June 2023, at 11 a.m.**, at the Company's offices located Place du Champ de Mars 5, 1050 Brussels (the "**Meeting**").

AGENDA AND PROPOSED RESOLUTIONS FOR THE EXTRAORDINARY GENERAL MEETING

1. Cancellation of forty-three million eight hundred and eighty-four thousand and eighty-one (43,884,081) treasury shares, cancellation of the unavailable reserve referred to in article 7:217, §2 of the Code on companies and associations related to the cancelled shares and amendment of article 5 of the articles of association to reflect the number of shares issued by the Company.

Proposed resolution:

- i. *Cancellation of forty-three million eight hundred and eighty-four thousand eighty-one (43,884,081) treasury shares in accordance with Article 7:217, §1 of the Code on companies and associations. As a result of this cancellation, the total number of shares of the Company is reduced to 179,045,899.*
- ii. *As a consequence of the cancellation of the forty-three million eight hundred and eighty-four thousand and eighty-one (43,884,081) treasury shares, cancellation of the unavailable reserve for an amount of EUR 136,169,469.08, constituted in accordance with article 7:217, §2 of the Code on companies and associations following the acquisition by the Company of the 43,884,081 own shares.*
- iii. *Amendment of paragraph 2 of Article 5 of the articles of association to reflect the number of shares issued by the Company as follows*
"It is represented by one hundred and seventy-nine million forty-five thousand eight hundred and ninety-nine (179,045,899) shares, without mention of the nominal value."
- iv. *Amendment of Article 6 of the articles of association by adding a new paragraph to be read as follows :*
"Pursuant to the minutes drawn up by the notary Tim Carnewal, in Brussels, on 22 June 2023, the number of shares was decreased to one hundred and seventy-nine million forty-five thousand eight hundred and ninety-nine (179,045,899).

2. Amendment to Article 12 of the articles of association

Proposed resolution:

Amendment of article 12 of the articles of association in order to (i) provide in the articles of association the possibility for the board of directors to be authorised by the general meeting to cancel own shares and (ii) to renew the authorisation granted to the board of directors, for a three years period, to acquire, in accordance with the legal provisions, the company's shares or profit sharing rights, by way of purchase or exchange, in order to avoid serious and imminent harm to the company.

The new article 12 now reads as follows:

"ARTICLE 12 - PURCHASE AND ASSIGNMENT OF OWN SHARES.

The company may purchase its own shares or (where applicable) profit sharing rights ("parts bénéficiaires") 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 shareholders' meeting deciding in accordance with the quorum and majority conditions provided for in Article 7:154 of the Belgian Companies and Associations Code, which sets, in particular, the maximum number of shares or profit sharing rights to be purchased, the term for which the authorisation is granted, within the limit provided for under the Belgian Companies and Associations Code as well as the minimum and maximum conversion values.

The authorisation of the shareholders' meeting is not required when the purchase of own shares or profit sharing rights 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 State Gazette of the decision of the extraordinary shareholders' meeting of 22 June 2023.

The board of directors may assign or cancel shares in the company in the cases provided for by the Belgian Companies and Associations Code, including to one or more specifically designated persons.

Where necessary, this authorisation is extended to include assignments or cancellations of the company's own shares by its subsidiaries.

Furthermore, the board of directors may assign or cancel the shares of the listed company within the meaning of Article 1:11 of the Belgian Companies and Associations Code. It may also assign the shares and profit sharing rights in the cases provided for in the Belgian Companies and Associations Code 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. "

3. Authorisation granted to the board of directors to cancel treasury shares and consequently to amend the Articles of Association to reflect the number of shares issued by the Company.

Proposed resolution:

Proposal to expressly authorize the Board of Directors of the Company to cancel the Company's own shares, without further approval or action by the general meeting and without any time limit, and consequently to authorize the Board of Directors to amend the Articles of Association following cancellation to reflect the number of shares issued by the Company.

This authorization also applies to the cancellation of the Company's own shares acquired by the Company's direct subsidiaries within the meaning of Article 7:221 of the Companies and Associations Code, in accordance with the provisions set forth therein.

4. Powers.

Proposed resolution:

Proposal to grant powers (i) with the possibility of substitution, to the managing directors of Econocom Group SE, for the execution of the aforementioned resolutions and (ii) to the notary and his agents, each acting separately, for the production of the consolidated text of the Company's articles of association and to proceed with the various formalities.

ADMISSION FORMALITIES FOR THE MEETING

In order to attend the Meeting of **22 June 2023**, shareholders are requested to comply with Articles 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 22 June 2023, a **second extraordinary general meeting** will be convened on **13 July 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 **8 June 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 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 **8 June 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 **8 June 2023 at 12 p.m.** (Belgian time).

2. Intention to attend the Meeting

Shareholders must inform the board of directors, preferably by e-mail sent to ebe.issuer@euroclear.com or by registered letter, **by 16 June 2023 at the latest**, of their intention to attend the Meeting, 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 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 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 16 June 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 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 31 May 2023, at the latest.**

As the case may be, an amended agenda will be published no later than **7 June 2023.**

Shareholders who wish to submit questions prior to the Meeting and who respected the aforementioned formalities, are invited to send them, **by 16 June 2023 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 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 16 June 2023, at the latest**, of their intention to attend the Meeting.

6. 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 respected.

Yours faithfully,

On behalf of the board of directors