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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)

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

Ladies and Gentlemen,

You are hereby invited to attend the annual general meeting of the company Econocom Group SE, with its registered office at 5 Place du Champ de Mars, 1050 Brussels, Belgium, registered with the Crossroads Enterprise Database under number 0422.646.816 (the "**Company**"), to be held on **Tuesday, 17 May 2016 at 11.00 a.m.**, at 510/B80 Chaussée de Louvain, Zaventem, Belgium. The annual general meeting will be followed immediately by an extraordinary general meeting.

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.

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.

ADMISSION FORMALITIES FOR THE GENERAL MEETINGS

In order to attend the general meetings of **17 May 2016**, 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 Articles 558 and 559 (*juncto* Article 621) of the Belgian Company Code is not met at the extraordinary general meeting of 17 May 2016, a **second extraordinary general meeting** will be convened on **Wednesday, 8 June 2016, at 11.00 a.m.**, to deliberate and resolve on the agenda items of the extraordinary general meeting regardless of the share capital present or represented by the shareholders .

1. Dates and deadlines

Please note that all dates and deadlines mentioned herein will not be extended due to week-ends or holidays or for any other reason.

2. Record date

The record date is **3 May 2016** at 24.00 CET. **Only persons registered as shareholders on that date and at that time will be authorised to attend and vote at the general meetings.** The number of shares held on the date of the general meetings is not relevant.

Holders of registered shares must be recorded in the Company's registered shares register by 3 May 2016 at 24.00 CET at the latest.

Holders of dematerialized shares must be recorded as shareholders with an authorised account holder or clearing institution on 3 May 2016 at 24.00 CET.

3. Intention to attend the general meetings

Shareholders that wish to attend the general meetings must inform the board of directors of their intention to do so by registered letter sent to the Company's registered office or by email to generalsecretariat@econocom.com by **11 May 2016**, at the latest, 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 general meetings, the holders of securities and proxyholders must prove their identity, and the representatives of legal entities must produce documents proving their identity and power of attorney, immediately prior to commencement of the meeting at the latest.

4. Proxy and correspondence voting

Shareholders may be represented by a proxyholder at the general meetings or may vote by correspondence. The forms approved by the Company for proxy and correspondence voting must be used to this end. They are available at www.finance.econocom.com - section regulated information. Shareholders must, in addition to the aforementioned formalities, submit the duly completed and signed proxy and correspondence voting forms to the Company's registered office or by email to generalsecretariat@econocom.com by **11 May 2016**, at the latest.

In the event of proxy voting, copies of e-mails are allowed only if the proxyholder produces the original proxy at the general meetings, at the latest.

In the event of correspondence voting, the original form must reach the Company by the general meetings, at the latest.

5. New agenda items and proposed resolutions and right to ask questions

Shareholders holding at least 3% of the share capital that wish to request the addition of new agenda items 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 **17 April 2016**, at the latest.

As the case may be, one or more amended agendas will be published no later than **6 May 2016**. Shareholders that wish to ask questions in writing must, in addition to the aforementioned formalities, submit their request to the Company's registered office or by email to generalsecretariat@econocom.com by **11 May 2016**, at the latest.

6. Bondholders and holders of subscription rights

Bondholders and holders of subscription rights issued by the Company may attend the general meetings in an advisory capacity only (i.e. without voting rights), subject to fulfilment of the same admission formalities applicable to shareholders.

7. Documents

The documents to be provided to the general meeting, the agendas, possibly amended, and the proxy and correspondence voting forms, possibly amended, shall be available as from the publication of this notice at the following address: 510/B80 Chaussée de Louvain, 1930 Zaventem, Belgium or on the Company's website (www.finance.econocom.com).

The aforementioned formalities and the instructions set out on the Company's website and on the proxy and correspondence voting forms must be complied with in full.

Yours faithfully,

On behalf of the board of directors