

Econocom Group SE

A European company making or having made a public offering

Registered office: Place du Champ de Mars 5, 1050 Brussels

Company number: 0422.646.816 (Brussels RLE)

**NOTICE OF THE ANNUAL GENERAL MEETING AND THE EXTRAORDINARY
GENERAL MEETING OF ECONOCOM GROUP SE OF 21 MAY 2019**

Ladies and Gentlemen,

You are hereby invited to attend the annual 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 21 May 2019, at 11 a.m.**, at Chaussée de Louvain 510/B80, 1930 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 ended on 31 December 2018 and the auditor's report on the consolidated and non-consolidated financial statements for the financial year which ended on 31 December 2018.
2. Approval of the statutory financial statements for the financial year which ended on 31 December 2018.
Proposed resolution:
Proposal to approve the statutory financial statements for the financial year which ended on 31 December 2018.
3. Approval of the allocation of profits.
Proposed resolution:
Proposal to allocate the results of -2,267,160.97 EUR of the financial year which ended on 31 December 2018 and the profits of 85,607,130.30 EUR carried forward from the previous financial year as follows:
 - 5,358,313.74 EUR to reserves other than the statutory reserve; and
 - 77,981,655.59 EUR to the profits carried forward.
4. Discharge of the directors for the performance of their official duties during the financial year which ended on 31 December 2018.
Proposed resolution:
Proposal to grant discharge to the directors for the financial year which ended on 31 December 2018.

5. Renewal of director's appointments.

Proposed resolution:

Proposal to:

- i. *renew Mr. Bruno Grossi's appointment 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 2023;*
- ii. *renew Mr. Rafi Kouyoumdjian's appointment 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 2023;*
- iii. *renew Mr. Walter Butler's appointment 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 2023; Mr. Walter Butler complies with the requirements of Article 526ter of the Belgian Company Code and can therefore be qualified as independent director within the meaning of this Article.*

6. Discharge of the auditor for the performance of its official duties during the financial year which ended on 31 December 2018.

Proposed resolution:

Proposal to grant discharge to the auditor for the financial year which ended on 31 December 2018.

7. Appointment of the statutory auditor upon proposal of the Audit Committee and determination of the statutory auditor's fees.

Proposed resolution:

Upon the proposal of the Audit Committee approved by the board of directors, proposal to renew the appointment of the statutory auditor, PricewaterhouseCoopers Bedrijfsrevisoren/Reviseurs d'Entreprises, having its registered seat at Woluwe Garden, Woluwedal 18, 1932 Sint-Stevens-Woluwe (Belgium), represented by Mr. Alexis Van Bavel, for a period of two years, ending automatically after the ordinary general meeting to be held in 2021. Its remuneration is fixed at 167,558 EUR per year.

8. Approval of the remuneration report.

Proposed resolution:

Proposal to approve the remuneration report.

9. 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 considered as paid-up capital, in accordance with Articles 612 and 613 of the Belgian Company Code for an amount of 0.12 euro per share.

Proposed resolution:

Proposal to reimburse the issue premium considered as paid-up capital, in accordance with Articles 612 and 613 of the Belgian Company Code, including the treasury shares held by the Company, by debit from the non-distributable "issue premium" account, for an amount of 0.12 euro per outstanding share on the ex-coupon date. 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 613 of the Belgian Company Code, payment shall occur after coupon detachment.

2. Authorisation to the board of directors to acquire own shares in accordance with Article 620 of the Belgian Company Code and in accordance with Article 7:215 of the new Belgian Code on Companies and Associations, and consequently, modification of Article 12 of the Company's Articles of Association.

Proposed resolution:

Proposal to authorise the board of directors, for a period of five years as from the date this resolution is approved by the general meeting of shareholders, to acquire shares of the company Econocom Group, within a limit of 20% of the total amount of issued shares, at a price per share of minimum 2 EUR and maximum 10 EUR. This authorisation, which is thus renewed, shall replace as from the date this resolution is approved by the general meeting of shareholders, the existing authorisation granted by the general meeting of 20 May 2014.

These authorisations also include the acquisition of the company's shares by one or more of its direct subsidiaries, within the meaning of the legal provisions governing the acquisition of shares of a parent company by subsidiaries.

Proposal to amend Article 12 of the Articles of Association.

3. Powers.

Proposed resolution:

Proposal to grant powers of attorney to (i) each of 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, (ii) the acting notary and his staff, each acting individually, to prepare the coordinated text of the Company's Articles of Association and in order to proceed with the various formalities, and (iii) Mtr. Nicolas de Crombrughe and Mtr. Lorraine Vercauteren or any other lawyer from the law firm NautaDutilh, having its offices at 1000 Bruxelles, Chaussée de La Hulpe 120, with the power of substitution, in order to proceed with any formality generally necessary or useful with regards to the resolutions of the Company.

ADMISSION FORMALITIES FOR THE GENERAL MEETINGS

In order to attend the general meetings of **21 May 2019**, 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 558 of the Belgian Company Code is not met at the extraordinary general meeting of 21 May 2019, a **second extraordinary general meeting** will be convened on **Thursday 13 June 2018 at 11 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 7 May 2019 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 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 7 May 2019 at 12 p.m. (Belgian time).

Holders of dematerialized shares must be recorded as shareholders with an authorised account holder or clearing institution on 7 May 2019 at 12 p.m. (Belgian time).

3. Intention to attend the general meetings

Shareholders who 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 **15 May 2019, 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. Vote by proxy or by letter

Shareholders may be represented by a proxyholder at the general meetings or may vote by letter. The forms approved by the Company for voting by proxy or by letter must be used to this end. They are

available at <https://finance.econocom.com> - section regulated information. Shareholders must, in addition to the aforementioned formalities, submit the duly completed and signed forms to vote by proxy or by letter to the Company's registered office or by email to generalsecretariat@econocom.com **by 15 May 2019, at the latest.**

In the event of a vote by proxy, 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 a vote by letter, the original form must reach the Company by the general meetings, at the latest.

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

Shareholders holding at least 3% of the share capital who wish 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 22 April 2019, at the latest.**

As the case may be, an amended agenda will be published no later than **13 May 2019**. Shareholders who 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 15 May 2019, 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 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 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 at the following address: Chaussée de Louvain 510/B80, 1930 Zaventem, Belgium or on the Company's website (<https://finance.econocom.com>).

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