

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 (RLE Brussels)

(hereinafter the "**Company**")**ANNUAL GENERAL MEETING AND EXTRAORDINARY AND SPECIAL GENERAL MEETING OF ECONOCOM GROUP SE OF 15 MAY 2018****Vote by letter**

Pursuant to Article 34 of the Company's articles of association, any shareholder may vote by letter prior to the general meetings of shareholders. Shareholders who wish to vote by letter are requested to use this form.

Forms may be sent to the Company by registered mail (Place du Champ de Mars 5, 1050 Brussels, Belgium) or by e-mail at: generalsecretariat@econocom.com. They must reach the Company by **9 May 2018**, at the latest. The original should be provided to the Company no later than at the general meetings.

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

Please note that only duly completed correspondence voting form shall be deemed valid.

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 registration date (*please enclose a copy of the certificates*) and to hold _____ shares in full ownership, bare ownership or usufruct (*cross out where not applicable*) of the European company ECONOCOM GROUP, with its registered office at Place du Champ de Mars 5, 1050 Brussels, Belgium, registered with the Brussels register for legal entities of the Crossroads Bank of Enterprises under number 0422.646.816 (the "**Company**"),

hereby declares to vote by letter with¹ _____ shares, as specified below, at the general meetings of shareholders to be held on **15 May 2018 at 11.00 a.m.**, at Chaussée de Louvain 510/B80, 1930 Zaventem, Belgium, or at any other subsequent general meetings with the same agenda.

A. 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 ended on 31 December 2017 and the auditor's report on the consolidated financial statements for the financial year which ended on 31 December 2017.

2. Approval of the statutory financial statements for the financial year which ended on 31 December 2017.

Proposed resolution:

Proposal to approve the statutory financial statements for the financial year which ended on 31 December 2017.

3. Approval of the allocation of profits.

Proposed resolution:

Proposal to allocate the profits of 4,923,224.36 euro from the financial year which ended on 31 December 2017 and the profits of 87,619,832.36 euro carried forward from the previous financial year as follows:

- 192,575.78 euro to the statutory reserve,
- 6,743,350.64 euro to reserves other than the statutory reserve, and
- 85,607,130.30 euro 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 2017.

Proposed resolution:

Proposal to grant discharge to the directors for the financial year which ended on 31 December 2017.

5. Discharge of Mr Georges Croix for the performance of his official duties as a director, the end of which was acknowledged during the meeting of the board of directors held on 23 November 2017.

Proposed resolution:

Proposal to grant discharge to Mr Georges Croix for the duties performed in his capacity as director of the Company until the end of his mandate.

¹ Please indicate the number of shares for which you wish to vote by letter.

6. Discharge of the auditor for the performance of his official duties during the financial year which ended on 31 December 2017.

Proposed resolution:

Proposal to grant discharge to the auditor for the financial year which ended on 31 December 2017.

7. Approval of the remuneration report.

Proposed resolution:

Proposal to approve the remuneration report.

8. Powers of attorney.

Proposed resolution:

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

II. Agenda and proposed resolutions for the extraordinary and special general meeting

1. Reimbursement of the issue premium considered as paid-up capital, in accordance with Article 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 Article 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. Approval of change of control clauses provided in the Terms and Conditions of the bonds with regards to the issue of 24,213,075 OCEANE bonds, which was approved by the board of directors on 28 February 2018 for a total principal amount of 199,999,999.50 euro, which will mature on 6 March 2023, in accordance with Article 556 of the Belgian Company Code.

Proposed resolution:

Proposal to approve, in accordance with Article 556 of the Belgian Company Code, the change of control clauses from the Terms and Conditions of the bonds with regards to the issue of 24,213,075 OCEANE bonds, which was approved by the board of directors on 28 February 2018 for a total principal amount of 199,999,999.50 euro, which will mature on 6 March 2023, and in particular Article 2.9 (a)(v) (early redemption option to the benefit of the bondholders in case of change of control of Econocom Group) and 3.6(c) (adjustment of the conversion ratio of the bonds in case of public offering on Econocom Group's shares), as well as any other change of control clause in the Terms and Conditions of the aforementioned bonds attached to the special report of the board of directors dated 28 February 2018 established in accordance with Articles 583 and 596 of the Belgian Company Code available on Econocom Group's website (<https://finance.econocom.com/en/emissions>) and to proceed with the publication formalities required in Article 556 of the Belgian Company Code. Failure by the general meeting to approve the change of control clauses, or failure to comply with the publication

formalities required in Article 556 of the Belgian Company Code prior to 30 June 2018 will result in an increase of the nominal interest rate with 50 basepoints as from 6 March 2019 (Article 2.7 (b) of the Terms and Conditions).

3. Powers of attorney.

Proposed resolution:

Proposal to grant powers of attorney to each of the managing 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 his clerks, each acting separately, to consolidate the Company's articles of association and ensure fulfilment of the formalities with the company office, the Crossroads Bank of Enterprises, the clerk's office of the Brussels Commercial Court and, as the case may be, the VAT administration.

B. Voting instructions

I. Annual general meeting

	YES	NO	ABSTENTION
1. Approval of the statutory financial statements for the financial year which closed on 31 December 2017.			
2. Allocation of the profits from the financial year which closed on 31 December 2017 in the amount of 4,923,224.36 euro from the financial year which ended on 31 December 2017 and the profits of 87,619,832.36 euro carried forward from the previous financial year as follows: - 192,575.78 euro to the statutory reserve, - 6,743,350.64 euro to reserves other than the statutory reserve, and - 85,607,130.30 euro to the profits carried forward.			
3. Discharge of the directors for the financial year which closed on 31 December 2017.			
4. Discharge of Mr Georges Croix for the duties performed in his capacity as director of the Company until the end of his mandate.			
5. Discharge of the auditor for the performance of his official duties during the financial year which ended on 31 December 2017.			
6. Approval of the remuneration report.			
7. Grant of powers of attorney to execute the abovementioned resolutions.			

II. Extraordinary and special general meeting

	YES	NO	ABSTENTION
1. Reimbursement of the issue premium considered as paid-up capital, in accordance with Article 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. Approval of the change of control clauses from the Terms and Conditions of the bonds with regards to the issue of 24,213,075 OCEANE bonds, which was approved by the board of directors on 28 February 2018 for a total principal amount of 199,999,999.50 euro, which will mature on 6 March 2023, in accordance with Article 556 of the Belgian Company Code, and in particular Article 2.9 (a)(v) (early redemption option to the benefit of the bondholders in case of change of control of Econocom Group) and 3.6(c) (adjustment of the conversion ratio of the bonds in case of public offering on Econocom Group's shares), as well as any other change of control clause in the Terms and Conditions of the aforementioned bonds attached to the special report of the board of directors dated 28 February 2018 established in accordance with Articles 583 and 596 of the Belgian Company Code available on Econocom Group's website (https://finance.econocom.com/en/emissions) , and to proceed with the publication formalities required in Article 556 of the Belgian Company Code. Failure by the general meeting to approve the change of control clauses, or failure to comply with the publication formalities required in Article 556 of the Belgian Company Code prior to 30 June 2018 will result in an increase of the nominal interest rate with 50 basepoints as from 6 March 2019 (Article 2.7 (b) of the Terms and Conditions).			
3. Powers of attorney to execute the aforementioned decisions.			

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This form shall be considered entirely null and void if the shareholder does not indicate a choice in relation to one or more items on the agenda of the general meetings.

A shareholder who duly submits this form to the Company may no longer vote in person or by proxy at the general meetings for the number of shares voted herewith by letter.

If the Company publishes an amended agenda by **7 May 2018** at the latest in order to add new items or new proposals for resolutions at the request of one or more shareholders in accordance with Article 923 of the Belgian Company Code, this form shall remain valid for the items on the agenda it covers, provided it duly reached the Company prior to publication of the amended agenda. Notwithstanding the foregoing, votes expressed by means of this form on certain items on the agenda shall be deemed null and void if new proposed resolutions are added with respect to those items in accordance with Article 923 of the Belgian Company Code.

Done in _____, on _____ 2018.

(signature)

Please initial each page of this form and sign the last page of this correspondence voting form. Legal entities must indicate the full name and title of each person signing this 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.