

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**

Correspondence Voting

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

Forms may be sent to the Company by registered mail (5 Place du Champ de Mars, 1050 Brussels, Belgium) or by e-mail to: generalsecretariat@econocom.com. They must reach the Company by **11 May 2016**, at the latest. The original should be provided to the Company no later than commencement of the general meetings.

Shareholders that wish to vote by correspondence 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 the 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 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**"),

hereby declares to vote by correspondence with¹ _____ shares, as specified below, 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.

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 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.

¹ Please indicate the number of shares you wish to vote by correspondence.

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.

B. Voting 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.			
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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 upon 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.			

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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 agendas of the general meetings.

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

If the Company publishes by **6 May 2016** at the latest an amended agenda in order to add new items or new proposals for resolutions at the request of one or more shareholders in accordance with Article 533ter 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 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 533ter of the Belgian Company Code.

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 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.