

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 AND SPECIAL GENERAL MEETING OF ECONOCOM GROUP SE OF 15 MAY 2018

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 15 May 2018, at 11 a.m.**, at Chaussée de Louvain 510/B80, 1930 Zaventem, Belgium. The annual general meeting will be followed immediately by an extraordinary and special 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 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.

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.

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.

ADMISSION FORMALITIES FOR THE GENERAL MEETINGS

In order to attend the general meetings of **15 May 2018**, 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 and special general meeting of 15 May 2018, a **second extraordinary and special general meeting** will be convened on **Wednesday 6 June 2018 at 11 a.m.**, to deliberate and resolve on the agenda items of the extraordinary and special 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 30 April 2018 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 30 April 2018 at 12 p.m. (Belgian time).

Holders of dematerialized shares must be recorded as shareholders with an authorised account holder or clearing institution on 30 April 2018 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 9 May 2018, 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 9 May 2018, 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 16 April 2018, at the latest**.

As the case may be, an amended agenda will be published no later than **7 May 2018**. 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 9 May 2018, 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