

**Free translation**  
**For information purposes only**

**Econocom Group SE**

*A societas europaea 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 GENERAL MEETING OF ECONOCOM GROUP SE**  
**OF 4 NOVEMBER 2016**

Dear Shareholders,

You are hereby invited to attend the general meeting of Econocom Group SE, a *societas europaea* having its registered office at Place du Champ de Mars 5, 1050 Brussels, Belgium, registered with the Central Enterprise Register under number 0422.646.816 (the "**Company**"), to be held on **Friday 4 November 2016 at 11.30 a.m.**, at Chaussée de Louvain 510/B80, Zaventem, Belgium. This notice cancels and supersedes the notice published in the Belgian State Gazette dated 26 September 2016.

**AGENDA AND PROPOSED RESOLUTIONS**

1. Appointment of Mrs. Anne Lange as independent director

Proposed resolution:

*Proposal to appoint Mrs. Anne Lange as a director of Econocom Group SE for a 4-year period ending immediately after the May 2020 annual general meeting, and acknowledgment of her capacity as independent director within the meaning of Article 526ter of the Belgian Company Code.*

2. Appointment of Mr. Philippe Capron as independent director

Proposed resolution:

*Proposal to appoint Mr. Philippe Capron as a director of Econocom Group SE for a 4-year period ending immediately after the May 2020 annual general meeting, and acknowledgment of his capacity as independent director within the meaning of Article 526ter of the Belgian Company Code.*

3. Powers of attorney

Proposed resolution:

*Proposal to grant powers of attorney to execute the abovementioned resolutions and to perform any formality required by or in relation to the decisions of the Company.*

## ADMISSION FORMALITIES FOR THE GENERAL MEETING

In order to attend the general meeting held on **4 November 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 the Belgian Company Code is not met at the general meeting held on 4 November 2016, a **second general meeting** will be convened on **Friday 25 November 2016, at 11.00 a.m.**, to deliberate and resolve on the agenda items of the 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 **Friday 21 October 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 meeting.**

Holders of registered shares must be recorded in the Company's registered shares register on 21 October 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 21 October 2016 at 24.00 CET.

To assist and vote at the general meeting, only shares held by each shareholder on 21 October 2016 at 24.00 CET will be taken into account.

### 3. Intention to attend the general meeting

Shareholders that wish to attend the general meeting 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](mailto:generalsecretariat@econocom.com) on **28 October 2016** at the latest, indicating the number of shares they intend to vote with and, as regards holders of dematerialized shares, disclosing a certificate evidencing their registration as shareholders on the record date.

In order to attend the general meeting, 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 the beginning of the meeting at the latest.

### 4. Proxy and correspondence voting

Shareholders may be represented by a proxyholder at the general meeting 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 <https://finance.econocom.com/en> - in the 'regulated

information' section. 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](mailto:generalsecretariat@econocom.com) on **28 October 2016** at the latest.

In the event of proxy voting, copies of e-mails are allowed provided that the proxyholder delivers the original proxy at the general meeting at the latest.

In the event of correspondence voting, the original form must reach the Company before the beginning of the general meeting 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](mailto:generalsecretariat@econocom.com) on **6 October 2016** at the latest.

As the case may be, one or more amended agendas will be published no later than **26 October 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](mailto:generalsecretariat@econocom.com) on **21 October 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 meeting 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 agenda, 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 (<https://finance.econocom.com/en>).

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

Yours faithfully,

On behalf of the board of directors