



Liege Science Park - 16, rue Bois St- Jean, B- 4102 Ougrée - Belgium
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<http://www.evs-global.com>

INVITATION TO THE ANNUAL ORDINARY AND EXTRAORDINARY GENERAL MEETINGS OF SHAREHOLDERS

The Board of Directors invites shareholders to a combined Annual Ordinary and Extraordinary General Meeting of shareholders to be held in Liège, at the company's head office at 16, rue Bois St-Jean, B-4102 Ougrée-Liège, on **Tuesday 16th May 2006, at 11.00** hours, with the following agenda :

Agenda of the Annual Ordinary General Meeting of shareholders :

- 1. Annual Report** : Review and discussion of the Reports of the Board of Directors for both the Statutory and Consolidated annual accounts for the accounting year ended on December 31, 2005.

Proposed resolution: approval of the Report.

- 2. Auditors Report:** Review and discussion of the Reports of the Statutory Auditor for both the Statutory and Consolidated annual accounts for the accounting year ended on December 31, 2005.

Proposed resolution: approval of the Reports.

- 3. Review and approval of the 2005 Statutory and Consolidated annual accounts,** and allocation of the result for the accounting year ended on December 31, 2005.

Proposed resolution – approves of the annual accounts for the accounting year ended on December 31, 2005 as follows:

- *Pay-out of a **gross dividend of 1,20 EUR per share**. Payment will be made thanks to coupon #2 of the shares (ISIN code BE0003820371) at ING Bank and FORTIS Bank, except for own shares held by EVS at the payment date, ie. Tuesday June 20, 2006;*
- *Communication of both **employees profit sharing plan** (« plans de participations bénéficiaires ») to the Assembly. Approval of the employees profit sharing under the form of a EVS BROADCAST EQUIPMENT shares distribution, within the framework of the inherent tax law as follows :*
 - a. To all employees of both EVS BROADCAST EQUIPMENT SA and XDC SA who have been hired prior to January 1, 2005 : distribution of 40 (forty) shares (net) of EVS BROADCAST EQUIPMENT SA (coupon #2 attached) and to all employees of both EVS BROADCAST EQUIPMENT SA and XDC SA who have been hired during the year 2005 : distribution of 20 (twenty) shares (net) of EVS BROADCAST EQUIPMENT SA (coupon #2 attached); This first plan relates to maximum 135 employees;*

- b. *Following the first plan and cumulative to it, to all employees of EVS BROADCAST EQUIPMENT SA who have been hired prior to January 1, 2005 : distribution of 30 (thirty) shares (net) of EVS BROADCAST EQUIPMENT SA (coupon #2 attached) and to all employees of EVS BROADCAST EQUIPMENT SA who have been hired during the year 2005 : distribution of 15 (fifteen) shares (net) of EVS BROADCAST EQUIPMENT SA (coupon #2 attached); This second plan relates to maximum 100 employees;*

- *Allocation of the remaining balance of 6.5 million EUR to distributable reserves.*

A copy of the employees profit sharing plan may be requested by any EVS shareholder, by writing to the Company (and providing the proof of its shareholding): corpcom@evs.tv or +32 (4) 361 7014.

4. Granting of discharge from liability to Directors and the Auditor

Proposed resolution – The General Meeting grants discharge from liability to each of the directors of the company and the Auditor who were in function during the accounting year ended on December 31, 2005.

Agenda of the Extraordinary General Meeting of shareholders :

(please note that this meeting will be held only if more than 50% of the shares are represented at that meeting, otherwise, a new meeting will be invited)

1. Own shares buy back (article 8bis of statutes) :

Proposed resolution :

- a) *Renewal of the authorisation granted to the Board of Directors in article 8bis, paragraph 2 of the statutes, i.e :*

According to article 620, section 1, paragraphs 1 and 5 and 622, section 2, paragraph 2, of the Code of Companies, the Board of Directors is authorized, without any other decision of the General Meeting,) for a period of eighteen (18) months from the day of the publication in the Appendices of the Belgian National Organ of the decision of the Extraordinary General Meeting of 16 May 2006, to purchase a maximum of ten per cent (10%) of the total number of shares issued by the company, fully paid up, for a value equal to stock exchange rate, and in the respect of conditions of article 620 of the “Code des Sociétés”.

- b) *Modification of the statutes to include these changes.*

- c) *Powers to be conferred to the Board of Directors for implementation of the resolutions passed:*

- *Determine the acquisition price of shares to buy back, arrange for equal treatment between shareholders of buying proposals, take care of the strict execution of trade conditions and timing delay;*
- *If any, cancel physically own shares and communicate the list to the “Tribunal de Commerce » invite shareholders for an Extraordinary General Meeting to reduce share capital;*
- *And, overall, fulfill all administrative, accounting, legal works relative to these operations.*

2. Cancellation of own shares

Proposed resolutions :

- a) *According to the shares buy-back program which has been confirmed in 2005, cancellation of 200.000 own shares without nominal face value to have a new total of 13.875.000 shares.*
- b) *Modification of the statutes to include these change.*

As stated in Article 21 of the articles of association of the company, shareholders who wish to attend this General Meeting are asked to deposit their shares and any proxies no later than the fifth day prior to the meeting, ie. **Wednesday 10 May 2006** at the ING bank (Securities Department: +32 2 7382112 or 7382115). Shareholders must hold a certificate of deposit in order to be admitted to the meeting.

The annual report and the voting proxy are available online on the website www.evs-global.com. They can also be obtained from EVS Broadcast Equipment S.A., Jacques Galloy, Director & CFO, Liege Science Park, rue Bois Saint-Jean 16, B-4102 Ougrée-Liège or by e-mail to corpcom@evs.tv.

The Board of Directors.
Liège 20 April 2006

EVS GENERAL MEETING 16 MAY 2006 – PROXY FORM

To be returned by e-mail to: corpcom@evs.tv or by fax to +32 4 361 7089

At the **General Meeting** of the public limited company "SA EVS BROADCAST EQUIPMENT", whose registered office is at 4102 Seraing (Ougrée), rue Bois Saint-Jean, 16, to be held on **Tuesday 16 May 2006 at 11.00 hours.**

THE UNDERSIGNED:

Holder, economical and end-beneficiary of shares in the public limited company "SA EVS BROADCAST EQUIPMENT", whose registered office is at 4102 SERAING (Ougrée), rue Bois Saint-Jean 16.

Declares that he/she appoints as his/her special agent with authority to act on his/her behalf:

.....

On whom he/she confers all powers for the purpose of representing him/her at the combined annual ordinary and extraordinary general meetings of shareholders of the aforesaid company, to be held as stated hereabove with the agenda which is joint.

The agent may in particular:

Take part in all discussions and vote on, amend or reject in the name of the undersigned, where necessary, all proposals relating to the agenda.

For the above purposes, execute and sign all legal instruments, documents, minutes, attendance lists, stipulate permanent residence, act on behalf [of the shareholder] and generally do whatever is necessary.

In case the attendance threshold is not reached where the Extraordinary General Meeting shall be postponed, Take part in the new Meeting with the same agenda and within the voting limits which have been set in this proxy.

Done at

On

The signature or signatures must be preceded by the handwritten words "Bon pour pouvoir"¹

¹ For appointment [Tr.]