



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

For information purpose only – unofficial translation – French original wording prevails

INVITATION TO THE ORDINARY AND EXTRAORDINARY GENERAL MEETINGS OF SHAREHOLDERS

The Board of Directors invites the shareholders to a combined Ordinary and Extraordinary General Meeting of shareholders to be held in the company's head office at 16, rue Bois St-Jean, B-4102 Ougrée (Liège), on **Tuesday May 19, 2009, at 11:00 am**, 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, 2008.

Proposed resolution: approval of the Reports.

- 2. Auditor's Reports:** discussion of the reports of the Statutory Auditor for the Statutory and Consolidated annual accounts for the accounting year ended on December 31, 2008.

Proposed resolution: approval of the Reports.

- 3. Review and approval of the 2008 Statutory and Consolidated annual accounts, and allocation of the result for the accounting year ended on December 31, 2008.**

Proposed resolution: approval of the annual accounts for the accounting year ended on December 31, 2008 and allocation of the net profit of EUR 41,160,351.68 as follows:

- *pay-out of a **gross dividend of EUR 2.48 per share (ie. a total of EUR 33.6 million)**, up 8.8% compared to last year, and including EUR 1.00 of interim dividend paid-out last November 24, 2008 (coupon #7, ISIN code BE0003820371). This translates into a **final gross dividend of EUR 1.48 per share** payable at ING Bank and FORTIS Bank, except for own shares held by EVS at the ex- date, ie. **May 27, 2009 (coupon #8, ISIN code BE0003820371)**. The payment date is June 2, 2009;*
- *communication of an **employees profit sharing plan** (“plan de participation bénéficiaire”) to the Assembly. Approval of the employees profit sharing plan under the form of an EVS BROADCAST EQUIPMENT shares distribution, within the framework of the inherent tax law as follows: to all employees of EVS BROADCAST EQUIPMENT SA who have been hired prior to January 1, 2008: distribution of **100 (hundred) shares (net)** of EVS BROADCAST EQUIPMENT S.A. (coupon #8 attached) and to all employees of EVS BROADCAST EQUIPMENT S.A. who have been hired during the year 2008: distribution of **50 (fifty) shares (net)** of EVS BROADCAST*

*EQUIPMENT SA (coupon #8 attached), in proportion to their time of occupation;
This plan relates to maximum 180 employees;*

- *allocation of the remaining balance of **EUR 7.1 million 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 Ordinary General Meeting grants discharge from liability to each of the Directors of the company and the Auditor who were in function during the last accounting year.

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 resolutions:

- a) Renewal of the authorization granted to the Board of Directors in article 8bis, paragraph 1 of the statutes, i.e.: According to article 620, section 1, paragraphs 3 and 4, 1) and 2) of the Belgian Code of Companies, the Board of Directors is authorized, without any other decision of the General Meeting, within the limits of the law and for a period of three years from the date of publication in the Appendices of the Belgian National Organ of the modification of the articles of association decided upon by the Extraordinary General Meeting of May 19, 2009, to purchase, exchange and/or to transfer on the Stock Exchange or in any other way the company's own shares so as to avoid a serious and imminent damage."*
- b) Renewal of the authorization granted to the Board of Directors in article 8bis, paragraph 2 of the statutes, i.e.: the extraordinary general meeting of May 19, 2009 (or June 12, 2009 if the attendance quorum is not reached at the first general meeting), authorized the board of directors to acquire up to 20% of the outstanding shares of the company at a minimum unit price of EUR 1 and at a maximum unit price not higher than 20% above the highest closing stock market price of the company's shares on Euronext Brussels during the 20 trading days preceding such acquisition. Such authorization has been granted for a period of 5 years as from the day of the publication in the Appendices of the Official Belgian Gazette of the decision of the Extraordinary General Meeting of May 19, 2009 (or June 12, 2009 if the attendance quorum is not reached at the first general meeting) and extends to the acquisition of shares of the company by its direct subsidiaries, as such subsidiaries are defined by legal provisions on acquisition of shares of the parent company by its subsidiaries.*
- c) Modification of the statutes to include these changes.*
- d) Powers to be conferred to the Board of Directors for implementation of the resolutions passed:*
 - *determine the accurate 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" and 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 resolution:

According to the share buy-back program which has been confirmed in 2008, cancellation of 250,000 shares without nominal value to have a new total of 13,625,000 shares.

3. Issuance of warrants.

Proposed resolutions:

- a) *Report of BDO Atrio, Réviseurs d'Entreprises Soc. Civ. SCRL, statutory auditor, and special report of the Board of Directors established in application of the articles 583, section 1, and 596 of the Belgian Code of Companies, explaining the object and the detailed justification of the proposition of issuance of warrants with suppression of preferential subscription rights of shareholders.*
- b) *Issuance of 200,000 warrants according to the hereafter mentioned conditions, giving the right to the holders to subscribe to an equivalent number of ordinary shares of the Company.*
- c) *Suppression of the preferential right of the existing shareholders in favor of the persons designated hereafter.*
- d) *Conditions of issuance of warrants:*
 - NUMBER OF WARRANTS TO BE ISSUED: 200,000
 - SUBSCRIPTION: *the warrants are subscribed at the time of the issuance by EVS Broadcast Equipment S.A. The latter must be given back to the beneficiaries as designated below.*
 - BENEFICIARIES: *employees or every person linked with a contract with EVS Broadcast Equipment.*
 - ISSUANCE PRICE OF THE WARRANTS: *free or not, under the conditions to be determined by the Board of Directors.*
 - EXERCISE PRICE OF THE WARRANTS: *share price of the underlying stock the day before the grant, or the average of the last 30 closing prices.*
 - EXERCISE PERIOD: *warrants can only be exercised as from the fourth civil year following the grant date, within the limit of the Corporate Governance Charter.*
 - TRANSFERABILITY OF THE WARRANTS: *non transferable, except by hereditary.*
 - ENJOYMENT: *the new shares will have the same rights as the existing shares. The Board of Directors will be able to determine the grant, withholding and exercise conditions of the warrants, either through issuance of new shares or by allocation of existing shares.*
- e) *Modification of the statutes in case of exercise of warrants effectively issued.*
- f) *Power to be conferred to two Directors acting jointly to:*
 - *precise (and possibly a declaration by deed) the exact number of warrants to be issued, the final subscription price of shares, the subscription periods, the procedures for adjusting the rights of the warrants in case of transactions on the capital;*
 - *make a declaration by deed of the achievement of capital increases and changes in statutes resulting from it;*
 - *execute the resolutions to be taken following the above mentioned objects;*
 - *for all above mentioned, sign all conventions and generally do what is necessary.*

4. Notifications of major holdings.

Proposed resolution:

Following the entry into force of the Law of May 2, 2007 on disclosure of major holdings in issuers whose shares are admitted to trading on a regulated market and laying down miscellaneous provisions, the General Meeting resolves to amend the article 9 of the statutes as follows:

The last paragraph is replaced by the following: *“The above-mentioned provisions are ruled by the Law of May 2, 2007 on disclosure of major holdings in issuers whose shares are admitted to trading on a regulated market.”*

5. Committees of the Board of Directors.

Proposed resolution:

In accordance with the Law of December 17, 2008 concerning the establishment of an audit committee in listed companies and financial institutions, the General Meeting resolves to replace the article 15 of the statutes by the following article: “*The Board of Directors can establish one or more committees to help him in his tasks. The Board will set up at least*

- *An audit committee, whose composition and missions are ruled by law or by the board of directors*
- *A compensation committee, whose composition and missions are determined by law or by the Board of Directors.”*

6. Proxies

Proposed resolution:

Addition to the article 22 of the statutes: “*The Board of Directors may request proxies, potentially co-signed by a custodian or sub-custodian, be signed by the final economical beneficiary in order to exercise his rights.”*

As stated in Article 21 of the Statutes of the company, shareholders who wish to attend this General Meetings are asked to deposit their shares and any proxies no later than the fifth business day prior to the meeting, ie. **Tuesday May 12, 2009 at midnight** at the **ING** bank (Securities Department: +32 2 738 2761 or +32 2 738 8023). Holders of shares on a securities account must provide a declaration of their approved financial establishment or liquidation body, within the same timeframe and place as mentioned here above, that testifies those shares are locked-up until May 19, 2009 at noon for the equivalent number of shares they would like to declare to the meeting. For each meeting, the bank shall give a distinct receipt that the shareholder or its representative shall remit to the Chairman of the meeting in order to be allowed to attend that meeting. Proxies which are not signed by the final beneficial owner shall not be accepted. Proxies signed by a custodian or sub-custodian must accompanied by another proxy, duly signed by that final beneficial owner, allowing him to exercise the attached rights.

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., Liege Science Park, rue Bois Saint-Jean 16, B-4102 Ougrée-Liège or by e-mail to corpcom@evs.tv .

In case the 50% quorum for the Extraordinary Shareholders Meeting is not reached for the first meeting, another meeting must be convened and held, which may then, regardless of the capital represented, adopt resolutions by a simple majority of the votes represented and validly cast. If a second Meeting must be invited, it shall be rescheduled to next **Friday June 12, 2009 at 11.00am**.

The Board of Directors
Liège, April 3, 2009

EVS GENERAL MEETING OF MAY 19, 2009 PROXY & VOTING 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 May 19, 2009 at 11:00 am.**

THE UNDERSIGNED: *

.....

Holder, economical and final beneficiary of shares in the public limited company "SA EVS BROADCAST EQUIPMENT", whose registered office is at 4102 Ougrée (Liège), rue Bois St-Jean 16, Belgium, 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 Ordinary and Extraordinary General Meetings of shareholders of the aforesaid company, to be held as stated here above with the joint agenda.

Agenda of the Ordinary General Meeting:	Yes	No	Abstain
1. Annual report			
2. Auditor's reports			
3. Approval of the 2008 accounts and profit allocation			
4. Discharge from liability to Directors and the Auditors.			
Agenda of the Extraordinary General Meeting:			
1. Own shares buy back authorization			
2. Cancellation of 250,000 own shares			
3. Issuance of 200,000 new warrants			
4. Notifications of major holdings			
5. Committees of the Board of Directors			
6. Proxies			

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 and 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, the agent may take part in the new Meeting with the same agenda and within the voting limits which have been set in this proxy. In that case, I shall have to lock-up my shares through ING accordingly for a 5 days period prior to the meeting determined by the Board of Directors.

Done at

On

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

** Legal entities must specify the name, first name and title of the natural person(s) who signs this letter on their behalf. Owners of bearer shares or registered shares intending to vote by mail must also have completed the formalities described in the invitation*

¹ For appointment [Tr.]