



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*

## **INVITATION TO THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors invites the shareholders to an Extraordinary General Meeting to be held in the company's head office at 16, rue Bois St-Jean, B-4102 Ougrée (Liège), on **Friday November 28, 2008, at 11:45 am.**

### **Agenda:**

(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. Proposal of merger by absorption of the private limited company “D.W.E.S.A.B. Engineering BVBA”**, with its headquarters in 1090 Jette, Avenue Charles Woeste 156, according to which all the assets of the acquired company - including its rights and obligations -- will be transferred to the absorbing company. Shareholders of EVS have the opportunity to obtain a free of charge copy of the merger proposal.

*Proposed resolution: Reading and approval of the merger proposal*

**2. According to the merger proposal** aforementioned, execution of the operation that is **assimilated to the merger by absorption by EVS Broadcast Equipment SA of the private limited company “D.W.E.S.A.B. Engineering”**, by transfer to EVS Broadcast Equipment SA, already holding all the shares of the company being absorbed on basis of a situation as of 30/09/2008, of all assets and liabilities of the absorbed company, nothing being excepted or reserved, - including its rights and obligations even intuitu-personae -, as a result of the dissolution without liquidation of the absorbed company. All operations conducted by the absorbed company since October 1, 2008 will be considered concluded, in terms of accounts, on behalf of the absorbing company.

*Proposed resolution: Approval of the operation that is assimilated to the merger pursuant to the merger proposal. This transfer does not give rise to any allocation of shares, all shares of the absorbed company being held by the absorbing company.*

**3. Determination of the transfer conditions.**

*Proposed resolution: The transfer takes effect from October 1, 2008 and includes all the assets and liabilities of the absorbed company, all tangible and intangible assets. The absorbing company, the transferee, is subrogated to all rights and obligations of the absorbed company.*

**4. Recognition of the effective implementation of the merger** and the final dissolution of the absorbed company.

*Proposed resolution:* Following the decision concurring in the company involved in the merger, the operation that is assimilated to the merger of these companies is achieved, and consequently, the private limited company "D.W.E.S.A.B. ENGINEERING", absorbed company, ceases to exist and all assets and liabilities of the absorbed company are transferred to the absorbing company.

**5. Powers** to be granted:

- to the Board of Directors, with power to sub-delegate, to implement the decisions taken by the meeting, and

- one or more representatives with the possibility to sub-delegate, to complete the formalities necessary to change (remove) the registration of the company with all administrations, as well as perform all acts, make any statements, and sign all acts, documents and annexes in implementation of those decisions, and generally do everything necessary or useful in connection with the operation that is assimilated to the merger abovementioned.

*Proposed resolution:* The approval, by the shareholders of the absorbing company, of the first annual accounts to be established after the merger will give the discharge of liability of the manager of absorbed company. Delegation of authority for the implementation of resolutions taken.

**6. Varia.**

As stated in Article 21 of the Statutes of the company, shareholders who wish to attend this Extraordinary General Meeting are asked to deposit their shares and any proxies no later than the fifth business day prior to the meeting, ie. **Monday November 24, 2008 at midnight** at the **ING** bank (Securities Department: +32 2 738 2112 or +32 2 738 2115). 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 November 28, 2008 at 12.45 pm 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.

*The merger proposal, the annual accounts of the last three fiscal years of the absorbing company and the absorbed company, the annual reports of the last three fiscal years of the absorbing company and the absorbed company, the reports of the Statutory Auditor of the absorbing company for the last three fiscal years, the accounts at September 30, 2008 and the proxy are available at head office and can be obtained by writing to EVS Broadcast Equipment SA, Jacques Galloy, Chief Financial Officer, Liege Science Park, rue Bois Saint-Jean 16, B-4102 Liege-Ougrée or by e-mail to [corpcom@evs.tv](mailto: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, validly cast. If a second Meeting must be invited, it shall be rescheduled to next **Wednesday December 24, 2008 at 11.00am**.

The Board of Directors  
Liège, October 24, 2008

# EVS GENERAL MEETING NOVEMBER 28, 2008 PROXY & VOTE FORM

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

At the **Extraordinary 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 **Friday November 28, 2008 at 11:45 am.**

THE UNDERSIGNED: \* .....

Holder, economical and end-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, 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 Extraordinary General Meeting of shareholders of the aforesaid company, to be held as stated hereabove with the joint agenda.

<b>Agenda of the <u>Extraordinary General Meeting</u> :</b>	<b>Yes</b>	<b>No</b>	<b>Abstain</b>
<b>1. Proposal of merger by absorption of D.W.E.S.A.B. Engineering</b>			
<b>2. Merger</b>			
<b>3. Transfer conditions</b>			
<b>4. Recognition of the effective implementation of the merger</b>			
<b>5. Powers</b>			
<b>6. Varia</b>			

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, 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 accordingly for a period prior to the meeting determined by the Board of Directors.

Done at .....  
On .....

*\* 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.*

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

<sup>1</sup> For appointment [Tr.]