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<http://www.evs-global.com>

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

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

Since the Extraordinary General Meeting of Shareholders called for May 19, 2009 did not reach the legal quorum of 50%, the Board of Directors invites shareholders to a new Postponed 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 **Friday June 12, 2009, at 11.00 am**, with the following agenda:

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

#### Proposed resolutions:

- b) 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 June 12, 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.”*
- c) 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 June 12, 2009, 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 June 12, 2009 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.*
- d) Modification of the statutes to include these changes.*
- e) 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 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. **Friday June 5, 2009** 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 delay and place as mentioned here above, that testifies those shares are locked-up until June 12, 2009 at noon for the equivalent number of shares they would like to declare to the meeting. The bank shall give a 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 be accompanied by another proxy, duly signed by that final beneficial owner, allowing him to exercise the attached rights. **Please note that following the new deposit of shares, proxies sent for the first Meeting of May 19, 2009 remain valid for this postponed meeting.**

*The different documents are available online on the website [www.evs-global.com](http://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](mailto:corpcom@evs.tv).*

The Board of Directors.  
Liège, May 19, 2009

# EVS EXTRAORDINARY GENERAL MEETING- JUNE 12, 2009 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 June 12, 2009 at 11.00 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 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:

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.....

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 joined.

<b>Agenda of the <u>Extraordinary General Meeting</u>:</b>	<b>Yes</b>	<b>No</b>	<b>Abstain</b>
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.

Done at  
On

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

*\* 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*

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