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

## **NOTICE OF AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors convenes the shareholders to an Extraordinary General Meeting of shareholders to be held at the company's registered offices at 16, rue Bois St-Jean, B-4102 Seraing (Liège), on **Thursday November 17, 2011, at 11:00 a.m.**

### **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 convened and held on Monday, December 5, 2011, with the same agenda).

- 1. Amendments to the Articles of Association with the view to making them consistent with the law of December 20, 2010 regarding the exercise of certain rights of shareholders of listed companies:**

### **Proposed resolution:**

**The articles 20 to 25bis are amended to henceforth read as follows:**

#### **Article twenty.**

§1. The general meeting, regularly composed, represents all the shareholders.

Its powers are those determined by law and by the present Articles of Association.

The annual general meeting of the shareholders is automatically held on the third Tuesday of the month of May at eleven a.m.

If that day is a statutory holiday, the annual general meeting is held on the next following working day, at the same hour.

An extraordinary general meeting is held each time the company's interest so requires. It must be convened at the request of one or several shareholders holding one tenth of the share capital.

The general meetings, both annual and extraordinary, are held at the registered offices or at any other place mentioned in the notice of the meeting.

§2. Except as otherwise provided by law, notices of meetings of shareholders include the items legally required by article 533bis of the Company code and are made public at least thirty days prior to the date of the meeting in the Belgian State Gazette, in at least one newspaper having a national reach as well as in media through which an efficient communication of the information in the European economic area may be expected and which are accessible swiftly and without discrimination.

Notices of meetings of shareholders are made at least thirty days prior to the date of the meeting to the holders of shares, bonds and warrants in registered form, to the directors and to the statutory auditors. This notification is made by ordinary letter, unless the addressees have expressly accepted in writing and individually to receive the notice by

another means of communication. The effective completion of this formality does not need to be evidenced.

If a new notice is necessary because the required quorum for the first convened meeting is not met and provided that the first notice satisfied the conditions set forth in the first alinea of this paragraph, that the date of the second meeting was stated in the first notice and that the agenda does not include any new item, the timeframe referred to in the first alinea of this paragraph may be shortened to seventeen days prior to the meeting.

§3. One or several shareholders representing together at least 3% of the share capital of the company may request that items be put on the agenda of the meeting of shareholders and submit proposals of resolutions regarding items put or to be put on the agenda. These requests must comply with the requirements set forth at article 533ter of the Company code. The admissibility of the items to review and of the proposals of resolutions further to the present article is subject to the registration, in accordance with article 21 of the present Articles of Association, of the relevant portion of the share capital of the company. The company makes public, in accordance with articles 533, § 2, of the Company code, an agenda supplemented with the additional items to be reviewed and the corresponding proposals of resolutions and/or the proposals of resolutions which would have been submitted on their own, at the latest the fifteenth day prior to the date of the meeting of shareholders. Simultaneously, the company makes available to the shareholders, on its Internet website, the forms which may be used for purposes of voting by proxy and, if applicable, of voting by correspondence, supplemented with the additional items to be reviewed and the corresponding proposals of resolutions and/or the proposals of resolutions which would have been submitted on their own.

§4. Any person who attends or is represented at a meeting of shareholders is deemed to have been validly convened. Any person who is prevented from attending a meeting of shareholders may, before or after said meeting, waive all rights it could assert from the absence or invalidity of a notice.

#### Article twenty-one.

§1. The right to attend a meeting of shareholders and to vote is subject to the registration of the shares in the name of the shareholder the fourteenth day preceding the meeting of shareholders, at midnight (Belgian time) (hereinafter, the registration date), by their registration on the register of the shares in registered form of the company, by their registration in the accounts of a licensed accountholder or of a settlement institution or by depositing the shares in bearer form with a financial intermediary (until December 15, 2011), without taking into account the number of shares held by the shareholder on the date of the meeting of shareholders.

The owners of shares in book-entry form who wish to attend the meeting of shareholders must provide a statement issued by their financial intermediary or licensed accountholder certifying the number of shares in book-entry form registered in the name of the shareholder in its accounts on the registration date and for which the shareholder wishes to attend to the meeting of shareholders. The statement must be filed at the registered offices of the company or with the institutions identified in the notices of the meetings of shareholders, at the latest on the sixth day prior to the date of the meeting..

The owners of shares in bearer form (until December 15, 2011) who wish to attend the meeting of shareholders must provide a statement issued by their financial intermediary or licensed accountholder certifying the number of shares in bearer form deposited on the registration date and for which the shareholder wishes to attend to the meeting of shareholders. The deposit must be made at the registered offices of the company or with the institutions identified in the notices of the meetings of shareholders, at the latest on the sixth day prior to the date of the meeting.

The owners of shares in registered form who wish to attend the meeting of shareholders must inform their intention to the company, by registered letter with acknowledgment of receipt or by electronic courier with acknowledgment of receipt, at the

address specified in the notice of the meeting of shareholders, sent at the latest on the sixth day prior to the date of the meeting.

The bondholders may attend the meeting of shareholders but in an advisory capacity only, provided that the formalities described in the preceding two alineas of this paragraph have been complied with.

§2. A register drawn up by the Board of Directors specifies, for each shareholder who expressed his wish to attend the meeting of shareholders, its name or corporate name and address or registered offices, the number of shares held on the registration date and for which he declared his wish to attend the meeting of shareholders as well as a description of the documentation evidencing the holding of shares on the registration date.

#### Article twenty-two.

Each shareholder may be represented at the meeting of shareholders by a proxy, shareholder or not.

The spouses are entitled to represent each other.

The proxy must be given in writing or in electronic form, be duly signed by the shareholder (or, if the shareholder is not the final effective economic beneficiary, by the final effective economic beneficiary) possibly by way of an advanced electronic signature within the meaning of article 4, § 4 of the law of July 9, 2001 regarding certain rules related to the legal framework of electronic signatures and the certification services or by a means of electronic signature which satisfies the conditions set forth in article 1322 of the Civil code, and be received by the company at the location specified in the notice of the meeting at the latest the sixth day preceding the meeting. Any proxy not signed by the final effective economic beneficiary shall be deemed invalid.

The shareholder may appoint in relation to a given meeting of shareholders only one person as proxy, except as otherwise provided in the Company code.

The notice of the meeting of shareholders may determine a specific form of proxy.

#### Article twenty-three.

The meeting of shareholders is chaired by the Chairman of the Board of Directors, or in his absence, by the oldest director.

The Chairman appoints the secretary and the meeting of shareholders appoints one or two tellers.

For each resolution, the minutes specify the number of shares for which votes have been validly cast, the fraction of the share capital represented by these votes, the total number of votes validly cast, the number of votes cast for or against each resolution and, if applicable, the number of abstentions.

The minutes of meetings of shareholders are signed by the officers of the meeting and by the shareholders who so wish. Extracts of the minutes to be delivered to third parties are signed by the Chairman or by two directors.

#### Article twenty-four.

Each share carries one voting right.

#### Article twenty-five.

Except in the cases where other conditions of quorum or majority are required by law, the meeting of shareholders is regularly composed and deliberates validly regardless of the number of shares represented. The resolutions are adopted by a simple majority of the votes cast without taking the abstentions into account.

#### Article twenty-five bis. - Right to ask questions

Upon publication of the notice of the meeting of shareholders, the shareholders who satisfy the formalities of article 21 of the present Articles of Association have the right, to the extent the communication of data or facts would not be detrimental to the commercial

interests of the company or to the confidentiality undertakings entered into by the company, its directors or statutory auditors, to ask written questions to the directors in relation to the annual management report or items of the agenda as well as to the statutory auditors in relation to their report. Any written question must be sent to the company by registered letter with acknowledgment of receipt or by electronic courier at the address specified in the notice of the meeting of shareholders and be received by the company at the latest six days prior to the relevant meeting.

## **2. Buyback of own shares (article 8 bis of the Articles of Association):**

### Proposed resolutions:

- a) *Renewal of the authorization granted to the Board of Directors in article 8bis, paragraph 1 of the Articles of Association, i.e.: According to article 620, section 1, paragraphs 3 and 4, 1) and 2) of the Company code, 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 Annexes to the Belgian State Gazette of the modification of the articles of association decided upon by the Extraordinary General Meeting of November 17, 2011 or, in case of report, on December 5, 2011, 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 Articles of Association, i.e.: the extraordinary general meeting of November 17, 2011 or, in case of report, December 5, 2011, 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 is granted for a period of 5 years as from the day of the publication in the Annexes to the Belgian State Gazette of the decision of the Extraordinary General Meeting of November 17, 2011 or, in case of report, December 5, 2011, 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) *Amendment to the Articles of Association to reflect these changes.*
- d) *Powers to be conferred to the Board of Directors for the implementation of the resolutions passed:*
  - *determine the effective 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 period;*
  - *if applicable, cancel physically own shares and communicate the list thereof to the clerk of the commercial court and convene shareholders to an Extraordinary General Meeting with the view to reducing the share capital;*
  - *and, overall, fulfill all concrete, administrative, accounting and legal tasks in relation to these transactions.*

## **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 drawn up in application of the articles 583, 596 and 598 of the Company Code, 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 350,000 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 NOMINATIVE WARRANTS TO BE ISSUED: 350,000  
SUBSCRIPTION: *the warrants are subscribed at the time of the issuance by EVS Broadcast Equipment S.A. The latter, through its Board of Directors, must grant them exclusively to the beneficiaries identified below.*  
BENEFICIARIES: *employees of EVS Broadcast Equipment and its subsidiaries, as well as to the following persons who are directors, regular service providers or who are otherwise directly or indirectly bound by contract with the EVS group: ACCES DIRECT S.A., Pierre Rion, Francis Bodson, Michel Counson, GALLOCAM S.P.R.L., Jacques Galloy, Christian Raskin, Yves Trouveroy, Jean Dumbruch, Jean-Pierre Pironnet, DWESAM ENGINEERING B.V.B.A., IDOINE S.P.R.L., OB-Servers Ltd, P&P S.A., SGD Broadcast Media Ltd, SWART B.V., EFFICIA CONSULTING GROUP S.P.R.L., SCHOREY B.V.B.A., SIMPLE AS IT S.P.R.L., BVE BROADCAST FUSION INC., BOLLE B.V.B.A., Manuel Alejandro Rios Ceron, Enrico Ganassin, Benoit Dubuisson, Pavel Putilin, Dylan Cameron, Steve Wakeford.*  
ISSUANCE PRICE OF THE WARRANTS: *free or not, under the conditions to be determined by the Board of Directors.*  
EXERCISE PRICE OF THE WARRANTS: *at least the average share price of the last 30 closing prices preceding the day of the offer.*  
EXERCISE PERIOD: *warrants can only be exercised as from the fourth civil year following the grant date, within the limits of the Corporate Governance Charter, subject to derogations by the Board of Directors.*  
TRANSFERABILITY OF THE WARRANTS: *non transferable, except by hereditary.*  
RIGHTS: *the new shares will have the same rights as the existing shares.*  
GRANT CONDITIONS: *the Board of Directors will be able to determine the grant, retention and exercise conditions of the warrants, either through issuance of new shares or by allocation of existing shares.*
- e) *Amendments to the Articles of Association in case of exercise of warrants effectively granted, if that exercise results in new share issuance (instead of allocation of existing shares).*
- 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 completion of capital increases and changes in the Articles of Association resulting therefrom;*  
- *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. Amendments to the Articles of Association in order to anticipate in a global and definitive way the dematerialization of the bearer shares**

As the sheet of coupons will be exhausted following the payment of coupon Nr 12 on June 1, 2011, it is proposed to automatically convert effective as of December 15, 2011 all shares of the company in bearer form which would not have yet been registered as shares in book entry-form on securities accounts into shares in book-entry form, coupon Nr 1 and following attached.

##### Proposed resolution:

*Proposition to replace the current article by the following text:*

1. The share capital amounts to EIGHT MILLION THREE HUNDRED AND FORTY TWO THOUSAND FOUR HUNDRED AND SEVENTY NINE EUR (8,342,479 EUR) represented by thirteen million six hundred and twenty five thousand (13,625,000) shares without nominal

value, each representing one/thirteen million six hundred and twenty five thousand (1/13,625,000) of the share capital.

2. The shares shall remain registered shares until they are fully paid up. The fully paid up shares and other securities of the company are in the registered, bearer (until December 15, 2011 at the latest) or book-entry form, according to legal limitations. Each holder is entitled to request, at any time and at his own expense, the conversion of his/her securities into registered or book-entry securities. The book-entry security is represented by a registration in the account of its owner or holder with a licensed account holder or settlement institution. A register for each class of securities in registered form is held at the registered offices. Any holder of securities may consult the register relating to his/her securities.

3. The bearer securities (including but not limited to the “shares”) of the company, already issued and registered on a securities account by January 1, 2008, shall exist in book-entry form as from such date. Without prejudice to Article 5.4 below, the other bearer securities shall also be automatically converted into book-entry securities as and when they are registered on a securities account as from January 1, 2008.

4. The securities in bearer form issued by the company which would not have yet been registered on a securities account will automatically be converted in book-entry securities as of December 15, 2011. The Board of Directors is authorized, within the limitations prescribed by law, to determine the conditions for said conversion of bearer securities which would not yet have been registered on a securities account into book-entry and/or registered securities.

*Proposal to replace the current text of Article 10.4 by the following text:*

« 4. The bearer securities of the company, already issued and registered on a securities account by January 1, 2008, shall exist in book-entry form as from such date. The other bearer securities shall also be automatically converted into book-entry securities as from their registration on a securities account as from January 1, 2008. As from the same date, the company may issue securities only in the registered form or in the book-entry form. The securities in bearer form issued by the company which would not have yet been registered on a securities account will automatically be converted in book-entry securities as of December 15, 2011. »

#### **5. Amendment to the article 13 of the Articles of Association on the organization of the meetings of the Board of Directors**

Proposed resolution:

*Replace the alinea 2 by: “The notice of the meeting is sent to the directors by letter or email, at least five days before the date of the meeting. The agenda is included therein. In the event an urgent decision has to be made and if two third of the Directors agree, it may be departed from these conditions of time and form. »*

#### **6. Amendment to the Articles of Association to reflect the change of name of the markets authority**

Proposed resolution:

*Replace, in the articles 6 and 9 of the Articles of Association, the terms “Commission Bancaire, Financière et des Assurances” (Banking, Finance and Insurance Commission)” by the terms “Autorité des services et marchés financiers (Financial Services and Markets Authority).*

#### **7. Renumbering of the articles of the Articles of Association so amended with the view to eliminating the « bis » and « ter », the Articles of Association so amended and renumbered forming the new coordinated Articles of Association**

Proposed resolution:

*Renumbering of the articles of the Articles of Association so amended with the view to eliminating the « bis » and « ter », the Articles of Association so amended and renumbered forming the new coordinated Articles of Association.*

## **8. Resignation of a director**

### Proposed resolution:

*The meeting acknowledges the resignation of Mr. L'Hoest in his capacity of director as from September 23, 2011.*

## **9. Delegation of powers**

### Proposed resolution:

The meeting grants all powers:

- to the Board of Directors for purposes of the implementation of the above resolutions;
- to the acting notary for purposes of fulfilling all filing formalities prescribed by the law.

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## **Admission Requirements**

As stated in Article 21 of the Articles of Association of the company, shareholders who wish to attend this Extraordinary General Meeting are requested to deposit their shares and any proxies no later than the fifth business day prior to the meeting, i.e. **Thursday November 10, 2011** 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 licensed financial intermediary or settlement institution, within the same timeframe and place as mentioned here above, that certifies those shares are locked-up until November 17, 2011 at 01.00 pm CET for the equivalent number of shares they would like to attend the 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. **In accordance with the article 22 of the Articles of Associations, 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.**

*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).*

In case the 50% quorum for the Extraordinary Shareholders Meeting is not satisfied 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 Extraordinary General Meeting must be convened and held, it shall be rescheduled to next **Monday December 5, 2011 at 11.00 a.m.**

The Board of Directors  
Liège, October 10, 2011

# EVS EXTRAORDINARY GENERAL MEETING OF NOVEMBER 17, 2011 - PROXY & VOTING 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, rue Bois Saint-Jean, 16, to be held on **Thursday May 17, 2011 at 11:00 am.**

THE UNDERSIGNED: \* .....

Holder, economical and final beneficiary of ..... shares in the public limited company "SA EVS BROADCAST EQUIPMENT", whose registered offices are at 4102 Seraing, 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 Extraordinary General Meeting of shareholders of the aforesaid company, to be held as stated here above with the following agenda.

<b>Agenda of the Extraordinary General Meeting:</b>	<b>Yes</b>	<b>No</b>	<b>Abstain</b>
1. Amendments to the Articles of Association with the view to making them consistent with the law of December 20, 2010 regarding the exercise of certain rights of shareholders of listed companies	N/A	N/A	N/A
<i>1.a. Amendment to the article 20 of the Articles of Association</i>			
<i>1.b. Amendment to the article 21 of the Articles of Association</i>			
<i>1.c. Amendment to the article 22 of the Articles of Association</i>			
<i>1.d. Amendment to the article 23 of the Articles of Association</i>			
<i>1.e. Amendment to the article 24 of the Articles of Association</i>			
<i>1.f. Amendment to the article 25 of the Articles of Association</i>			
<i>1.g. Amendment to the article 25bis of the Articles of Association</i>			
2. Authorization to buy back own shares			
3. Issuance of warrants			
4. Amendment to the Articles of Association to anticipate in a global and definitive way the dematerialization of the bearer shares			
5. Amendment to the article 13 of the Articles of Association on the organization of the meetings of the Board of Directors			
6. Amendment to the Articles of Association to reflect the change of name of the markets authority			
7. Renumbering of the articles of the Articles of Association so amended with the view to eliminating the « bis » and « ter »			
8. Resignation of a director			
9. Delegation of powers for the implementation of the resolutions			

The proxy 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 50% quorum for the Extraordinary Shareholders Meeting is not satisfied, another meeting must be convened and held, to assist to a new meeting with the same agenda, within the limits of this same proxy. In this case, I will have to block my shares a second time with ING, for a period of 5 business days before the meeting.

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.]