



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

## INVITATION TO THE ORDINARY GENERAL MEETING

The Board of Directors invites the shareholders to the Ordinary General Meeting on **Tuesday May 17, 2016, at 11:00 am**, in the company's head office at 13, rue Bois St-Jean, B-4102 Seraing.

### Agenda:

1. **Review of the combined report** of the Board of Directors for both the Statutory and Consolidated annual accounts for the accounting year ended on December 31, 2015, including **the corporate governance statement**.
2. **Presentation of the Remuneration Report of the fiscal year 2015.**  
*Proposed decision: the meeting approves the 2015 Remuneration Report.*
3. **Review of the reports of the Statutory Auditor** for the Statutory and Consolidated annual accounts for the accounting year ended on December 31, 2015.
4. **Review of the 2015 Statutory and Consolidated annual accounts, approval of the Statutory annual accounts and the allocation of the result for the accounting year ended on December 31, 2015.**  
*Proposed decision: the meeting approves the statutory accounts for the fiscal year ended on December 31, 2015 and the allocation of the net profit of EUR 33,128 thousand as follows:*
  - **transfer** of EUR 19,168 thousand to available reserves;
  - **pay-out of a gross dividend of EUR 1.00 per share (i.e. a total of EUR 13,500 thousand), including EUR 0.50 of interim dividend paid-out last November 25, 2015 (dematerialized coupon #21, ISIN code BE0003820371). This translates into a final gross dividend of EUR 0.50 (i.e. a total of EUR 6,753 thousand) per share payable at ING Bank, except for own shares held by EVS at the ex-date, i.e. May 24, 2016 (coupon #22, ISIN code BE0003820371). The payment date is May 26, 2016;**
  - **communication of an employees' profit sharing plan** ("plan de participation bénéficiaire") to the Assembly. Approval of the employees profit sharing plan (relating to the allocation of the net profit of the 2015 fiscal year) 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, 2016: distribution of **37 shares (net)** of EVS BROADCAST EQUIPMENT S.A. (dematerialized coupon #22 attached), in proportion to their effective (or assimilated) time of occupation in 2015. This plan relates to maximum 310 employees.
5. **Granting of discharge from liability to the Directors**  
*Proposed decision: the meeting grants discharge from liability to each of the Directors of the company who were in function during the last accounting year.*

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

## **6. Granting of discharge from liability to the Auditor**

Proposed decision: *the meeting grants discharge from liability to the Auditor who was in function during the last accounting year.*

### Other points:

## **7. Renewal of the mandate of a Director**

Proposed decision:

*The meeting renews the mandate of Michel Counson as Director, for a period of 6 years ending at the Ordinary General Meeting of 2022. The mandate is remunerated according to the rules applied to all the members of the Board of Directors.*

*Michel Counson will keep his mandate of Managing Director during this period.*

## **8. Renewal of the mandate of a Director**

Proposed decision:

*The meeting renews the mandate of Freddy Tacheny as Director, for a period of 1 year ending at the Ordinary General Meeting of 2017, and recognizes his independence according to the article 526ter of the Belgian Code of Companies, as he satisfies to the criteria included in that article. The mandate is remunerated according to the rules applied to all the members of the Board of Directors.*

## **9. Confirmation of the mandate of a Director**

Proposed decision:

*The meeting takes note of the cooptation of Patrick Tillieux on November 10, 2015 as Director, confirms the mandate of Patrick Tillieux as Director for a period of 4 years ending at the Ordinary General Meeting of 2020, and recognizes his independence according to the article 526ter of the Belgian Code of Companies, as he satisfies to the criteria included in that article. The mandate is remunerated according to the rules applied to all the members of the Board of Directors.*

## **10. Appointment of a Director**

Proposed decision:

*The meeting appoints InnoConsult BVBA, permanently represented by Martin De Prycker, as Director, for a period of 4 years ending at the Ordinary General Meeting of 2020, and recognizes his independence according to the article 526ter of the Belgian Code of Companies, as he satisfies to the criteria included in that article. The mandate is remunerated according to the rules applied to all the members of the Board of Directors.*

## **11. Remuneration of the members of the Board of Directors**

Proposed decision:

*The meeting approves the remuneration of the Directors as follows, with effect as of January 1, 2016:*

- Fixed annual remuneration of EUR 20,000 per Director (resp. EUR 40,000 for the Chairman of the Board of Directors), covering up to 6 meetings per year.
- Above 6 meetings, variable fee EUR 1,500 (resp. EUR 1,500) per attendance to a Board meeting for each non-executive Director (resp. the non-executive Chairman of the Board).
- Fixed annual remuneration of EUR 2,000 for the Chairman of a Committee.
- Variable fee of EUR 1,000 (resp. EUR 1,000) per attendance to a Committee meeting (Audit, Remuneration or Strategy) for each non-executive Director (resp. the non-executive Chairman of the Committee).

## **12. Mandate of the Statutory Auditor**

Proposition de décision:

*Appointment of Ernst & Young Réviseurs d'entreprises SCCRL (B-00160) Boulevard d'Avroy, 38 - 4000 Liège, Belgium, represented by Mrs Marie-Laure Moreau (A-01729), Réviseur d'Entreprise in Belgium, for a 3 year mandate and for a fixed annual fee of EUR 50,000, excluding VAT.*

## **Admission Requirements**

In order to attend and vote at this meeting, shareholders are asked to comply with Article 536 §2 of the Companies Code and Article 23, §1 of the Articles of Association:

- **The owners of dematerialized shares** must obtain a certificate from an authorized account holder or a settlement institution attesting:
  - to the registration of the shares in the name of the shareholder in the accounts with the authorized account holder or settlement institution on May 3, 2016 at Midnight Belgian time (registration date),
  - to their intention to take part in the General Meeting as well as the number of shares for which they intend to vote (possibly with a proxy),
  - and forward this certificate at the latest by May 11, 2016 at 4:00 p.m. Brussels time to the registered office of the company (by registered letter with acknowledgment of receipt or by electronic courier ([corpcom@evs.com](mailto:corpcom@evs.com)) with acknowledgment of receipt) or to the teller at a branch of ING in Belgium (ING – Issuer Services – Cours Saint Michel 60, 1040 Brussels - +32 2 547 68 02 – [be-lfm.coa.spa@ing.be](mailto:be-lfm.coa.spa@ing.be)).
- **The owners of registered shares** must be enrolled in the register of registered shares on May 3, 2016 at Midnight Belgian time (registration date) and must send a registered letter with acknowledgment of receipt or an electronic courier ([corpcom@evs.com](mailto:corpcom@evs.com)) with acknowledgment of receipt (possibly with a proxy) to the registered office at the latest by May 11, 2016 at 4:00 p.m. Belgian time, indicating their intention to take part in the General Meeting as well as the number of shares for which they intend to vote.

## **New items or proposals for decision**

In accordance with Article 533ter of the Companies Code and with Article 22, §3 of the Articles of Association, one or more shareholders who own at least 3% of the company's share capital may request that items be added to the agenda of the General Meeting and may submit proposals for decision regarding the items added or to be added to the agenda. The request must be accompanied by the text of the items to be discussed and of the proposal for decision relating to them or by the text of the proposals for decision to be added to the agenda and must provide evidence of ownership of the above-mentioned percentage of the share capital and indicate the postal or electronic address to which the company should send an acknowledgment of receipt of the request within forty-eight hours of its receipt. The request should be addressed by post to the registered office to the attention of Yvan Absil, CFO, and must reach the company by April 25, 2016 at the latest. The request may also be sent by fax (+32 4 361 70 89) or by email ([corpcom@evs.com](mailto:corpcom@evs.com)). In both cases, a signed original on paper must reach the company by the aforementioned deadline.

The agenda, completed on the basis of any requests validly submitted, will be published at the latest on May 2, 2016.

Consideration of items to be discussed and proposals for decision is subject to the fulfillment of the admission formalities set out above for at least a 3% share of the share capital.

## **Questions**

Shareholders who have completed the formalities referred to above are invited to submit written questions, as from the publication of this notice, concerning the items on the agenda. Such questions should be sent by registered letter with acknowledgment of receipt or an electronic courier ([corpcom@evs.com](mailto:corpcom@evs.com)) with acknowledgment of receipt. They must reach the company at the latest by May 11, 2015. The shareholders may also ask oral questions on the agenda items during the meeting.

## **Proxy voting**

The appointment of a proxy must be made in writing or by email and be 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.

**Proof of identity and of powers**

In order to take part in the General Meeting, shareholders or holders of other securities as well as proxies must present proof of their identity and the representatives of legal persons must provide a copy of the documents that attest to their identity and powers of representation, in all cases at the latest immediately before the opening of the General Meeting.

**Availability of the documents**

This notice and the other documents relating to this Ordinary General Meeting, including the annual report and the proxy voting forms, are available on the website of the company [www.evs.com](http://www.evs.com). They can also be obtained from EVS Broadcast Equipment S.A., Liege Science Park, rue Bois Saint-Jean 13, B-4102 Seraing or by e-mail to [corpcom@evs.com](mailto:corpcom@evs.com) .

The Board of Directors

# EVS ORDINARY GENERAL MEETING OF MAY 17, 2016 PROXY & VOTING FORM

To be returned by e-mail to: [corpcom@evs.com](mailto:corpcom@evs.com) or by fax to +32 4 361 7089

At the **Ordinary General Meeting** of the public limited company "SA EVS BROADCAST EQUIPMENT", whose registered office is at 4102 Seraing, rue Bois Saint-Jean, 13, to be held on **Tuesday May 17, 2016 at 11:00 am.**

THE UNDERSIGNED <sup>1</sup>: .....

.....

Holder, final effective economic beneficiary of ..... shares in the public limited company "SA EVS BROADCAST EQUIPMENT", whose registered office is at 4102 Seraing, rue Bois St-Jean 13, 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 General Meeting of shareholders of the aforesaid company, to be held as stated here above with the joint agenda.

<b>Agenda:</b>	<b>Yes</b>	<b>No</b>	<b>Abstain</b>
1. Management Report	N/A	N/A	N/A
2. Remuneration Report for 2015			
3. Auditor's reports	N/A	N/A	N/A
4. Approval of the 2015 statutory accounts and profit allocation			
5. Discharge from liability to the Directors			
6. Discharge from liability to the Auditors			
7. Renewal of the mandate of Michel Counson			
8. Renewal of the mandate of Freddy Tacheny			
9. Confirmation of the mandate of Patrick Tillieux			
10. Appointment of InnoConsult BVBA, represented by Martin De Prycker			
11. Approval of the remuneration of the members of the Board of Directors			
12. Mandate of the Statutory Auditor			

The proxy holder 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, sub-delegate and generally do whatever is necessary.

Done in ..... on .....

The signature or signatures must be preceded by the handwritten words "Bon pour pouvoir" ("for appointment")

<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.