



INFORMATION STATEMENT

RELATING TO THE ORDINARY GENERAL MEETING OF MAY 17, 2016

This document is intended to give additional information regarding some resolutions proposed for approval at the Ordinary General Meeting of May 17, 2016.

Points 1 to 6 of the agenda

No specific comment.

The Board of Directors recommends to approve these resolutions.

7. Renewal of the mandate of Michel Counson

Proposed resolution:

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.

The Board of Directors of EVS is aware of the item 4.6 of the 2009 Belgian Code of Governance, which stipulates that the mandate of a Director cannot exceed 4 years. This is the case for all Directors at EVS, with an exception for the Managing Director Michel Counson, for whom the mandate is 6 years. The Board believes that this is justified to ensure the sustainability of the company, given the key role of Michel Counson as CTO Hardware. Michel Counson also owns 879,906 shares (or 6.5%) of EVS capital.

Michel COUNSON (1960): CTO Hardware Design of the company since it was founded in 1994, Michel COUNSON graduated as an Engineer in electronics from the Institut Supérieur Industriel Liégeois in 1982. He started his career as a Hardware Engineer with TECHNIQUES DIGITALES VIDEO S.A. in 1983 before founding his own company, VIDEO SYSTEM ENGINEERING S.P.R.L. in 1986, which used to work in partnership with EVS on numerous projects. The two companies merged in 2000. He manages the Hardware Department.

The Board of Directors recommends to approve this resolution.

8. Renewal of the mandate of Freddy Tacheny

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.

Freddy Tacheny has been appointed as a Board member of EVS in November 2013.

Given his personal future projects, he asked to renew his mandate for a period of one year, until the Ordinary General Meeting of 2017.

Freddy TACHENY (1961): Mr. Tacheny is Managing Director of F. Tacheny SPRL (active in sport and media consulting) and Zelos, company he founded in 2012, active in advising stakeholders in the sport world (federations, clubs and events) and creating economic models to optimize revenues in sport. He started his

career at IP (the advertising arm of RTL Belgium) in 1989, where he became successively Marketing Director and Managing Director in 1999. In 2002, he became General Manager of RTL Belgium, a position he held until his departure of RTL Belgium in 2011. He holds a Master in Business Sciences (ICHEC, Brussels). He is a Director of BMMA (Belgian Marketing and Management Association), of which he was the Chairman during 11 years. He is also the Sport Chairman of the Jules Tacheny circuit in Mettet.

The Board of Directors recommends to approve this resolution.

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.

Patrick Tillieux has been appointed as independent Director in November 2015, under the cooptation procedure. The Board proposes to confirm his mandate.

Patrick TILLIEUX (1957): He is a non-Executive Director in various companies: Euronews (France), PLAY Telecom (Poland), Ceske Radiokomunikace (Czech Republic), Towercom (Slovakia) and Brussels Airport (Belgium). Between 2012 and 2014, he served as Director & CEO of Red Bee Media Ltd. (global broadcast and media services provider, now part of Ericsson), driving and operating a strategic turnaround and a successful financial restructuring of the company. He was Chief Operating Officer and a Member of Executive Board at ProSiebenSat.1 Media AG between 2007 and 2009. From 2001 to 2007, he held various executive functions within the SBS group (CEO of SBS Belgium, CEO of SBS Nederland and lastly CEO of SBS Broadcasting Europe). Before that, he occupied executive functions within different broadcasters, including Eurosport, TF1, RTL Nederland, CANAL+ Holland and CANAL+ Flanders. He holds a M. Sc. in civil engineering and a M. Sc. in industrial administration from the University of Leuven (Belgium).

The Board of Directors recommends to approve this resolution.

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.

Martin De Prycker (1955) has been appointed as Board Observer of EVS in November 2015. The Board now proposes to appoint InnoConsult bvba, permanently represented by Martin De Prycker, for a period of 4 years.

Martin De Prycker (1955): he is Managing Partner at Qbic Fund (an interuniversity fund supporting spin-off companies in Belgium) and Managing Director at Innoconsult (consultancy firm specialized in Innovation Management and ICT solutions). Between 2009 and 2013, he was Founder & CEO of Caliopa (a startup in silicon photonics allowing the transport of hundreds of Gbps on optical fiber). Between 2002 and 2009, he was CEO of Barco (display hardware and software manufacturer based in Belgium). Under his leadership, he focused and made the company grow in markets using displays, and spinning off the non-core product lines. Prior to that, he was CTO and member of the Executive Committee of Alcatel-Lucent. Before becoming CTO of Alcatel-Lucent, he was responsible for establishing Alcatel-Lucent's worldwide market leadership in the broadband access market. He is a member of the Board of Directors of Proximus, Newtec (Belgian company designing, developing and manufacturing equipment and technologies for satellite communications), Anteryon, Track4C and Venture Spirit. Mr De Prycker holds a Ph.D in Computer Sciences, a M.Sc. in Electronics from the University of Ghent, as well as a MBA from the University of Antwerp.

The Board of Directors recommends to approve this resolution.

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).*

The current remuneration scheme of the Board members had been fixed in 2010.

The Board of Directors made an analysis of the current remuneration scheme, based on:

- Reports established by Guberna (Belgian Directors' Institute) in 2012 and 2015, comparing 78 companies listed on Euronext Brussels
- Internal researches comparing 20 companies (Bel20, MidCap and companies from the Broadcast industry)

The conclusion was that the remuneration proposed by EVS for its Board members is not competitive any more. To sustain a further professionalization and strengthening of the Board, the company proposes to adapt the remuneration scheme as from 2016. While it will result in a strong increase of the global amount paid to the members of the Board of Directors, it will still remain below the average remuneration paid by Belgian Midcap companies (sources: Guberna, EVS 2016 estimates based on current Board composition).

The Board of Directors recommends to approve this resolution.

12. Mandate of the Statutory Auditor

Proposition de décision:

Nomination de Ernst & Young Réviseurs d'entreprises SCCRL (B-00160) Boulevard d'Avroy, 38 - 4000 Liège, représenté par Madame Marie-Laure MOREAU (A-01729), Réviseur d'Entreprise Belge, pour un mandat de 3 années pour des honoraires annuels forfaitaires de EUR 50.000 par an et hors TVA.

After three mandates with BDO Réviseurs d'entreprises SCC, the Audit Committee has decided to make a new contest with four different Auditors (including BDO). They have been assessed according to clear criteria. The process results in the proposition to appoint Ernst & Young Réviseurs d'entreprises SCCRL as Statutory Auditor for the next three years.

The Board of Directors recommends to approve this resolution.

For more information, please contact:

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