



EVS BROADCAST EQUIPMENT SA
Liège Science Park
13, rue Bois St-Jean
B- 4102 Seraing - Belgique
Tél. +32 4 361 7000 - Fax +32 4 361 7089
Numéro d'entreprise : 0452.080.178 (RPM Liège)
www.evs.com
(the « Company »)

EXPLANATORY NOTE EXTRAORDINARY GENERAL MEETING OF TUESDAY MAY 17, 2022

Dear Shareholders,

We refer to the **Extraordinary General Meeting** of the Company to be held on May 17, 2022, at 12:00 pm, at the Company's registered office, which will vote on the items of the agenda available on <https://evs.com/en/corporate/corporate-governance/general-meetings>.

For further information on the Extraordinary General Meeting and the applicable formalities, we refer you to the text of the notice of meeting, which you will also find on the Company's website.

The purpose of this note is to explain the following items on the agenda of the Extraordinary General Meeting of the Company:

- 1. Decision to (i) renew the authorisation granted to the Board of Directors to increase the capital up to a maximum amount of EUR 1,600,000 (alternatively, EUR 877,200), excluding issue premium within the framework of article 7:198 and following of the CCA, and to (ii) amend article 7 of the Articles of Association**

This authorization was granted to the Board of Directors for the first time at its incorporation and has since been renewed on several occasions, most recently on December 4, 2017. If not renewed, this authorisation will expire on January 15, 2023. As indicated in the special report of the Board of Directors on the authorized capital dated April 1, 2022 and available on <https://evs.com/en/corporate/corporate-governance/general-meetings>, this authorization is essential to provide the Company with flexibility and speed, which may be useful or opportune in the context of financing acquisitions or any other new investments that are in line with its strategy and creating value for the shareholders (while remaining independent of the major financial institutions).

The Board of Directors is of the opinion that the first proposal maintaining the current conditions of the authorization granted to the Board of Directors for the use of authorized capital, i.e. up to a maximum amount of EUR 1,600,000, excluding issue premium, is the most optimal proposal to support the Company's strategy. The Board of Directors has however also provided for an alternative proposal (EUR 877,200) in the event this first proposal does not obtain the required majority.

This authorisation would be renewed for a period of 5 years as from the publication in the Appendices of the Belgian Official Gazette of the decision of the Extraordinary General Meeting.

- 2. Decision notably in the context of share buy back plans (i) to renew the authorisation granted to the Board of Directors to acquire and dispose of the Company's shares up to a maximum of 20% (alternatively, 10%), (ii) to grant an authorisation to the Board of Directors to dispose of own shares to one or more specific persons other than members of the personnel of the Company or its subsidiaries, (iii) to grant an authorisation to the Board of Directors to acquire and dispose of own shares without a prior decision of the General Meeting, when such acquisition is necessary to avoid serious and imminent damage to the Company, and (iv) to amend Article 10 of the Articles of Association**

The authorization referred to in (i) above was granted to the Board of Directors for the first time in 1997 and has since then been renewed on several occasions, most recently on December 4, 2017. If not renewed, this authorisation will expire on January 15, 2023. As indicated in the notice convening the meeting, this authorization is essential in particular to provide the Company with the ability to launch and pursue share buy back plans as it has done in the past.

The Board of Directors believes that the first proposal, which is the proposal to increase its acquisition capabilities from 10% to 20% of the Company's issued shares is the most optimal proposal to support the Company's strategy. The Board of Directors has however also provided for an alternative proposal (up to 10% of the issued shares) in the event this first proposal does not receive the required majority. For your information, the Company currently holds 6.5% of the issued shares of the Company.

The authorization referred to in (i) above would be renewed for a period of 5 years as from the publication in the Appendices of the Belgian Official Gazette of the decision of the Extraordinary General Meeting.

On the other hand, the authorization referred to in (iii) above would be for a period of 3 years as from the publication in the Appendices of the Belgian Official Gazette of the decision of the Extraordinary General Meeting.

3. Proposal to issue a maximum of 250,000 subscription rights with the possibility for the Board of Directors to allocate existing shares (treasury shares) or new shares in case of exercise ("Warrants") with cancellation of the shareholders' preferential subscription right.

As indicated in the special report of the Board of Directors of April 1, 2022 and available on <https://evs.com/en/corporate/corporate-governance/general-meetings>, the Company has set up a Warrant program for certain key managers and employees of the Company since 1999 in order to ensure their loyalty and participation in the results of the Company. In order to allow the Company to continue this approach, which is essential to its success, the Board of Directors requests the Shareholders to approve the above-mentioned proposed issue of 250,000 Warrants, which is based on similar terms and conditions as the previous issues, it being understood that the Warrants will only be exercisable as of the fourth calendar year following the date of grant.

For the Board of Directors