



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 16, 2023

Dear Shareholders,

We refer to the **Extraordinary General Meeting** of the Company to be held on May 16, 2023, 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. Proposal to authorize 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 CAC**

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, and has expired on January 15, 2023. As indicated in the special report of the Board of Directors on the authorized capital dated March 31, 2023 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 authorization 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. 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 March 31, 2023 and available on <https://evs.com/en/corporate/corporate-governance/general-meetings>, the Company has set up a Warrant program for certain key beneficiaries 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. Please also note that EVS is gradually introducing an updated warrant/stock option-based LTI for the Executive Management to attract, retain and reward the Executive Management by aligning the LTI on performance criteria and multi-

year objectives. Please refer for more details our updated Remuneration Policy available on <https://evs.com/en/corporate/corporate-governance/general-meetings>.

For the Board of Directors