



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

NOTICE CONVENING THE POSTPONED EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

As the Extraordinary General Meeting of Shareholders of the Company which had been convened on Tuesday May 16, 2023, at 12:00 pm did not meet the required quorum, the Board of Directors calls the shareholders to the postponed Extraordinary Meeting of Shareholders on **Monday June 5, 2023**, at 12:00 pm, before France Andris, LLM, notary of Bassenge, at the Company's headquarters at the following address: 13, rue Bois St-Jean, B-4102 Seraing.

Accompanying documents

Shareholders' attention is drawn to the accompanying documents published by the Board of Directors on the Company's website (<https://evs.com/company/general-meetings>) together with this convocation, including:

- (i) the special reports of the Board of Directors and of the Auditor on the authorized capital and on the issue of warrants; and
- (ii) an explanatory note in relation to the agenda items concerning the authorized capital and the issue of warrants.

Shareholders should review these documents for the purpose of being fully informed on the agenda items of the Extraordinary General Meeting and the rationale behind the decisions proposed by the Board of Directors.

Agenda:

Quorum and majority

The agenda is identical to that of the first Extraordinary Meeting of Shareholders of May 16, 2023. The Extraordinary Meeting of Shareholders will decide regardless of the portion of the capital represented by shareholders. In order to be adopted, the proposed agenda of this Extraordinary General Meeting requires a majority of three quarters of the votes cast at the Extraordinary General Meeting, except for resolution 3, which requires a simple majority of the votes cast at the Extraordinary General Meeting to be adopted.

Agenda items

1. **Approval of the authorized capital up to a maximum amount of EUR 1,600,000 (or EUR 877,200), excluding share premium**
 - a) **Acknowledgement of the special report** of the Board of Directors prepared in accordance with article 7:198 and following of the CAC in which it indicates the specific circumstances in which it may use the authorized capital and the objectives it will pursue in doing so.
 - b) **Proposal to authorize**, in accordance with article 7:198 and following of the CAC, **the Board of Directors** in article 7 of the Articles of Association, **to increase the capital** of the Company on one or more occasions **up to a maximum amount of EUR 1,600,000**, excluding the issue premium, all other conditions remaining unchanged, for a period of five (5) years from the date of publication in the Appendices to the Belgian Official Gazette of the minutes of the Extraordinary General Meeting.
 - c) **If proposal 1.b) does not obtain the required majority, proposal to grant**, in accordance with article 7:198 and following of the CAC, **an authorization to the Board of Directors to increase the capital** of the Company in one or more instalments **up to a maximum amount of EUR 877,200**, excluding issue premium, all other conditions provided for in the current article 7 of the Articles of Association remaining unchanged, for a further period of five (5) years from the publication in the Appendices to the Belgian Official Gazette of the resolution of the Extraordinary General Meeting.

Proposed decision: The general meeting decides to replace article 7 of the Articles of Association by the following text:

“Authorized capital

[Under proposal 1.b):] Pursuant to a resolution passed by the extraordinary general meeting of shareholders of June 5, 2023, the Board of Directors is authorized to increase the capital in one or more occasions up to a maximum amount of ONE MILLION SIX HUNDRED THOUSAND EUROS (EUR 1,600,000), excluding the share premium.

[Under proposal 1.c):] Pursuant to a resolution passed by the extraordinary general meeting of shareholders of June 5, 2023, the Board of Directors is authorized to increase the capital in one or more instalments up to a maximum amount of EIGHT HUNDRED SEVENTY-SEVEN THOUSAND TWO HUNDRED EUROS (EUR 877,200), excluding the share premium.

These capital increases may be carried out by subscriptions in cash, contributions in kind, or incorporation of reserves or issue premiums, with or without the creation of shares.

Within the limits of this authorization, the Board of Directors may issue bonds convertible into shares or subscription rights, in compliance with the provisions of articles 7:198 et seq. of the Companies and Associations Code.

In the case of a share capital increase with share premium, such premium must be entered and maintained in one or more separate accounts under shareholders' equity on the liabilities side of the balance sheet.

Similarly, in the event of an issue of subscription rights, their issue price must be entered and maintained in one or more separate accounts under shareholders' equity on the liabilities side of the balance sheet.

On the occasion of any issue of shares, convertible bonds or subscription rights, the Board of Directors may limit or cancel the preferential subscription rights of the shareholders, including in favour of one or more specific persons other than staff members, in accordance with the terms and conditions to be determined by the Board of Directors and subject to compliance with the provisions of articles 7:198 et seq. of the Belgian Companies and Associations Code.

This general authorization is valid for a period of five (5) years from the publication of the resolution of June 5, 2023 and is renewable.

The Board of Directors shall be entitled to amend the Articles of Association to the extent required to reflect the use of the authorization granted by this article.”

2. Issue of Warrants for the purpose of the Warrant Plan

- a) **Acknowledgement of the special report** of the Board of Directors and the report of the statutory auditor EY, Réviseurs d'Entreprises SRL, prepared in accordance with articles 7:180, 7:191 and 7:193 of the CAC, setting out the purpose and detailed justification of the proposal to issue warrants, with cancellation of the shareholders' preferential right, and with the option for the Board of Directors to, in the event of exercise, either allocate existing treasury shares or issue new shares (the “Warrants”).
- b) **Proposal to issue** 250,000 Warrants, subject to the terms and conditions set out below, giving the right, subject to the effective allocation of these Warrants, to subscribe to an equivalent number of ordinary shares of the Company.
- c) **Proposal to cancel the preferential subscription right** of the existing shareholders in favor of the New Beneficiaries (as defined in the terms and conditions of the Warrants).
- d) Subject to the condition precedent of the exercise of the Warrants, and only to the extent the exercise of the Warrants results in the issue of new shares (as opposed to allocating treasury shares), **proposal to increase the capital** of the Company by an amount corresponding to the par value of the share, multiplied by the number of Warrants exercised, i.e. up to a **maximum amount of EUR 153,073**, with the issue of as many new shares as Warrants have been exercised, i.e. up to a maximum of 250,000 new shares, with the difference between the exercise price of the Warrant and the par value of the share constituting share premium.

Proposed decision: The general meeting decides to issue 250,000 Warrants, with the terms and conditions set out below, giving the right, subject to the effective allocation of these Warrants, to subscribe to an equivalent number of ordinary shares of the Company, with cancellation of the preferential subscription right of the existing shareholders in favor of the New Beneficiaries (as defined in the terms and conditions of the Warrants). Subject to the condition precedent of the exercise of the Warrants, and only to the extent the exercise of the Warrants results in the issue of new shares (as opposed to allocating treasury shares), the general meeting decides to increase the capital of the Company by an amount corresponding to the par value of the share, multiplied by the number of

Warrants exercised, i.e. up to a maximum amount of EUR 153,073, with the issue of as many new shares as Warrants have been exercised, i.e. up to a maximum of 250,000 new shares, with the difference between the exercise price of the Warrant and the par value of the share constituting share premium.

The general meeting confers powers to each two directors, acting jointly, to:

- specify (and, if necessary, have recorded in a notarial deed) the exact number of Warrants to be issued, the final exercise price of the Warrants, the exercise periods, the terms and conditions for adjusting the rights of the Warrants in the event of changes to the capital structure;
- have the completion of successive capital increases and the resulting amendments to the Articles of Association recorded in a notarial deed;
- execute the resolutions to be taken on the foregoing matters;
- for the above purposes, conclude all agreements and, in general, do whatever is necessary.

Terms and conditions of the issue of the Warrants:

Number of Warrants to be issued	Depending on the actual subscriptions and acquisitions, maximum two hundred and fifty thousand (250,000) Warrants.
Condition of the issue	Effective allocation of the Warrants to the New Beneficiaries.
Form of the Warrants	The Warrants are nominative and, once granted, recorded in the register of Warrant holders established by, and kept at the registered office of, the Company.
New Beneficiaries	To be determined by the Board of Directors among the staff members of the Company and its subsidiaries within the meaning of article 1:27 of the CAC as well as persons who, without being staff members of the Company or its subsidiaries, are either a permanent representative or partner or controlling shareholder of a staff member (a legal entity bound by a management or similar agreement), either bound to one of the companies of the EVS group by a contract for the provision of services of a consultancy type, or permanent representative or partner or controlling shareholder of a company linked to one of the companies of the EVS group by a contract for the provision of services of a consultancy type (hereinafter the "Providers"): InnoVision BV and its representative Serge Van Herck, WeMagine SRL and its representative Veerle De Wit, Openiris Ltd and its representative Alexander Redfern, Tols BV and its representative Xavier Orri Sáinz De Los Terreros, Ikaro SRL and its representative Nicolas Bourdon, M2C SRL and its representative Pierre Matelart, RCG SRL and its representative Quentin Grutman, Euscopia.NET SRL and its representative Benoit Quiryne, Flashbackx Consultancy BV and its representative Dieter Backx, Covelo Consulting Ltd and its representative Nestor Amaya, Manuel Alejandro Rios Ceron, Bruno Pessoa da Silva, Vegard Aandahl, Swapnil Almeida, Gustavo Bonfiatti, Jeremy Bourque, Ana Martingano.
Price of the Warrants	Free of charge or against payment, under the conditions to be determined by the Board of Directors.
Granting Period of the Warrants	To be determined by the Board of Directors.
Number of Warrants to be offered per New Beneficiary	To be determined by the Board of Directors for each New Beneficiary.
Exercise price of the Warrants	(i) the average of the closing prices of the Company's shares for the 30 days preceding the grant, or (ii) the last closing price preceding the day of the grant based on the method that the Board of Directors deems most representative of the value of the Company's shares at the relevant time.
Warrant exercise period	The Warrants may only be exercised as from the fourth calendar year following the date of grant, on one or more dates and under the conditions to be determined by the Board of Directors, within the limits set by the EVS Corporate Governance Charter. This period will expire in any event no later than ten (10) years from the date of issue of the Warrants, in accordance with article 7:69 of the CAC.
Transfer of Warrants	Non-transferability inter vivos, except in case of (i) prior approval of the Board of Directors or (ii) transfer by a New Beneficiary in

	<i>the form of a legal entity to its director or controlling shareholder who exercises a professional activity for the benefit of the Company or its subsidiaries.</i>
<i>Pledging of Warrants</i>	<i>Requires prior approval of the Board of Directors.</i>
<i>Rights conferred by the Warrants</i>	<i>Each Warrant entitles the holder to one newly issued share or one treasury share, at the discretion of the Board of Directors. The granted shares, whether new or existing (treasury), will have the same rights as all other outstanding shares.</i>
<i>Issue of new shares following the exercise of Warrants</i>	<i>In the event of an issue of new shares following the exercise of Warrants, the Company will issue them as soon as possible, taking into account the necessary administrative formalities. The Board of Directors or two directors authorized for this purpose shall confirm the resulting capital increase before a notary public, in accordance with the CAC. The Company shall arrange for the new shares issued as a result of the exercise of Warrants to be admitted to the market on which its shares are traded at the time of issue.</i>
<i>Right to dividends</i>	<i>Each share subscribed or acquired following the exercise of a Warrant will entitle its holder to the dividend declared after the date of allocation of the share.</i>
<i>Granting terms</i>	<i>The Board of Directors may determine the conditions for granting, retaining and exercising the Warrants.</i>
<i>Changes in the Company's capital structure</i>	<i>Notwithstanding Article 7:71 of the CAC, the Company can take all decisions it deems necessary within the framework of its capital or its articles of association, such as capital increases or reductions, the incorporation of reserves into the capital accompanied by the allocation of free shares, the issue of convertible bonds, bonds with warrants, other warrants or options, the distribution of dividends in the form of securities or the modification of the representation of the capital, as well as all decisions modifying the provisions governing the distribution of profits or liquidation surpluses, even if these decisions could have the effect of reducing the benefits granted to the Warrant holders, unless such decisions clearly have such a reduction as their exclusive objective. In the event of a merger or demerger of the Company, the Warrants not exercised at the date of such transaction, as well as the exercise price of such Warrants, will be modified in accordance with the exchange ratio applied to the existing shares of the Company in the context of such merger or demerger. In the event of a stock split or consolidation of the Company's shares, the number of shares to be received upon exercise of the Warrants will be adjusted accordingly to such stock split or consolidation. In the event the Company carries out a capital increase by way of a contribution in cash before the final date foreseen for the exercise of the Warrants, the Warrant holders will not have the option to exercise their subscription right in advance in order to possibly participate in the new issue as shareholders, to the extent that this right belongs to the existing shareholders.</i>

3. Powers to execute the decisions taken

Proposed decision: The general meeting confers on each member of the Board of Directors, with the right of substitution, all powers of execution of the decisions taken by the Extraordinary General Meeting. The general meeting gives the instruction to the undersigned Notary, acting alone, to draw up and sign the coordination of the Articles of Association, and to ensure its filing in the Company's file.

Practical arrangements for attending the Extraordinary General Meeting

The Board of Directors has not opted for the possibility of allowing shareholders to participate remotely to the Extraordinary General Meeting via electronic communication as offered by Article 7:137 of the CAC.

Formalities for admission

In order to attend and to vote at the Extraordinary General Meeting, shareholders are kindly requested to comply with article 7:134, §2 of the CAC as well as article 23, §1 of the Articles of Association of the Company:

- **The owners of dematerialized shares** must submit a certificate drawn up by an accredited account holder or clearing institution
 - Attesting to the accounting registration of the shares in the name of the shareholders in the accounts of the accredited account holder or clearing institution as at May 22, 2023 at 12 (twelve) o'clock midnight, Belgian time (registration date),
 - Indicating their intention to attend the Extraordinary General Meeting as well as the number of shares for which they intend to take part in the voting (accompanied by a power of attorney where appropriate),
 - And have this certificate reach the Company's registered office by May 30, 2023 at the latest (by registered letter with acknowledgement of receipt or by e-mail (corpcom@evs.com) with acknowledgement of receipt or to the counter of an ING branch in Belgium (ING – Issuer Services – 60 Cours Saint Michel, 1040 Brussels +32 2 547 68 02 – be-lfm.coa.spa@ing.be)).
- **The owners of registered shares** must be entered in the Company's register of registered shares as at May 22, 2023 at 12 (twelve) o'clock midnight, Belgian time (registration date), and must indicate their intention to attend the Extraordinary General Meeting as well as the number of shares for which they intend to take part in the voting (accompanied by a power of attorney where appropriate) by May 30, 2023 by sending a registered letter with acknowledgement of receipt to the Company's registered office or by e-mail (corpcom@evs.com) with acknowledgement of receipt.
- **Holders of subscription rights** may attend the Extraordinary General Meeting upon simple verification of their identity with regard to entries in the register of subscription rights, but they may only attend the Extraordinary General Meeting without taking part in the voting.

Right to ask questions

Pursuant to Article 7:139 of the CAC, shareholders who have complied with the aforementioned formalities for admission have the right to submit written questions to the Directors relating to items on the agenda as soon as this notice convening the meeting is published before the Extraordinary General Meeting.

These questions will be sent by registered letter with acknowledgement of receipt for the attention of Serge VAN HERCK, CEO or by e-mail (corpcom@evs.com) with acknowledgement of receipt. They must reach the Company by May 30, 2023 at the latest.

The Board of Directors will answer these questions in writing on the Company's website at the latest on the day of the Extraordinary General Meeting before the vote.

Voting by proxy

Shareholders who have fulfilled the afore-described formalities for admission may be represented by proxy using the form of power of attorney established by the Company.

The power of attorney must be given in writing or in electronic form, and must be signed by the shareholder, either in handwritten form or by an electronic signature process in accordance with applicable Belgian law.

The signed power of attorney must reach the Company no later than May 30, 2023, by e-mail (corpcom@evs.com) if signed by electronic signature, or by registered letter sent to the Company's registered office for the attention of Serge VAN HERCK, CEO. Any power of attorney not signed by the ultimate beneficial owner will be considered invalid.

Provision of documents

This convening notice, including the power of attorney and voting form, is available on the Company's website www.evs.com as from May 19, 2023. The other documents relating to the Extraordinary General Meeting, including the various reports are available on the Company's website www.evs.com since April 14, 2023. They may also be obtained by writing to EVS Broadcast Equipment SA, Corporate Relations, Liege Science Park, 13 Rue du Bois Saint-Jean, B-4102 Seraing or by e-mail to corpcom@evs.com.

The Board of Directors

POSTPONED EXTRAORDINARY GENERAL MEETING OF JUNE 5, 2023 POWER OF ATTORNEY & VOTING FORM

To be returned by e-mail (corpcom@evs.com) or by registered letter to the Company's registered office

*Any shareholder may be represented by a proxyholder. Shareholders who wish to be represented must comply with the practical arrangements set out in the notice convening the meeting. The duly signed power of attorney form must reach the Company by **May 30, 2023** at the latest.*

THE UNDERSIGNED¹:

ADDRESS/ HEAD QUARTER:

Owner of shares of the public limited company "SA EVS BROADCAST EQUIPMENT", whose registered office is at rue du Bois Saint-Jean 13, 4102 Seraing, Belgium, registered with the Banque-Carrefour des Entreprises under number 452.080.178, declares that he/she appoints as his/her special agent with right of substitution:

.....
Or by default Mr. Nicolas Bayers,

To whom it confers full powers to represent it at the Extraordinary General Meeting of the Company to be held on **Monday 5 June at 12:00 pm at its registered office**, before Maître France Andris, with the agenda set out in the appendix to this proxy.

Agenda:	Yes	No	Abstention
1. Authorised capital			
a) Acknowledgement of the special report of the Board of Directors	N/A	N/A	N/A
b) Authorization to the Board of Directors to increase the capital on one or more occasions up to a maximum amount of EUR 1,600,000, excluding the issue premium			
c) <u>If proposal 1.b) does not obtain the required majority,</u> authorization to the Board of Directors to increase the capital on one or more occasions up to a maximum amount of EUR 877,200, excluding the issue premium			
2. Issue of Warrants			
3. Powers to execute the decisions taken			

The proxyholder may in particular take part in all deliberations and vote on all proposals relating to the agenda and the foregoing effects, draw up and sign all deeds, documents, minutes, attendance list, elect official address for service, substitute and in general do whatever is necessary.

Shareholders who have cast their vote by returning this form duly signed to the Company may no longer vote at the Extraordinary General Meeting of Shareholders for the number of votes thus cast.

Done at..... on2023

The signature(s) must be preceded by the handwritten words "Good for power of attorney"

¹ Legal entities must specify the name, first name and title of the natural person(s) who signs this letter on their behalf.