



EVS BROADCAST EQUIPMENT SA  
Liège Science Park  
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Company number: 0452.080.178 (RPM Liège)  
[www.evs.com](http://www.evs.com)

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

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## 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 20, 2025, 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 **Tuesday June 10, 2025**, 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 issue of warrants; and
- (ii) an explanatory note in relation to the agenda item of the Extraordinary General Meeting concerning the issue of warrants.

Shareholders should review these documents for the purpose of being fully informed on the agenda items of the General Meetings 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 20, 2025. 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 2, which requires a simple majority of the votes cast to be adopted.

#### Agenda items

##### 1. 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, Euscopia.NET SRL and its representative Benoît Quirynen, Flashbackx Consultancy BV and its representative Dieter Backx, Covelo Consulting Ltd and its representative Nestor Amaya, Manuel Alejandro Rios Ceron, Bruno Pessoa da Silva, Swapnil Almeida, Ana Martingano, Oscar Teran, and Ho Yin Law, Sean O'Sullivan, Martin Vogel, eMind SRL and its representative Laurent Ghijssels, Luis Miguel Sampaio.
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.

<i>Exercise price of the Warrants</i>	<i>(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.</i>
<i>Warrant exercise period</i>	<i>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.</i>
<i>Transfer of Warrants</i>	<i>Non-transferability inter vivos, except in case of (i) prior approval of the Board of Directors or (ii) transfer by a New Beneficiary in 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>

## 2. 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 General Meetings via electronic communication as offered by Article 7:137 of the CAC.

### **Formalities for admission**

In order to attend and to vote at the General Meetings, 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, for **each** General Meeting, 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 27, 2025 at 12 (twelve) o'clock midnight, Belgian time (registration date),
  - Indicating their intention to attend the 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 by June 4, 2025, at the latest, have this certificate reach:
    - the Company's registered office by registered letter with acknowledgement of receipt; or
    - the Company's registered office by e-mail ([corpcom@evs.com](mailto:corpcom@evs.com)) with acknowledgement of receipt; or
    - ABN AMRO Bank N.V. (**ABN AMRO**), electronically, via [www.abnamro.com/evoting](http://www.abnamro.com/evoting).
- **The owners of registered shares** must be entered in the Company's register of registered shares as at May 27, 2025 at 12 (twelve) o'clock midnight, Belgian time (registration date), and must indicate their intention to attend the 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 June 4, 2025:
  - by sending a registered letter with acknowledgement of receipt to the Company's registered office; or
  - by e-mail ([corpcom@evs.com](mailto:corpcom@evs.com)) with acknowledgement of receipt; or
  - electronically to ABN AMRO via [www.abnamro.com/evoting](http://www.abnamro.com/evoting).
- **Holders of subscription rights** may attend the General Meetings upon simple verification of their identity with regard to entries in the register of subscription rights, but they may only attend the 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 and/or the Auditor relating to items on the agenda as soon as this notice convening the meeting is published before the General Meetings.

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](mailto:corpcom@evs.com)) with acknowledgement of receipt. They must reach the Company by June 4, 2025 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 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 June 4, 2025, by registered letter with acknowledgement of receipt sent to the Company's registered office for the attention of Serge VAN HERCK, CEO or, if signed by electronic signature, by e-mail ([corpcom@evs.com](mailto:corpcom@evs.com)). Any power of attorney not signed by the ultimate beneficial owner will be considered invalid.

Furthermore, an electronic proxy is available for shareholders who have electronically registered, using the ABN AMRO platform ([www.abnamro.com/evoting](http://www.abnamro.com/evoting)), or in the case of dematerialized shares, with the intervention of a financial intermediary acting on instruction of the shareholder – via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary). The electronic proxy must be received by ABN AMRO no later than June 4, 2025.

**Provision of documents**

This convocation and the other documents relating to the General Meetings, including the annual report and the power of attorney forms are available on the Company's website [www.evs.com](http://www.evs.com) from May 23, 2025. 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](mailto:corpcom@evs.com).

The Board of Directors

## EXTRAORDINARY GENERAL MEETING OF JUNE 10, 2025 POWER OF ATTORNEY & VOTING FORM

To be returned by e-mail ([corpcom@evs.com](mailto:corpcom@evs.com)) or by registered letter to the Company's registered office.  
Alternatively, an electronic proxy form is available via [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

*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 **June 4, 2025** at the latest.*

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

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 **Tuesday June 10 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. Issue of Warrants			
2. 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..... on .....2025

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

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<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.