



Liège Science Park  
16, rue Bois St-Jean  
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Company number: 452.080.178 (RPM Liège)  
[www.evs.com](http://www.evs.com)

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

## INVITATION TO THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

The Board of Directors invites the shareholders to an Ordinary General Meeting of shareholders to be held in the company's head office at 16, rue Bois St-Jean, B-4102 Seraing, on **Tuesday May 21, 2013, at 11:00 am**.

### Agenda:

1. **Presentation of the combined report** of the Board of Directors for both the Statutory and Consolidated annual accounts for the accounting year ended on December 31, 2012, including the corporate governance statement.
2. **Presentation of the Remuneration Report of the fiscal year 2012.**  
*Proposed resolution: approval of the 2012 Remuneration Report.*
3. **Discussion of the reports of the Statutory Auditor** for the Statutory and Consolidated annual accounts for the accounting year ended on December 31, 2012.
4. **Review and approval of the 2012 Statutory and Consolidated annual accounts**, and allocation of the result for the accounting year ended on December 31, 2012.  
*Proposed resolution: approval of the annual accounts for the accounting year ended on December 31, 2012 and allocation of the net profit of EUR 39,593 thousands as follows:*
  - **transfer** of EUR 3,353 thousand to available reserves.
  - **pay-out of a gross dividend of EUR 2.64 per share (i.e. a total of EUR 35,540 thousand)**, including EUR 1.16 of interim dividend paid-out last November 22, 2012 (coupon #15, ISIN code BE0003820371). This translates into a final **gross dividend of EUR 1.48 (i.e. a total of EUR 19,933 thousand) per share** payable at ING Bank, except for own shares held by EVS at the ex-date, i.e. **May 28, 2013 (coupon #16, ISIN code BE0003820371)**. The payment date is Friday, May 31, 2013;
  - **communication of an employees' profit sharing plan** ("plan de participation bénéficiaire") to the Assembly. Approval of the employees profit sharing plan (relating to the allocation of the net profit of the 2012 fiscal year) under the form of an EVS BROADCAST EQUIPMENT shares distribution, within the framework of the inherent tax law as follows: to all employees of EVS BROADCAST EQUIPMENT SA who have been hired prior to January 1, 2012: distribution of **46 (forty-six) shares (net)** of EVS BROADCAST EQUIPMENT S.A. (dematerialized coupon #16 attached) and to all employees of EVS BROADCAST EQUIPMENT S.A. who have been hired during the year 2012: distribution of **23 (twenty-three) shares (net)** of EVS BROADCAST EQUIPMENT SA (dematerialized coupon #16 attached), in proportion to their time of occupation. This plan relates to maximum 320 employees.

A copy of the employee profit sharing plan may be requested by any EVS shareholder, by writing to the Company (and providing the proof of its shareholding): [corpcom@evs.com](mailto:corpcom@evs.com) or +32 (4) 361 7014.

**5. Granting of discharge from liability to the Directors**

*Proposed resolution: the Ordinary General Meeting grants discharge from liability to each of the Directors of the company who were in function during the last accounting year.*

**6. Granting of discharge from liability to the Auditor**

*Proposed resolution: the Ordinary General Meeting grants discharge from liability to the Auditor who was in function during the last accounting year.*

**7. Renewal of the mandate of the Statutory Auditor**

*Proposed resolution: renewal of the mandate of BDO Réviseurs d'entreprises SCC (B-00023) Elsinore Building-Corporate Village, Avenue Da Vinci 9 Box E.6. - 1935 Brussels - Zaventem, represented by Christophe COLSON (A-02033), Belgian Réviseur d'Entreprise, for a 3 year mandate and for a fixed annual fee of EUR 46,700, indexable and excluding VAT.*

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**Admission Requirements**

In order to attend and vote at this meeting, shareholders are asked to comply with Article 536 of the Companies Code and Article 23, §1 of the Articles of Association:

- **The owners of dematerialized shares** must obtain a certificate from an authorized account holder or a settlement institution attesting:
  - to the registration of the shares in the name of the shareholder in the accounts with the authorized account holder or settlement institution on May 7, 2013 at Midnight Belgian time (registration date),
  - to their intention to take part in the General Meeting as well as the number of shares for which they intend to vote (eventually with a proxy),
  - and forward this certificate at the latest by May 15, 2013 at 4:00 p.m. Brussels time to the registered office of the company (by registered letter with acknowledgment of receipt or by electronic courier ([corpcom@evs.com](mailto:corpcom@evs.com)) with acknowledgment of receipt) or to the teller at a branch of ING in Belgium (ING – Issuer Services – Cours Saint Michel 60, 1040 Brussels - +32 2 547 68 02 – [be-lfm.coa.spa@ing.be](mailto:be-lfm.coa.spa@ing.be)).
- **The owners of registered shares** must be enrolled in the register of registered shares on May 7, 2013 at Midnight Belgian time (registration date) and must send a registered letter with acknowledgment of receipt or an electronic courier ([corpcom@evs.com](mailto:corpcom@evs.com)) with acknowledgment of receipt (eventually with or a completed and signed proxy form) to the registered office at the latest by May 15, 2013 at 4:00 p.m. Belgian time, indicating their intention to take part in the General Meeting as well as the number of shares for which they intend to vote.
- **Owners of former bearer shares** must first convert their shares into dematerialized or registered shares, in view of complying with the formalities imposed by the Articles of Association on the holders of dematerialized or registered shares. Indeed, since December 15, 2011, these shares are legally converted into dematerialized shares. The exercise of the rights attached to former bearer shares has been suspended until the said shares have been converted into registered or dematerialized shares.

**New items or proposals for decision**

In accordance with Article 533ter of the Companies Code and with Article 22, §3 of the Articles of Association, one or more shareholders who own at least 3% of the company's share capital may request that items be added to the agenda of the General Meeting and may submit proposals for decision regarding the items added or to be added to the agenda. The request must be accompanied by the text of the items to be discussed and of the proposal for decision relating to them or by the text of the proposals for decision to be added to the agenda and must provide evidence of ownership of the above-mentioned percentage of the share capital and indicate the postal or electronic address to which the company should send an acknowledgment of receipt of the request within forty-eight hours of its receipt. The request should be addressed by post to the registered office to the attention of

Jacques Galloy, Director and CFO, and must reach the company by April 29, 2013 at the latest. The request may also be sent by fax (+32 4 361 70 89) or by email ([corpcom@evs.com](mailto:corpcom@evs.com)). In both cases, a signed original on paper must reach the company by the aforementioned deadline.

The agenda, completed on the basis of any requests validly submitted, will be published at the latest on May 6, 2013.

Consideration of items to be discussed and proposals for decision is subject to the fulfillment of the admission formalities set out above for at least a 3% share of the share capital.

#### **Questions**

Shareholders who have completed the formalities for admission to the General Meeting referred to above are invited to submit written questions, as from the publication of this notice, concerning the items on the agenda. Such questions should be sent by registered letter with acknowledgment of receipt or an electronic courier ([corpcom@evs.com](mailto:corpcom@evs.com)) with acknowledgment of receipt. They must reach the company at the latest by May 15, 2013. The shareholders may also ask oral questions on the agenda items during the meeting.

#### **Proxy voting**

The appointment of a proxy must be made in writing and be signed by the shareholder (or, if the shareholder is not the final effective economic beneficiary), possibly by way of an advanced electronic signature within the meaning of article 4, §4 of the law of July 9, 2001 regarding certain rules related to the legal framework of electronic signatures and the certification services or by a means of electronic signature which satisfies the conditions set forth in article 1322 of the Civil code, and be received by the company at the location specified in the notice of the meeting at the latest the sixth day preceding the meeting. Any proxy not signed by the final effective economic beneficiary shall be deemed invalid.

#### **Proof of identity and of powers**

In order to take part in the General Meeting, shareholders or holders of other securities as well as proxies must present proof of their identity and the representatives of legal persons must provide a copy of the documents that attest to their identity and powers of representation, in all cases at the latest immediately before the opening of the General Meeting.

#### **Availability of the documents**

This notice and the other documents relating to this Ordinary General Meeting, including the annual report and the proxy voting forms, are available on the website of the company [www.evs.com](http://www.evs.com). They can also be obtained from EVS Broadcast Equipment S.A., Liege Science Park, rue Bois Saint-Jean 16, B-4102 Seraing or by e-mail to [corpcom@evs.com](mailto:corpcom@evs.com).

The Board of Directors

# EVS GENERAL MEETING OF MAY 21, 2013 PROXY & VOTING FORM

To be returned by e-mail to: [corpcom@evs.com](mailto:corpcom@evs.com) or by fax to +32 4 361 7089

At the **General Meeting** of the public limited company "SA EVS BROADCAST EQUIPMENT", whose registered office is at 4102 Seraing, rue Bois Saint-Jean, 16, to be held on **Tuesday May 21, 2013 at 11:00 am.**

THE UNDERSIGNED: \* .....

.....

Holder, final effective economic beneficiary of ..... shares in the public limited company "SA EVS BROADCAST EQUIPMENT", whose registered office is at 4102 Seraing, rue Bois St-Jean 16, Belgium, declares that he/she appoints as his/her special agent with authority to act on his/her behalf:

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On whom he/she confers all powers for the purpose of representing him/her at the Ordinary General Meeting of shareholders of the aforesaid company, to be held as stated here above with the joint agenda.

<b>Agenda of the Ordinary General Meeting:</b>	<b>Yes</b>	<b>No</b>	<b>Abstain</b>
1. Annual Report	N/A	N/A	N/A
2. Remuneration Report for 2012			
3. Auditor's reports	N/A	N/A	N/A
4. Approval of the 2012 accounts and profit allocation			
5. Discharge from liability to the Directors			
6. Discharge from liability to the Auditors.			
7. Renewal of the mandate of the Statutory Auditor			

The agent may in particular take part in all discussions and vote on, amend or reject in the name of the undersigned, where necessary, all proposals relating to the agenda and for the above purposes, execute and sign all legal instruments, documents, minutes, attendance lists, stipulate permanent residence, act on behalf [of the shareholder] and generally do whatever is necessary.

Done at .....

On .....

The signature or signatures must be preceded by the handwritten words "Bon pour pouvoir"<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. Owners of bearer shares or registered shares intending to vote by mail must also have completed the formalities described in the invitation.*

<sup>1</sup> For appointment [Tr.]