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

INVITATION TO THE COMBINED GENERAL MEETING OF SHAREHOLDERS

The Board of Directors invites the shareholders to a Combined General Meeting of shareholders (Ordinary, Special and Extraordinary) to be held in the company's head office at 16, rue Bois St-Jean, B-4102 Seraing, on **Tuesday May 20, 2014, at 11:00 am.**

Agenda of the Ordinary General Meeting:

1. **Review 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, 2013, including **the corporate governance statement.**
2. **Presentation of the Remuneration Report of the fiscal year 2013.**
Proposed decision: approval of the 2013 Remuneration Report.
3. **Review of the reports of the Statutory Auditor** for the Statutory and Consolidated annual accounts for the accounting year ended on December 31, 2013.
4. **Review and approval of the 2013 Statutory and Consolidated annual accounts**, and allocation of the result for the accounting year ended on December 31, 2013.
Proposed decision: approval of the annual accounts for the accounting year ended on December 31, 2013 and allocation of the net profit of EUR 36,736 thousand as follows:
 - **transfer** of EUR 6,993 thousand to available reserves.
 - pay-out of a **gross dividend of EUR 2.16 per share (i.e. a total of EUR 29,275 thousand)**, including EUR 1.16 of interim dividend paid-out last November 28, 2013 (dematerialized coupon #17, ISIN code BE0003820371). This translates into a final **gross dividend of EUR 1.00 (i.e. a total of EUR 15,650 thousand) per share** payable at ING Bank, except for own shares held by EVS at the ex-date, i.e. **May 28, 2014 (coupon #18, ISIN code BE0003820371)**. The payment date is Friday, June 2, 2014;
 - 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 2013 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, 2014: distribution of **37 (Thirty-seven) shares (net)** of EVS BROADCAST EQUIPMENT S.A. (dematerialized coupon #18 attached), in proportion to their effective (or assimilated) time of occupation in 2013. This plan relates to maximum 320 employees.
5. **Granting of discharge from liability to the Directors**
Proposed decision: 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.

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 or +32 (4) 361 7014.

6. Granting of discharge from liability to the Auditor

Proposed decision: 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 Directors

Proposed decision:

- a) Renew the mandate of Acces Direct SA, permanently represented by Mr. Pierre Rion, as Director, for a period of 1 year ending at the Ordinary General Meeting of 2015, and recognize its independence according to the article 526ter of the Belgian Code of Companies, as it satisfies to the criteria included in that article..
- b) Renew the mandate of Christian Raskin as Director, for a period of 4 years ending at the Ordinary General Meeting of 2018, and recognize his independence according to the article 526ter of the Belgian Code of Companies, as he satisfies to the criteria included in that article.

Agenda of the Special General Meeting

(This meeting does not require any specific attendance quorum. Decisions are taken at a simple majority of the votes)

1. Approval, according to article 556 of the Belgian Code of Companies, of change of control clauses

Proposed decision:

- a) Approval, according to article 556 of the Belgian Code of Companies, of the change of control clauses included in (i) the "Finance Contract" concluded with the European Investment Bank on November 14, 2013, (ii) a "Roll-over Term Loan" under the "General Letter of Credit" (ref 301/B/P&O/MP/EVS) (referring to the "Règlement general des credit – 2012 edition) signed with ING Bank on November 14, 2013, and (iii) an amendment to the credit facility 010431684 (including a "Roll-over Agreement) (referring to the Conditions Générales des Ouvertures de Crédit aux Entreprises) signed with Fortis Bank NV/SA (BNP Paribas Fortis) on November 14, 2013.
- b) Powers to be conferred to the Board of Directors, with sub-delegation power

Agenda of the Extraordinary General Meeting

(Please note that this meeting will be held only if more than 50% of the shares are represented at that meeting. Otherwise, a new meeting will be convened and held on June 20, 2014 at 11.30am, with the same agenda).

1. Authorized capital (article 7 of the Articles of Association):

Proposed decision:

- a) Special Report of the Board of Directors in accordance with the article 604 of the Belgian Code of Companies, explaining the specific conditions in which it will be able to use the authorized capital, and the pursued objectives.
- b) Renewal of the authorization granted to the Board of Directors in article 7 of the Articles of Association, i.e.: The board of directors is authorized to increase the capital on one or more occasions by a maximum amount of EUR 8,300,000, including the share premium. The authorization given to the Board on June 7, 2010, is renewed for a period of 5 years following the publication of the decisions of May 20, 2014 (or, in case of postponement, of June 20, 2014)
- c) Modification of the Articles of Association to include these changes.

2. Buy back of own shares (article 10, second paragraph of the Articles of Association):

Proposed decision:

- a) Renewal of the authorization granted to the Board of Directors in article 10, paragraph 2 of the Articles of Association, with unchanged conditions (except the minimal prices) i.e.: the extraordinary general meeting of May 20, 2014 (or June 20, 2014) if the attendance quorum is not reached at the first general meeting), authorizes the board of directors to acquire up to 20% of the outstanding shares of the company at a minimum unit price that will not be below 20% the lowest

share price of the last 12 months, and at a maximum unit price not higher than 20% above the highest closing stock market price of the company's shares on Euronext Brussels during the 20 trading days preceding such acquisition. Such authorization is granted for a period of 5 years as from the day of the publication in the Appendices of the Official Belgian Gazette of the decision of the Extraordinary General Meeting of May 20, 2014 (or June 20, 2014 if the attendance quorum is not reached at the first general meeting) and extends to the acquisition of shares of the company by its direct subsidiaries, as such subsidiaries are defined by legal provisions on acquisition of shares of the parent company by its subsidiaries.

b) Modification of the Articles of Association to include these changes.

c) Powers to be conferred to the Board of Directors for implementation of the resolutions passed:

- determine the accurate acquisition price of shares to buy back, arrange for equal treatment between shareholders of buying proposals to the extent required by law, take care of the strict execution of trade conditions and timing delay;
- if any, cancel physically own shares and communicate the list to the "Tribunal de Commerce" and invite shareholders for an Extraordinary General Meeting to decrease the share capital;
- and, overall, fulfill all administrative, accounting, legal actions and formalities related to these transactions.

Admission Requirements

In order to attend and vote at these 3 meetings, 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, for each meeting, 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 6, 2014 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 (possibly with a proxy),
 - and forward this certificate at the latest by May 14, 2014 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) 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).
- **The owners of registered shares** must be enrolled in the register of registered shares on May 6, 2014 at Midnight Belgian time (registration date) and must send a registered letter with acknowledgment of receipt or an electronic courier (corpcom@evs.com) with acknowledgment of receipt (possibly with a proxy) to the registered office at the latest by May 14, 2014 at 4:00 p.m. Belgian time, indicating their intention to take part in the General Meetings as well as the number of shares for which they intend to vote.
- **Owners of former bearer shares** must comply with the formalities imposed by the Articles of Association on the holders of dematerialized shares, as, since December 15, 2011, these shares are legally converted into 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 each 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 Magdalena Baron, CFO, and must reach the company by April 28, 2014 at the latest. The request may also be sent by fax (+32 4 361 70 89) or by email (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 5, 2014.

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 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) with acknowledgment of receipt. They must reach the company at the latest by May 14, 2014. 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 or by email and be signed by the shareholder (or, if the shareholder is not the final effective economic beneficiary, by 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 Meetings, 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 Combined General Meeting, including the annual report and the proxy voting forms, an explanatory document and the Special Report of the Board of Directors drawn up in accordance with article 604, second paragraph of the Belgian Code of Companies, are available on the website of the company 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.

Invitation to a new Extraordinary General Meeting in case the necessary quorum is not met

In case the 50% quorum for the Extraordinary General Meeting is not satisfied for the first meeting, another meeting must be convened and held, which may then, regardless of the capital represented, validly cast. If a second Extraordinary General Meeting must be convened and held, it shall be rescheduled to next **June 20, 2014 at 11.30 a.m.**

The Board of Directors

EVS COMBINED GENERAL MEETING OF MAY 20, 2014 PROXY & VOTING FORM

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

At the Combined **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 20, 2014 at 11:00 am.**

THE UNDERSIGNED: ¹

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:

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

Agenda of the Ordinary General Meeting:	Yes	No	Abstain
1. Annual Report	N/A	N/A	N/A
2. Remuneration Report for 2013			
3. Auditor's reports	N/A	N/A	N/A
4. Approval of the 2013 accounts and profit allocation			
5. Discharge from liability to the Directors			
6. Discharge from liability to the Auditors.			
7.a Renewal of the mandate of Acces Direct			
7.b Renewal of the mandate of Christian Raskin			
Agenda of the Special General Meeting:	Yes	No	Abstain
1. Approval of the change of control clauses			
Agenda of the Extraordinary General Meeting:	Yes	No	Abstain
1. Authorized capital			
2. Buy-back of own shares			

The proxy holder 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, sub-delegate and generally do whatever is necessary.

In case the 50% quorum for the Extraordinary Shareholders Meeting is not satisfied, another meeting must be convened and held, to assist to a new meeting with the same agenda, within the limits of this same proxy. In this case, I will again follow the admission requirements mentioned in the invitation.

Done in on

The signature or signatures must be preceded by the handwritten words "Bon pour pouvoir" ("for appointment")

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