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*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 (Special and Extraordinary) to be held in the company's head office at 16, rue Bois St-Jean, B-4102 Seraing, on **Tuesday October 3, 2014, at 11:00 am**.

### **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 “Investment Loan 01-100269-95” under the “General Letter of Credit” (ref 301/B/P&O/MP/EVS) (referring to the “Règlement général des crédits – 2012 edition) signed with ING Belgium NV/SA on May 13, 2014; and (ii) a “Revolving Credit Facility Agreement 245-7436718-15” (referring to the Conditions Générales des Ouvertures de Crédit aux Entreprises) signed with BNP Paribas Fortis Bank NV/SA on May 9, 2014.*
- b) *Powers to be conferred to the Board of Directors, with sub-delegation power*

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### **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 November 5, 2014 at 11.00am, 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 and modification 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 1,600,000, excluding share premium. The authorization is given to the Board for a period of 5 years following the publication of the decisions of October 3, 2014 (or, in case of postponement, of November 5, 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 and modification of the authorization granted to the Board of Directors in article 10, paragraph 2 of the Articles of Association by the following, i.e.: the extraordinary general meeting of October 3, 2014 (or, in case of postponement, of November 5, 2014) authorizes the board of directors to acquire up to 10% 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 October 3, 2014 (or November 5, 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.

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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 September 19, 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 September 26, 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](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 September 19, 2014 at Midnight Belgian time (registration date) and must send a registered letter with acknowledgment of receipt or an electronic mail ([corpcom@evs.com](mailto:corpcom@evs.com)) with acknowledgment of receipt (possibly with a proxy) to the registered office at the latest by September 26, 2014 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 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 September 11, 2014 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 September 18, 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](mailto:corpcom@evs.com)) with acknowledgment of receipt. They must reach the company at the latest by September 26, 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 proxy voting form 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](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).

### **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 **November 5, 2014 at 11.00 a.m.**

The Board of Directors  
August 26, 2014

# EVS COMBINED GENERAL MEETING OF OCTOBER 3, 2014 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 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 **Friday October 3, 2014 at 11:00 am.**

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

.....

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.

<b>Agenda of the <u>Special General Meeting</u>:</b>	<b>Yes</b>	<b>No</b>	<b>Abstain</b>
1. Approval of the change of control clauses			
<b>Agenda of the <u>Extraordinary General Meeting</u>:</b>	<b>Yes</b>	<b>No</b>	<b>Abstain</b>
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")

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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.