



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

NOTICE CONVENING THE ORDINARY GENERAL MEETING OF SHAREHOLDERS AND AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

- The **Ordinary General Meeting of Shareholders** of EVS Broadcast Equipment SA (hereinafter referred to as the “**Company**”) will be held on **Tuesday May 19, 2020, at 11:00 am**. In accordance with Royal Decree No. 4 of April 9, 2020 laying down various provisions relating to co-ownership and company and association law in the context of the fight against the Covid-19 pandemic, in the interest of all, the Board of Directors of the Company has decided that:
 - The meeting will not be held at the Company’s registered office, but will be held on the same day and at the same time by a video-conference and/or audio-conference system, the arrangements of which will be set out on the Company’s website; and
 - The voting may take place only by correspondence or by proxy as set out in the practical arrangements below.
- An **Extraordinary General Meeting of Shareholders** of the Company will be held on **Tuesday May 19, 2020, at 12:00 am**, before France Andris, LLM, notary of Bassenge. In accordance with Royal Decree No. 4 of April 9, 2020 laying down various provisions relating to co-ownership and company and association law in the context of the fight against the Covid-19 pandemic, in the interest of all, the Board of Directors of the Company has decided that:
 - The meeting will not be held at the Company’s registered office, but will be held on the same day and at the same time in the office of France Andris, LLM, 16 Rue de Brus, 4690 Bassenge, in the sole presence of the notary and one or her staff, **unless the board of directors should decide to postpone the Extraordinary General Meeting of Shareholders**; and
 - The voting may take place only by proxy as set out in the practical arrangements below.

The practical arrangements for the Ordinary and Extraordinary General Meetings of Shareholders (hereinafter referred to as the “**General Meetings**”) are subject to change depending on the way the situation develops and measures to be taken by the Government. Any such changes will be posted on the Company’s website.

Agenda of the Ordinary General Meeting of Shareholders:

1. **Acknowledgement of the Management Report** relating to the statutory and consolidated annual accounts for the financial year ended December 31, 2019 combined with the **Company’s Corporate Governance Statement** drawn up by the Board of Directors.
2. **Presentation and approval of the Remuneration Report for the fiscal year ended December 31, 2019.**
Proposed decision: the general meeting approves the Remuneration Report for the financial year ending on December 31, 2019.
3. **Acknowledgement of the Statutory Auditor’s Reports** on the statutory and consolidated annual accounts for the financial year ending on December 31, 2019.
4. **Presentation of the statutory and consolidated annual accounts for the year ended December 31, 2019, approval of the statutory annual accounts for the year ended December 31, 2019 and allocation of the result.**
Proposed decision: the general meeting approves the statutory accounts for the financial year ended on December 31, 2019 and the allocation of the net profit of EUR 32.710 thousand (EUR 18.777 thousand for financial year 2019 et EUR 13.933 thousand for financial year 2018) as follows:
 - Pay-out of a gross dividend of EUR 0,50 per share (i.e. an estimated total of EUR 6.972 thousand), the full amount of which has already been subject to an interim dividend on November 19, 2019 by detachment of the dematerialized coupon #29 (ISIN code BE0003820371);

- *Communication of an employees' profit-sharing plan ("plan de participation bénéficiaire") to the general meeting. Approval of the profit-sharing plan in the form of distribution of EVS BROADCAST EQUIPMENT SA shares relating to the allocation of profits for the financial year ending December 31, 2019 and consequently the allocation, subject to the Company's compliance with its tax obligations, to all employees of EVS BROADCAST EQUIPMENT SA who were hired by the Group before January 1, 2020, of a profit-sharing in the form of a distribution to each of them of 54 shares (net) of EVS BROADCAST EQUIPMENT SA (dematerialized coupon #30 attached), in proportion to their effective (or assimilated) time of occupation in 2019. This plan concerns a maximum of 350 persons.*

The balance of the net profit, after any deductions imposed by law or the Articles of Association, will be left as profit carried forward

A copy of the employees' profit-sharing plan may be obtained within the time limits provided for by law by all shareholders on request, and with proof of their shareholding, from the Company: corpcom@evs.com or +32 (4) 361 7000.

5. Discharge to the Directors

Proposed decision: the general meeting discharges the members of the Board of Directors from any liability resulting from the fulfilment of their mandate during the past financial year.

6. Discharge to the Auditor

Proposed decision: the general meeting discharges the Auditor from all liability resulting from the performance of his mandate during the past financial year.

Other items:

7. Renewal of a director's mandate

Proposed decision:

The general meeting renews the mandate of Mr Michel Counson as Director for a period of four years ending at the end of the Ordinary General Meeting of May 2024. The mandate is remunerated in accordance with the rules applicable to all members of the Board of Directors. Mr Michel Counson will retain his mandate as Managing Director during this period.

8. Renewal of a director's mandate

Proposed decision:

The general meeting renews the mandate of InnoConsult BV, represented by Mr. Martin De Prycker as Director for a period of four years ending at the end of the Ordinary General Meeting of May 2024, and acknowledges its independence, in accordance with Article 7:87 of the Belgian Companies and Associations Code, as it meets the definition of this article and fulfils all the criteria set out in the Belgian Corporate Governance Code 2020. The mandate is remunerated in accordance with the rules applicable to all members of the Board of Directors.

9. Appointment as Director

Proposed decision:

The general meeting appoints The House of Value – Advisory & Solutions BV, represented by Mr Johan Deschuyffeleer, having its registered office at Oudenaaksestraat 7A, 1671 Elingen, and registered at the Crossroads Bank for Enterprises under number 0661.828.030 as Director for a period of four years ending at the end of the Ordinary General Meeting of May 2024, and acknowledges its independence, in accordance with Article 7:87 of the Belgian Companies and Associations Code, as it meets the definition of this article and fulfils all the criteria set out in the Belgian Corporate Governance Code 2020. The mandate is remunerated in accordance with the rules applicable to all members of the Board of Directors.

10. Approval of the variable remuneration of the CEO

The variable remuneration of the CEO consists of a cash component and potentially a warrant component:

10.1. Variable remuneration in cash

The Company has entered into a service agreement with InnoVision BV (represented by Mr Serge Van Herck) relating to the position of CEO, providing on the one hand for a fixed remuneration and on the other hand for a total variable remuneration for the year 2020 depending on the achievement of predetermined and objectively measurable financial objectives over a period of twelve (12) months. The formula for the calculation of this variable remuneration deviates from the formula provided for in article 7:91, §2 of the Belgian Companies and Associations Code, which provides that at least one quarter of the variable remuneration must be based on predetermined and objectively measurable performance criteria over a period of at least two (2) years, and another quarter must be based on predetermined and objectively measurable criteria over a period of at least three (3) years. Therefore, in accordance with this provision read in combination with article 7:121 of the Companies and Associations Code, the formula for calculating this variable remuneration is subject to the express approval of the general meeting.

Proposed decision:

The general meeting expressly approves, in accordance with article 7:91, §2 and 7:121 of the Belgian Companies and Associations Code, the derogation from the criteria set out in article 7:91, § 2 of the Belgian Companies and Associations Code regarding the variable remuneration in cash allocated to InnoVision BV and therefore the following formula for calculating the variable remuneration of InnoVision BV as CEO, as agreed (subject to approval by the General Meeting in accordance with Article 7:91 of the Belgian Companies and Associations Code) between the Company and InnoVision BV in the service agreement. This formula can be summarized as follows:

InnoVision BV will receive a variable remuneration in cash, the amount of which will depend on the achievement of predetermined and objectively measurable financial objectives over a period of twelve (12) months. In the event of the achievement of the on target objectives, InnoVision BV will receive an amount of EUR 176,500 (VROTE) as variable remuneration. In other cases, the amount of the variable remuneration of InnoVision BV will be determined as follows : if the objective achieved is less than 80% of the financial objective, the portion of the variable remuneration related thereto shall be 0; if the objective achieved is 80% of the financial objective, the portion of the variable remuneration related thereto shall be 50% of the VROTE; if the objective achieved is 100% of the financial objective, the portion of the variable remuneration related thereto shall be 100% of the VROTE; if the objective achieved is equal to or greater than 120% of the financial objective, the portion of the related variable remuneration will be 150% of the VROTE; and, between these different levels, the portion of the related variable compensation will be set proportionally, as a percentage of the financial objective achieved.

10.2. Grant of warrants

InnoVision BV will potentially be entitled, depending on the decision of the Board of Directors and subject to the conditions established by the Board of Directors, to a number of warrants determined each year by the Board of Directors up to a maximum amount equivalent to 20% of the fixed remuneration invoiced per year by this company (increased by 7.500 warrants per year in 2020, 2021 and 2023), subject to the condition precedent of the approval of the issue of warrants by the Extraordinary General Meeting of Shareholders to be held on May 19, 2020 at 12:00 am, or in the event of a lack of attendance quorum, on June 8, 2020, and, as the case may be, the subsequent approval of the issue of additional warrants necessary for this purpose. In accordance with the conditions of issue of the warrants, the Board of Directors may deviate from the exercise period provided for in the conditions of issue of the warrants and, in this context, may deviate from the formula set out in article 7:91, §1 of the Belgian Companies and Associations Code, which provides that a director may not, as remuneration, exercise stock options or any other rights to acquire shares until at least three (3) years have elapsed since their grant. The formula for calculating this variable remuneration also deviates from the formula provided for in article 7:91, §2 of the Belgian Companies and Associations Code as explained above. Therefore, in accordance with article 7:91 of the Belgian Companies and Associations Code read in combination with article 7:121 of the Belgian Companies and Associations Code, the possibility for the Board of Directors to allow an exercise of the warrants that would be allocated to InnoVision BV before the expiry of a period of three (3) years after their allocation and to deviate from the criteria as provided for in article 7:91, §1 and §2 of the Belgian Companies and Associations Code is subject to the express approval of the general meeting, subject to the condition precedent of the approval of the issue of the warrants by the Extraordinary General Meeting of Shareholders.

Proposed decision:

Subject to the condition precedent of the approval of the issue of the warrants by the Extraordinary General Meeting of Shareholders and, if applicable, the subsequent approval of the issue of additional warrants required for this purpose, the general meeting expressly approves, in accordance with articles 7:91 and 7:121 of the Belgian Companies and Associations Code, any possible deviation from the minimum holding period provided for in article 7:91, §1 of the Belgian Companies and Associations Code and from the criteria as provided for in article 7:91, §2 of the Belgian Companies and Associations Code with regard to the warrants that would be allocated to InnoVision BV by the Board of Directors.

11. Approval of the variable remuneration of the other members of the Leadership Team

The variable remuneration of the other members of the Leadership Team consists of a cash component and potentially a warrant component:

11.1. Variable remuneration in cash

The Company has entered into a service agreement with each member of the Leadership Team – i.e. Sbasyva SRL (represented by Mr Yvan Absil), Seremia SRL (represented by Mr Axel Blanckaert), Ikaro SRL (represented by Mr Nicolas Bourdon), RCG SRL (represented by Mr Quentin Grutman) et M2C SRL (represented by Mr Pierre Matelart) – relating to the position of respectively CFO, CTO, CMO, CCO and Head of Human Resources, providing on the one hand for a fixed remuneration and on the other hand for a total variable remuneration for the year 2020 depending on the achievement of predetermined and objectively measurable financial objectives over a period of twelve (12) months. The formula for the calculation of this variable remuneration deviates from the formula provided for in article 7:91, §2 of the

Belgian Companies and Associations Code, which provides that at least one quarter of the variable remuneration must be based on predetermined and objectively measurable performance criteria over a period of at least two (2) years, and another quarter must be based on predetermined and objectively measurable criteria over a period of at least three (3) years. Therefore, in accordance with this provision read in combination with article 7:121 of the Companies and Associations Code, the formula for calculating this variable remuneration is subject to the express approval of the general meeting.

Proposed decision:

The general meeting expressly approves, in accordance with article 7:91, §2 and 7:121 of the Belgian Companies and Associations Code, the derogation from the criteria set out in article 7:91, §2 of the Belgian Companies and Associations Code regarding the variable remuneration in cash allocated to Sbasyva SRL (represented by Mr Yvan Absil), Seremia SRL (represented by Mr Axel Blanckaert), Ikaro SRL (represented by Mr Nicolas Bourdon), RCG SRL (represented by Mr Quentin Grutman) et M2C SRL (represented by Mr Pierre Matelart) (hereinafter the "LT members") and therefore the following formula for calculating their variable emoluments as CFO, CTO, CMO, CCO and Head of Human Resources, as agreed (subject to approval by the General Meeting in accordance with Article 7:91 of the Belgian Companies and Associations Code) between the Company and each LT member in the service agreement. This formula can be summarized as follows:

- (i) *With respect to Seremia SRL, Sbasyva SRL, Ikaro SRL and M2C SRL, the amount of the annual variable remuneration will be based on 70% of the achievement of predetermined and objectively measurable financial objectives over a period of twelve (12) months and on 30% of the achievement of predetermined and objectively measurable performance objectives over a period of twelve (12) months. In the event of the achievement of the on target objectives, each of these companies will receive an amount equal to 20% (or, with respect to M2C only, a lower amount depending on the applicable contractual provisions) of its annual fixed remuneration (VROTE) as variable remuneration. In other cases, the amount of each of these companies' variable remuneration will be determined as follows:*
 - *With regard to the achievement of financial objective(s) set at the beginning of the year and effectively achieved thereafter : if the objective achieved is less than 80% of the financial objective, the portion of the variable remuneration related thereto will be 0; if the objective achieved is 80% of the financial objective, the portion of the variable remuneration related thereto will be 50% of 70% of the VROTE ; if the objective achieved is 100% of the financial objective, the portion of the variable remuneration related thereto will be 100% of 70% of the VROTE ; if the objective achieved is equal to or greater than 120% of the financial objective, the portion of the related variable remuneration will be 150% of 70% of the VROTE ; and, between these different levels, the portion of the related variable remuneration will be set proportionally, as a percentage of the financial objective achieved.*
 - *With respect to the achievement of performance objectives set at the beginning of the year and effectively achieved thereafter: the portion of the variable remuneration will vary from 0% to 150% of 30% of the VROTE depending on the objectives achieved.*
- (ii) *With respect to RCG SRL, the amount of the annual variable remuneration will be based on 50% of the achievement of predetermined and objectively measurable sales objectives over a twelve (12) month period, 35% of the achievement of predetermined and objectively measurable financial objectives over a twelve (12) month period and 15% of the achievement of predetermined and objectively measurable performance objectives over a twelve (12) month period. In the event of the achievement of the on target objectives, RCG SRL will receive an amount equal to 40% of its annual fixed remuneration (VROTE) as variable remuneration. In other cases, the amount of RCG SRL's variable remuneration will be determined as follows:*
 - *With regard to the achievement of sales objectives set at the beginning of the year and actually achieved thereafter : if the objective achieved is less than 80% of the sales objective, the portion of the variable remuneration related thereto will be 0; if the objective achieved is 80% of the sales objective, the portion of the variable remuneration related thereto will be 30% of 50% of the VROTE ; if the objective achieved is 100% of the financial objective, the portion of the variable remuneration related thereto will be 100% of 50% of the VROTE ; if the objective achieved is 110% of the financial objective, the portion of the variable remuneration related thereto will be 145% of 50% of the VROTE ; if the objective achieved is equal to or greater than 120% of the financial objective, the portion of the variable remuneration related thereto will be 200% of 50% of the VROTE ; and, between these different levels, the*

portion of the variable remuneration related thereto will be set proportionally, as a percentage of the financial objective achieved

- *With regard to the achievement of financial objective(s) set at the beginning of the year and actually achieved thereafter : if the objective achieved is less than 80% of the financial objective, the portion of the variable remuneration related thereto will be 0; if the objective achieved is 80% of the financial objective, the portion of the variable remuneration related thereto will be 50% of 35% of the VROTE ; if the objective achieved is 100% of the financial objective, the portion of the variable remuneration related thereto will be 100% of 35% of the VROTE . if the objective achieved is equal to or greater than 120% of the financial objective, the portion of the variable remuneration relating thereto will be 150% of 35% of the VROTE ; and, between these different levels, the portion of the variable remuneration relating thereto will be set proportionally, as a percentage of the financial objective achieved.*
- *With respect to the achievement of performance objectives set at the beginning of the year and effectively achieved thereafter: the portion of the variable remuneration will vary from 0% to 150% of 15% of the VROTE depending on the objectives achieved.*

11.2. Grant of warrants

Each LT member will potentially be entitled, depending on the decision of the Board of Directors and subject to the conditions established by the Board of Directors, to a number of warrants determined each year by the Board of Directors up to a maximum amount equivalent to 20% of the fixed remuneration invoiced per year by each company, subject to the condition precedent of the approval of the issue of warrants by the Extraordinary General Meeting of Shareholders to be held on May 19, 2020 at 12:00 am, or in the event of a lack of attendance quorum, on June 8, 2020, and, as the case may be, the subsequent approval of the issue of additional warrants necessary for this purpose. In accordance with the conditions of issue of the warrants, the Board of Directors may deviate from the exercise period provided for in the conditions of issue of the warrants and, in this context, may deviate from the formula set out in article 7:91, §1 of the Belgian Companies and Associations Code, which provides that a director may not, as remuneration, exercise stock options or any other rights to acquire shares until at least three (3) years have elapsed since their grant. The formula for calculating this variable remuneration also deviates from the formula provided for in article 7:91, §2 of the Belgian Companies and Associations Code as explained above. Therefore, in accordance with article 7:91 of the Belgian Companies and Associations Code read in combination with article 7:121 of the Belgian Companies and Associations Code, the possibility for the Board of Directors to allow an exercise of the warrants that would be allocated to a LT member before the expiry of a period of three (3) years after their allocation and to deviate from the criteria as provided for in article 7:91, §1 and §2 of the Belgian Companies and Associations Code is subject to the express approval of the general meeting, subject to the condition precedent of the approval of the issue of the warrants by the Extraordinary General Meeting of Shareholders.

Proposed decision:

Subject to the condition precedent of the approval of the issue of the warrants by the Extraordinary General Meeting of Shareholders and, if applicable, the subsequent approval of the issue of additional warrants required for this purpose, the general meeting expressly approves, in accordance with articles 7:91 and 7:121 of the Belgian Companies and Associations Code, any possible deviation from the minimum holding period provided for in article 7:91, §1 of the Belgian Companies and Associations Code and from the criteria as provided for in article 7:91, §2 of the Belgian Companies and Associations Code with regard to the warrants that would be allocated to each LT member by the Board of Directors.

12. Granting of additional remuneration to members of the Board of Directors for exceptional missions

Proposed decision:

The general meeting approves the granting to the members of the Board of Directors of an additional global remuneration of EUR 15,000 per year for all members of the Board of Directors, for the performance of exceptional tasks in the context of their function as director as validated by the Board of Directors (such as, in particular, interviews, preparation meetings and other internal meetings other than meetings of the Board of Directors or of a Committee (Audit, Remuneration or Strategic)). This amount will be allocated by the Board of Directors among its members according to the number and importance of exceptional missions actually carried out by each of them.

The resolutions of this Ordinary General Meeting of Shareholders do not require a special quorum and require a simple majority of the votes cast at the Ordinary General Meeting of Shareholders to be adopted.

Agenda of the Extraordinary General Meeting of Shareholders:

Issue of subscription rights (“warrants”)

Proposed decision:

a) Acknowledgement of the report of EY, Réviseurs d'Entreprises SCCRL, statutory auditor, and special report of the Board of Directors drawn up in accordance with articles 7:180, 7:191 and 7:193 of the Belgian Companies and Associations Code, setting out the purpose and detailed justification of the proposal to issue warrants with cancellation of the preferential subscription right of the shareholders.

b) Proposal to issue under the conditions determined under point e) below 250,000 warrants giving the right to their holders, 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 below).

d) Subject to the condition precedent and to the extent of the amount resulting from the exercise of the warrants, and only if the exercise of the warrants results in the issue of new shares, proposal to increase the capital by an amount corresponding to the par value of the share, multiplied by the number of warrants exercised, i.e. a maximum amount of EUR 152,500, by the creation of as many new shares as warrants exercised, i.e. a maximum of 250,000 new shares, the difference between the subscription price of the share and its par value constituting a share premium.

e) Terms and conditions of the issue of the warrants:

Number of warrants to be issued	Depending on the actual subscriptions and acquisitions, maximum 250,000 (two hundred and fifty thousand).
Condition precedent 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 members of staff of EVS and its subsidiaries within the meaning of Article 1:27 of the Belgian Companies and Associations Code as well as persons who, without being members of staff of EVS or its subsidiaries, are either permanent representatives or partners or controlling shareholders of a member of staff (a legal entity bound by a management contract or similar contract), either linked to one of the companies of the EVS Group by a contract for the provision of consultancy-type services, or a permanent representatives or partners or controlling shareholders of a company linked to one of the companies of the EVS Group by a contract for the provision of consultancy-type services (hereinafter the "Providers"): InnoVision BV and its permanent representative Serge Van Herck, Seremia SRL and its permanent representative, Sbasyva SRL and its permanent representative Yvan Absil, Ikaro SRL and its permanent representative Nicolas Bourdon, M2C SRL and its permanent representative Pierre Matelart, RCG and its permanent representative Quentin Grutman, Manuel Alejandro Rios Ceron, Pavel Putilin, Alexander Papyn, Egor Boyarkin, Cristiano Barbieri Servicos e Promocao de Vendas – me, Bruno Pessoa da Silva, Vegard Aandahl, Swapnil Almeida, Mike Norris, Ian Futter, Jan Mokallai.
Price of the warrants	Free of charge or against payment under conditions to be determined by the Board of Directors.
Granting period of the warrants	To be determined by the Board of Directors
Quantity 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 EVS 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 EVS shares at the relevant time
Warrant exercise period	Unless waived by the Board of Directors, 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

	<i>from the date of issue of the warrants, in accordance with article 7:69 of the Belgian Companies and Associations Code.</i>
<i>Transfer of warrants</i>	<i>Non-transferability except in case of succession.</i>
<i>Pledging of the 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 new share or one treasury share, at the discretion of the Board of Directors. The granted shares, new or existing (own), will have the same rights as the existing shares.</i>
<i>Issuance 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 Belgian Companies and Associations Code. The Company shall arrange for the new shares subscribed for 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>Righth to dividendes</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, either by issuing new shares or by granting existing shares (own shares).</i>

f) Powers to be conferred on two directors jointly to:

- specify (and, if necessary, have it recorded in a notarial deed) the exact number of warrants to be issued, the final subscription price of the shares, the subscription periods, the terms and conditions for adapting the rights of the warrants in the event of transactions on the capital;
- 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.

In order to be adopted, the proposed agenda of this Extraordinary Shareholders' Meeting requires the representation of at least half of the capital (except in the case of a second Shareholders' Meeting after failure to act, which decides regardless of the portion of the capital represented by the shareholders present or represented) and a majority vote of three quarters of the votes cast at the General Meeting. In the event that this Extraordinary General Meeting of the Shareholders cannot be held due to a lack of quorum, the second Extraordinary Shareholders' Meeting shall be held on June 8, 2020.

Practical arrangements for attending the General Meetings

Measures to limit the spread of COVID-19

The Ordinary General Meeting of Shareholders is scheduled for **Tuesday May 19, 2020, at 11:00 am**, and the Extraordinary General Meeting of Shareholders is scheduled for **Tuesday May 19, 2020, at 12:00 am**.

In accordance with Royal Decree No. 4 of April 9, 2020 laying down various provisions relating to co-ownership and company and association law in the context of the fight against the Covid-19 pandemic, in the interest of all, the Board of Directors of the Company has decided that:

- The **Ordinary General Meeting of Shareholders** of May 19, 2020 at 11:00 am will be held by video-conference and/or audio-conference according to arrangements that will be brought to the attention of shareholders via the Company's website, and the voting will be by correspondence or by proxy only. The purpose of these measures is to ensure 1°) the right of each holder to attend the General Meeting of Shareholders and to ask questions; 2°) the security of the votes. Remote voting via the website will not be possible.
- The **Extraordinary General Meeting of Shareholders** of May 19, 2020 at 12:00 am will be held before France Andris, LLM, in her office, 16 Rue de Brus, 4690 Bassenge, in the sole presence of the notary and one of her staff, and the voting will be by proxy only, unless it is postponed.

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 Belgian Companies and Associations Code as well as Article 23, §1 of the Company's articles of association:

- **The owners of dematerialized shares** must submit, for **each** General Meeting of Shareholders, 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 5, 2020 at 12 (twelve) o'clock midnight, Belgian time (registration date),
 - Indicating their intention to attend the General Meeting of Shareholders 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 13, 2020 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 5, 2020 at 12 (twelve) o'clock midnight, Belgian time (registration date), and must indicate their intention to attend the General Meeting of Shareholders 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 13, 2020 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 Ordinary General Meeting of Shareholders, which will be held by video-conference and/or audio-conference, 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 enter new items on the agenda or proposals for resolution

Pursuant to Article 7:130 of the Belgian Companies and Associations Code and Article 22, §3 of the articles of association of the Company, one or more shareholders who together hold at least 3% of the capital may request to have items included on the agenda to be broached at the General Meetings, and may submit proposals for resolutions on the items to be discussed which are entered or to be entered in the agenda. The request must be accompanied by the text of the items to be broached and the proposals for resolutions relating thereto, whereby the text of proposals for resolutions to be entered in the agenda must establish the ownership of the aforementioned fraction of the capital, and must indicate the postal or e-mail address to which the Company is to send the acknowledge of receipt of the request within forty-eight hours of such receipt. The request is to be sent by post to the registered office for the attention of Yvan Absil, CFO, and must reach the company by April 27, 2020 at the latest. The request may also be sent by e-mail (corpcom@evs.com).

The agenda, completed in accordance with validly lodged requests, will be published by May 4, 2020 at the latest.

The examination of these new items to be broached and proposals for resolution is subject to the fulfilment of the afore-described admission formalities for at least 3% of the capital.

Right to ask questions

Pursuant to Article 7:139 of the Belgian Companies and Associations Code and to the aforementioned Royal Decree No. 4, shareholders who have complied with the aforementioned formalities for admission are invited to submit written questions relating to items on the agenda as soon as this notice convening the meeting is published. These questions will be sent by registered letter with acknowledgement of receipt or by e-mail (corpcom@evs.com) with acknowledgement of receipt. They must reach the Company by May 15, 2020 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. Shareholders may also ask questions relating to items on the agenda during the Ordinary General Meeting by video-conference or by audio-conference, relating to the items on the agenda.

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, signed by the shareholder and reach the Company no later than May 15, 2020, by any means, including by sending an e-mail to the address (corpcom@evs.com) accompanied by a scanned or photographed copy of the completed and signed proxy, or, if that is not possible, by fax to +32 4 361 7089 (only for the Ordinary General Meeting of Shareholders) or as a last resort, by registered letter sent to the Company's registered office for the attention of Yvan Absil, CFO. Any power of attorney not signed by the ultimate beneficial owner will be considered invalid.

In addition:

- For the **Ordinary General Meeting of Shareholders**: the proxyholder must be either the Company or one of its representatives, namely Nicolas Bayers, domiciled at Tongersveldstraat 21, 3700 Tongres,
- For the **Extraordinary General Meeting of Shareholders** the proxyholder must be a member of the notarial office of France Andris, LLM, namely Emilie Pauly, domiciled Rue Devant les Cours 2b, 4690 Bassenge.

Voting by correspondence

Although there is no provision to this effect in the articles of association, in accordance with the aforementioned Royal Decree No. 4, any shareholder who has fulfilled the formalities for admission described above, may alternatively vote by correspondence at the **Ordinary General Meeting of Shareholders only**, using the form established by the Company. This duly completed and signed form must reach the Company by May 15, 2020 at the latest for the Ordinary General Meeting of Shareholders, by e-mail (corpcom@evs.com), by any means, including by sending an e-mail to the address (corpcom@evs.com) accompanied by a scanned or photographed copy of the completed and signed proxy or, if that is not possible, by fax to +32 4 361 7089, or as a last resort, by registered letter to the Company's registered office for the attention of Yvan Absil, CFO.

Provision of documents

This convening notice and the other documents relating to the General Meetings, including the annual report and power of attorney forms (as well as the correspondence voting forms where applicable) are available on the Company's website www.evs.com. 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.

As long as the lockdown and gathering prohibition measures are in force, shareholders will not be able to peruse these documents at the Company's registered office and/or obtain a paper copy thereof.

Adaptation of these arrangements

These arrangements may be adapted in line with the development of the situation and measures to be taken by the Government. Any such change will be indicated on the Company's website.

The Board of Directors

ORDINARY GENERAL MEETING OF MAY 19, 2020 POWER OF ATTORNEY & VOTING FORM

To be returned by e-mail to: corpcom@evs.com, by fax to +32 4 361 7089 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 15, 2020 at the latest.

In accordance with Royal Decree No. 4 of April 9, 2020 laying down various provisions relating to co-ownership and company and association law in the context of the fight against the Covid-19 pandemic, in the interest of all, the Board of Directors of the Company has decided that the proxyholder must be either the Company or one of its representatives, namely Nicolas Bayers, domiciled at Tongersveldstraat 21, 3700 Tongres .

THE UNDERSIGNED¹:

.....

ADDRESS/ HEAD QUARTER:

Owner, final beneficial owner of shares of the public limited company "SA EVS BROADCAST EQUIPMENT", whose registered office is at 4102 Seraing (Ougrée), rue du Bois St-Jean 13, 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:

.....

To whom it confers full powers to represent it at the Ordinary General Meeting of the Company to be held on Tuesday May 19, at 11 am with the agenda set out in the appendix to this proxy.

Agenda	Yes	No	Abstention
1. Management Report for year 2019	N/A	N/A	N/A
2. Remuneration Report for year 2019			
3. Auditor's Report	N/A	N/A	N/A
4. Approval of the 2019 statutory accounts and profit allocation			
5. Discharge to the Directors			
6. Discharge to the Auditor			
7. Renewal of Directors' mandate – Mr Michel Counson			
8. Renewal of Directors' mandate – InnoConsult BV			
9. Appointment as Director – The House of Value – Advisory & Solutions BV, represented by Mr Johan Deschuyffeeler			
10. Approval of the variable remuneration of the CEO			
11. Approval of the variable remuneration of the other members of the Leadership Team			
12. Granting of additional remuneration to members of the Board of Directors for exceptional missions			

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 Ordinary General Meeting of Shareholders for the number of votes thus cast.

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

If the Company publishes an amended agenda of the Ordinary General Meeting of Shareholders in order to include new items or proposals for resolution at the request of one or more shareholders pursuant to Article 7:130 of the Belgian Companies and Associations Code, said form will remain valid for the items on the agenda it covers, provided that it has validly reached the Company before the publication of said amended agenda. The foregoing notwithstanding, the votes cast in this form on an item on the agenda will be null and void if the agenda was amended on that item to include a new proposal for resolution in accordance with Article 7:130 of the Belgian Companies and Associations Code.

Done at..... on2020
The signature(s) must be preceded by the handwritten words "Good for power of attorney"

ORDINARY GENERAL MEETING OF SHAREHOLDERS OF MAY 19, 2020 CORRESPONDENCE VOTING FORM

To be returned by e-mail to: corpcom@evs.com, by fax to +32 4 361 7089 or by registered letter to the Company's registered office

In accordance with Royal Decree No. 4 of April 9, 2020 laying down various provisions relating to co-ownership and company and association law in the context of the fight against the Covid-19 pandemic, in the interest of all, the Board of Directors of the Company has decided that any shareholder may vote at the Ordinary General Meeting of Shareholders by correspondence. Shareholders who wish to vote by correspondence must comply with the practical arrangements set out in the notice convening the meeting. The duly signed correspondence voting form must reach the Company by May 15, 2020 at the latest.

THE UNDERSIGNED²:

.....

ADDRESS/ HEAD QUARTER:

Owner, final beneficial owner of shares of the public limited company "SA EVS BROADCAST EQUIPMENT", whose registered office is at 4102 Seraing (Ougrée), rue du Bois St-Jean 13, Belgium, registered with the Banque-Carrefour des Entreprises under number 452.080.178,

exercises its voting rights in the following manner on the items on the agenda of the Ordinary General Meeting to be held on May 19, 2020 at 11:00 am.

Agenda	Yes	No	Abstention
1. Management Report for year 2019	N/A	N/A	N/A
2. Remuneration Report for year 2019			
3. Auditor's Report	N/A	N/A	N/A
4. Approval of the 2019 statutory accounts and profit allocation			
5. Discharge to the Directors			
6. Discharge to the Auditor			
7. Renewal of Directors' mandate – Mr Michel Counson			
8. Renewal of Directors' mandate – InnoConsult BV			
9. Appointment as Director – The House of Value – Advisory & Solutions BV, represented by Mr Johan Deschuyffeleer			
10. Approval of the variable remuneration of the CEO			
11. Approval of the variable remuneration of the other members of the Leadership Team			
12. Granting of additional remuneration to members of the Board of Directors for exceptional missions			

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

If the Company publishes an amended agenda of the Ordinary General Meeting of Shareholders in order to include new items or proposals for resolution at the request of one or more shareholders pursuant to Article 7:130 of the Belgian Companies and Associations Code, said form will remain valid for the items on the agenda it covers, provided that it has validly reached the Company before the publication of said amended agenda. The foregoing notwithstanding, the votes cast in this form on an item on the agenda will be null and void if the agenda was amended on that item to include a new proposal for resolution in accordance with Article 7:130 of the Belgian Companies and Associations Code.

Done at..... on2020

² Legal entities must specify the name, first name and title of the natural person(s) who signs this letter on their behalf.

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF MAY 19, 2020

POWER OF ATTORNEY & VOTING FORM

To be returned by e-mail to: corpcom@evs.com, by fax to +32 4 361 7089 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 must reach the Company by May 13, 2020 at the latest.

In accordance with Royal Decree No. 4 of April 9, 2020 laying down various provisions relating to co-ownership and company and association law in the context of the fight against the Covid-19 pandemic, in the interest of all, the Board of Directors of the Company has decided that the proxyholder must be a member of the notarial office of France Andris, LLM, namely Emilie Pauly, domiciled at rue Devant les Cours 2b, 4690 Bassenge.

THE UNDERSIGNED³:

ADDRESS/ HEAD QUARTER:

Owner, final beneficial owner of shares of the public limited company "SA EVS BROADCAST EQUIPMENT", whose registered office is at 4102 Seraing (Ougrée), rue duBois St-Jean 13, 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:

To whom it confers full powers to represent it at the Extraordinary General Meeting of the Company to be held on Tuesday May 19 at 12:00 am, before notary France Andris, in the office of France Andris, LLM, 16 Rue de Brus, 4690 Bassenge, in the sole presence of the notary and one or her staff with the agenda set out in the appendix to this proxy.

Agenda:	Yes	No	Abstention
Issue of warrants			

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.

If the Company publishes an amended agenda of the Extraordinary General Meeting of Shareholders in order to include new items or proposals for resolution at the request of one or more shareholders pursuant to Article 7:130 of the Belgian Companies and Associations Code, said form will remain valid for the items on the agenda it covers, provided that it has validly reached the Company before the publication of said amended agenda. The foregoing notwithstanding, the votes cast in this form on an item on the agenda will be null and void if the agenda was amended on that item to include a new proposal for resolution in accordance with Article 7:130 of the Belgian Companies and Associations Code.

Done at..... on2020

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

³Legal entities must specify the name, first name and title of the natural person(s) who signs this letter on their behalf.