



Liège Science Park - 16, rue Bois St- Jean, B- 4102 Seraing - Belgium  
Tel. +32 4 361 7014 - Fax +32 4 361 7089 - VAT: BE0452.080.178 Liège Business Register 186.341  
www.evs-global.com

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

## **INVITATION TO THE POSTPONED EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

Since the Extraordinary General Meeting of Shareholders called for May 18, 2010 did not reach the legal quorum of 50%, the Board of Directors invites shareholders to a new Postponed Extraordinary General Meeting of shareholders to be held in Liège, at the company's head office at 16, rue Bois St-Jean, B-4102 Seraing, on **Monday June 7, 2010, at 11.00 am**, with the following agenda:

### **1. Authorized capital (article 6 of the statutes):**

#### Proposed resolution:

- a) *Special Report of the Board of Directors in application of 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 6, paragraph 8 of the statutes, i.e.: The board of directors is expressly authorized to use the authorized capital in accordance with the conditions provided under Article 607 of the Belgian Code of Companies in the event of a bid, upon receipt of the notification by the "Commission Bancaire, Financière et des Assurances" (Banking, Finance and Insurance Commission) that it was informed of a takeover bid concerning the company, insofar such receipt occurs within three years following the extraordinary general meeting of June 7, 2010.*
- c) *Modification of the statutes to include these changes.*

### **2. Issuance of warrants**

#### Proposed resolutions:

- a) *Report of BDO Atrio, Réviseurs d'Entreprises Soc. Civ. SCRL, statutory auditor, and special report of the Board of Directors established in application of the articles 583, 596 and 598 of the Belgian Code of Companies, explaining the object and the detailed justification of the proposition of issuance of warrants with suppression of preferential subscription rights of shareholders.*
- b) *Issuance of 250,000 warrants according to the hereafter mentioned conditions, giving the right to the holders to subscribe to an equivalent number of ordinary shares of the Company.*
- c) *Suppression of the preferential right of the existing shareholders in favor of the persons designated hereafter.*
- d) *Conditions of issuance of warrants:*
  - NUMBER OF NOMINATIVE WARRANTS TO BE ISSUED: 250,000
  - SUBSCRIPTION: *the warrants are subscribed at the time of the issuance by EVS Broadcast Equipment S.A. The latter, through its Board of Directors, must give them back exclusively to the beneficiaries as designated below.*
  - BENEFICIARIES: *employees of EVS Broadcast Equipment and of its affiliates; but also the*

*following people who are Directors, regular service providers or service providers who are directly or indirectly linked by contract with the EVS group: ACCES DIRECT S.A. ; BELINVEST SA ; Francis Bodson ; Michel Counson ; Jean Dumbruch ; DWESAM BVBA; FIDCHELL Sàrl; GALLOCAM SPRL; Jacques Galloy ; IDOINE SPRL; Pierre L'Hoest ; Laurent Minguet ; OB-Servers Ltd; P&P S.A.; Jean-Pierre Pironnet ; Christian Raskin ; SELIX SPRL; SGD Broadcast Media Ltd; SWART B.V.*

*ISSUANCE PRICE OF THE WARRANTS: free or not, under the conditions to be determined by the Board of Directors.*

*EXERCISE PRICE OF THE WARRANTS: at least the average share price of the last 30 closing prices preceding the day of the offer.*

*EXERCISE PERIOD: warrants can only be exercised as from the fourth civil year following the grant date, within the limits of the Corporate Governance Charter.*

*TRANSFERABILITY OF THE WARRANTS: non transferable, except by hereditary.*

*RIGHTS: the new shares will have the same rights as the existing shares.*

*GRANT CONDITIONS: the Board of Directors will be able to determine the grant, withholding and exercise conditions of the warrants, either through issuance of new shares or by allocation of existing shares.*

- e) Modification of the statutes in case of exercise of warrants effectively issued, if that exercise results in new share issuance (instead of allocation of existing shares).*
- f) Powers to be conferred to two Directors acting jointly to:
  - precise (and possibly a declaration by deed) the exact number of warrants to be issued, the final subscription price of shares, the subscription periods, the procedures for adjusting the rights of the warrants in case of transactions on the capital;*
  - make a declaration by deed of the achievement of capital increases and changes in statutes resulting from it;*
  - execute the resolutions to be taken following the above mentioned objects;*
  - for all above mentioned, sign all conventions and generally do what is necessary.**

### **3. Cancellation of the article 32 of the statutes**

*Proposed resolution:*

The article 32 of the statutes has no use; it is proposed to cancel it.

-----

As stated in Article 21 of the Statutes of the company, shareholders who wish to attend this Extraordinary General Meeting are asked to deposit their shares and any proxies no later than the fifth business day prior to the meeting, ie. **Monday May 31, 2010** at the ING bank (Securities Department: +32 2 738 2761 or +32 2 738 8023). Holders of shares on a securities account must provide a declaration of their approved financial establishment or liquidation body, within the same timeframe and place as mentioned here above, that testifies those shares are locked-up until June 7, 2010 at noon CET for the equivalent number of shares they would like to declare to the meeting. The bank shall give a receipt that the shareholder or its representative shall remit to the Chairman of the meeting in order to be allowed to attend that meeting. **In accordance with the article 22 of the statutes, proxies which are not signed by the final beneficial owner shall not be accepted. Proxies signed by a custodian or sub-custodian must be accompanied by another proxy, duly signed by that final beneficial owner, allowing him to exercise the attached rights. Following the new deposit of shares, proxies sent for the first Meeting of May 18, 2010 remain valid for this postponed meeting.**

*The different documents are available online on the website [www.evs-global.com](http://www.evs-global.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.tv](mailto:corpcom@evs.tv).*

The Board of Directors  
Liège, May 18, 2010

# EVS EXTRAORDINARY GENERAL MEETING- JUNE 7, 2010 PROXY & VOTING FORM

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

At the **Extraordinary 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 **Monday June 7, 2010 at 11:00 am.**

THE UNDERSIGNED: \* .....

.....

Holder, economical and final 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 Extraordinary General Meeting of shareholders of the aforesaid company, to be held as stated here above with the joint agenda.

Agenda of the Extraordinary General Meeting:	Yes	No	Abstain
1. Renewal Authorized capital			
2. Issuance of 250,000 new warrants			
3. Cancellation of article 32 of the statutes			

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 .....

*\* 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.*

The signature or signatures must be preceded by the handwritten words "Bon pour pouvoir"<sup>1</sup>

---

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