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

## **INVITATION TO THE ORDINARY AND EXTRAORDINARY GENERAL MEETINGS OF SHAREHOLDERS**

The Board of Directors invites the shareholders to a combined Ordinary and Extraordinary 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 18, 2010, at 11:00 am.**

### **Agenda of the Annual Ordinary General Meeting of shareholders:**

- 1. Discussion 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, 2009.
- 2. Discussion of the reports of the Statutory Auditor** for the Statutory and Consolidated annual accounts for the accounting year ended on December 31, 2009.
- 3. Review and approval of the 2009 Statutory and Consolidated annual accounts**, and allocation of the result for the accounting year ended on December 31, 2009.

*Proposed resolution: approval of the annual accounts for the accounting year ended on December 31, 2009 and allocation of the net profit of EUR 25,517 thousands as follows:*

- *Transfer of EUR 6,321 thousands from available reserves.*
- *pay-out of a **gross dividend of EUR 2.48 per share (i.e. a total of EUR 33,586 thousand)**, stable compared to last year, and including EUR 1.00 of interim dividend paid-out last November 26, 2009 (coupon #9, ISIN code BE0003820371). This translates into a final **gross dividend of EUR 1.48 (i.e. a total of EUR 20,025 thousand) per share** payable at ING Bank, except for own shares held by EVS at the ex- date, i.e. **May 27, 2010 (coupon #10, ISIN code BE0003820371)**. The payment date is June 1, 2010;*
- *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 2009 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, 2009: distribution of **30 (thirty) shares (net)** of EVS BROADCAST EQUIPMENT S.A. (coupon #10 attached) and to all employees of EVS BROADCAST EQUIPMENT S.A. who have been hired during the year 2009: distribution of **15 (fifteen) shares (net)** of EVS BROADCAST EQUIPMENT SA*

*(coupon #10 attached), in proportion to their time of occupation; This plan relates to maximum 200 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.tv or +32 (4) 361 7014.*

#### **4. Granting of discharge from liability to the Directors and the Auditor**

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

#### **5. 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 Félix FANK (F-01438), Belgian Réviseur d'Entreprise, for a 3 year mandate and for a fixed annual fee of EUR 42,500, with no indexation and excluding VAT.*

#### **6. Appointment and renewal of mandates of Directors**

- Acknowledge that Cytindus S.A., represented by Michel Delloye, and Pierre Rion do not ask for the renewal of their mandate as Director*

*Proposed resolutions:*

- Renew the mandate of Michel Counson as Director, for a period of 6 years ending at the Ordinary General Meeting of 2016.*
- Renew the mandate of Pierre L'Hoest as Director, for a period of 6 years ending at the Ordinary General Meeting of 2016.*
- Renew the mandate of Francis Bodson as Director, for a period of one year ending at the Ordinary General Meeting of 2011.*
- Renew the mandate of Laurent Minguet as Director, for a period of one year ending at the Ordinary General Meeting of 2011.*
- Appoint Accès Direct S.A. represented by Pierre Rion, as Director for a period of 4 years ending at the Ordinary General Meeting of 2014, 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.*
- Appoint Jean-Pierre Pironnet as Director for a period of one year ending at the Ordinary General Meeting of 2011.*
- Appoint Christian Raskin as Director for a period of one year ending at the Ordinary General Meeting of 2011, 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.*

#### **7. Remuneration of the mandate of the Directors**

*Proposed resolution:*

- Remuneration of the mandate as Director for a fixed annual amount of EUR 4,000.*
- EUR 750 (resp. EUR 1,000) by presence to a meeting of the Board for each non executive Director (resp. the non executive Chairman of the Board).*
- EUR 750 (resp. EUR 1,000) by presence to a meeting of one of the Committee (Audit or Remunerations) for each of the non executive Director (resp. the non executive Chairman of such a Committee).*

## **Agenda of the Extraordinary General Meeting of shareholders:**

(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 invited)

### **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 May 18, 2010 (or June 7, 2010, if the attendance quorum is not reached at the first general meeting).*
- 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 is results in new share issuance (instead of allocation of existing shares).*
- f) Power 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.

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As stated in Article 21 of the Statutes of the company, shareholders who wish to attend this General Meetings are asked to deposit their shares and any proxies no later than the fifth business day prior to the meeting, ie. **Tuesday May 11, 2010** at the ING bank (Securities Department: +32 2 738 2761 or +32 2 738 8023), by précising if he want to attend the Ordinary and/or the Extraordinary General Meeting(s). 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 May 18, 2010 at 01.00 pm CET for the equivalent number of shares they would like to declare to the meetings. For each meeting, the bank shall give a distinct 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 accompanied by another proxy, duly signed by that final beneficial owner, allowing him to exercise the attached rights.**

*The annual report and the voting proxy 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) .*

In case the 50% quorum for the Extraordinary Shareholders Meeting is not reached for the first meeting, another meeting must be convened and held, which may then, regardless of the capital represented, adopt resolutions by a simple majority of the votes represented and validly cast. If a second Meeting must be invited, it shall be rescheduled to next **Monday June 7, 2010 at 11.00am.**

The Board of Directors  
Liège, April 8, 2010

## EVS GENERAL MEETING OF MAY 18, 2010 PROXY & VOTING FORM

To be returned by e-mail to: corpcom@evs.tv 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 18, 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 Ordinary and Extraordinary General Meetings 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. Auditor's reports	N/A	N/A	N/A
3. Approval of the 2009 accounts and profit allocation			
4. Discharge from liability to Directors and the Auditors.			
5. Renewal of the mandate of the Statutory Auditor.			
6. Appointment of Directors and renewal of mandates:	N/A	N/A	N/A
- Michel Counson, 6 years			
- Pierre L'Hoest, 6 years			
- Francis Bodson, 1 year			
- Laurent Minguet, 1 year			
- Acces Direct S.A., independent, 4 years			
- Jean-Pierre Pironnet, 1 year			
- Christian Raskin, independent, 1 year			
7 Remuneration of Directors			
<b>Agenda of the Extraordinary General Meeting:</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>
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.

In case the attendance threshold is not reached where the Extraordinary General Meeting shall be postponed, the agent may take part in the new Meeting with the same agenda and within the voting limits which have been set in this proxy. In that case, I shall have to lock-up my shares through ING accordingly for a 5 business days period prior to the meeting determined by the Board of Directors.

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.]