



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

INVITATION TO THE EXTRAORDINARY GENERAL MEETING

The Board of Directors invites the shareholders to an Extraordinary General Meeting on **November 14, 2017, at 10.00 am**, at the company's head office at 13, rue Bois St-Jean, B-4102 Seraing.

Agenda:

1. Approval of variable remuneration of NBIC Watch Sprl

The Company has entered into a « Services Agreement » with NBIC Watch SPRL relating to the position of Chief Customer Officer & Head of International Sales and which contains a fixed remuneration and a variable remuneration which could exceed a quarter of the annual remuneration. The computation of the variable remuneration digresses from the formula set forth in Article 520ter of the Belgian Company Code. Consequently, in compliance with this Article combined with Article 525 of the Belgian Company Code, the formula for the computation of the variable remuneration is subject to express approval of the General Meeting.

Proposed decision:

Proposal to approve, in compliance with Articles 520ter and 525 of the Belgian Company Code, the derogation to the criteria set out in Article 520ter §2 of the Belgian Company Code relating to the variable remuneration granted to NBIC Watch SPRL and subsequently, to approve the following formula for the computation of the variable remuneration of NBIC Watch SPRL in the capacity of Chief Customer Officer & Head of International Sales, as agreed (subject to its approval by the General Meeting in accordance with Article 520ter of the Belgian Company Code) in the Services Agreement dated 16 June 2017 between the Company and NBIC Watch SPRL.

- (i) *The annual variable fees of NBIC Watch SPRL shall not exceed 185.000 EUR and shall be split as follows:*
- *Depending on the achievement of sales related objectives (defined and communicated at the beginning of each year by the CEO & Managing Director of EVS in accordance with the budget validated by the Board of Directors) actually achieved by the Company for a maximum amount of 92.500 EUR and computed according to the following rules: if the objectives achieved are less than 80% of the sales related objectives, the portion of the variable remuneration shall be equal to 0 EUR; if the objectives achieved are equal to 80% of the sales related objectives, the portion of the variable remuneration shall be equal to 18.500 EUR; if the objectives achieved are equal to 100% of the sales related objectives, the portion of the variable remuneration shall be equal to 46.250 EUR; if the objectives achieved are equal to or go beyond 120% of the sales related objectives, the portion of the variable remuneration shall be equal to 92.500 EUR; Between these different levels, the variable remuneration shall be set in linear proportion/straight line basis, as a percentage of the sales target achieved.*
 - *Depending on the achievement of financial related objectives (defined and communicated at the beginning of each year by the CEO & Managing Director of EVS in accordance with the budget validated by the Board of Directors) actually achieved by the Company for a maximum amount of 46.250 EUR and computed according to the following rules: if the objectives achieved are less than 80% of the financial related objectives, the portion of the variable remuneration shall be equal to 0 EUR; if the objectives achieved are equal to 80% of the financial related objectives, the portion of the variable remuneration shall be equal to 9.250 EUR; if the objectives achieved are equal to 100% of the financial related objectives, the portion of the variable remuneration shall be equal to 23.125 EUR; if the objectives achieved are equal to or go beyond 120% of the financial related objectives, the portion of the variable*

remuneration shall be equal to 46.250 EUR; Between these different levels, the variable fees shall be set in linear proportion/straight line basis, as a percentage of the financial target achieved.

- Depending on the achievement of performance related objectives (defined and communicated at the beginning of each year by the CEO & Managing Director of EVS) actually achieved by NBIC Watch SPRL and appraised on a 0-100% scale for a maximum amount of 46.250 EUR.

- (ii) The 2-year term variable remuneration of NBIC Watch SPRL, which shall be added to the variable remuneration set forth in i), shall not exceed maximum 80.000 EUR, depending on the achievement of predefined objectives (defined and communicated by the CEO & Managing Director after validation by the Board of Directors at the beginning of each 2-year period) actually achieved by NBIC Watch SPRL during the said 2-year period and appraised on a 0-100% scale.

2. 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 Company Code, explaining the specific conditions in which it will be able to use the authorized capital, and the pursued objectives.
- b) Proposition to renew, in accordance with article 604 of the Belgian Company Code, the authorization granted to the Board of Directors in article 7 of the Articles of Association, to increase the capital on one or more times by a maximum amount of EUR 1,600,000 (excluding share premium), all the other conditions remaining the same, for a new period of 5 years following the publication of the decisions of November 14, 2017 (or, in case of postponement, of December 4, 2017)
- c) Modification of Article 7 of the Articles of Association to include these changes.
- d) Powers to be conferred to the Board of Directors for implementation of the resolutions passed

3. Buy back of own shares (article 10 of the Articles of Association):

Proposed decision:

- a) Deletion of the first paragraph of the article 10, without any object
- b) Proposition to renew the authorization granted to the Board of Directors in article 10, paragraph 2 and 3 of the Articles of Association, by new authorizations to acquire and dispose of shares of the Company, and to amend article 10 of the articles of association as follows:
 - “1. Pursuant to the decision of the Extraordinary General Meeting of November 5, 2014, the Board of Directors is authorized to acquire, on the stock exchange or otherwise, the shares of the company with a maximum of 10% of the issued shares, fully paid up, at a unit price which shall not be lower than 20% under the lowest closing stock market price of the company during the 12 trading months preceding such acquisition and which shall not be higher than 20% above the highest closing stock market price of the company on Euronext Brussels during the 20 trading days preceding such acquisition. Such authorization is valid for a period of 5 years from the date of the publication in the annexes to the Belgian State Gazette of the amendment of the articles of association decided by the Extraordinary General Meeting of November 14, 2017 (or December 4, 2017 if the attendance quorum is not reached at the first general meeting).
 - 2. The general meeting may authorize the Board to cancel the shares acquired by the company and fix the conditions of such cancellations.
 - 3. In addition, the board of directors is authorized to cancel the treasury shares acquired by the Company in the following cases: (1) on the stock exchange or otherwise, where such shares are admitted to trading on a regulated market within the meaning of Article 4 of the Belgian Company Code; 2) in all other cases permitted by the Belgian Company Code.
 - 4. Such authorization further extends to the acquisition of the company's shares by one or more of its direct subsidiaries, within the meaning of the Belgian Company Code.
- c) Powers to be conferred to the Board of Directors for implementation of the resolution passed, including:
 - determine the accurate acquisition price of shares to buy back, organize the buyback according to the conditions required by law and by the articles of association;
 - determine the accurate selling price of the shares to be disposed of, organize the sale according to the conditions required by law and by the articles of association;
 - 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.

4. Issuance of warrants

Proposed resolutions:

- a) Report of EY, Réviseurs d'Entreprises SCCRL, statutory auditor, and special report of the Board of Directors drawn up in application of the articles 583, 596 and 598 of the Belgian Company Code, explaining the object and the detailed justification of the proposition of issuance of warrants with suppression of preferential subscription rights of shareholders.
- b) Proposition to issue 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, subject to the condition that the warrants are effectively allocated to their holders.
- c) Proposition to cancel the preferential right of the existing shareholders in favor of the persons designated hereafter.
- 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 share capital up to a maximum amount corresponding to the par value of the share, multiplied by the number of warrants exercised, i.e. a maximum amount of 153,073 EUR, 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 accounting par value will constitute a share premium.
- e) Conditions of issuance of warrants:

Number of warrants to be issued	Depending on the actual subscriptions and acquisitions, maximum 250,000 (two hundred and fifty thousand).
Suspensive condition of the issuance	Effective allocation of the warrants to the new beneficiaries
Form of the warrants	Nominative
New beneficiaries	Employees of EVS and its subsidiaries, as well as to the following persons who are regular service providers or who are otherwise directly or indirectly bound by contract with EVS: Much sprl, Muriel De Lathouwer, Michel Counson, NBIC Watch Sprl, Pavel Putilin, Monster Grupo Creativo sa, ENTV Consultoria e projectos de engenhariaS/C LTDA, Swapnil Almeida, Bruno Pessoa, Vegard Aandahl, Egor Boyarkin
Price of the warrants	Free or for consideration under conditions to be defined by the Board of Directors
Granting period of the warrants	To be defined by the Board of Directors
Quantity of warrants to be offered by beneficiary	To be defined by the Board of Directors for every new beneficiary
Exercise price of the warrants	To be defined by the Board of Directors, but the exercise price can not be lower than the average share price of the last 30 closing prices preceding the allocation of the warrants, irrespective of whether it is made by issuing new shares or through the granting of existing shares (treasury shares).
Exercise period of the warrants	Except otherwise provided by the Board of Directors, warrants may only be exercised from the fourth calendar year following the date of grant, on one or more dates and under conditions to be defined by the Board of Directors, within the limits set by the EVS Corporate Governance Charter. This period shall expire in all cases no later than ten (10) years from the date of issuance of the warrants, in accordance with article 499 of the Belgian Company Code.
Transferability of the warrants	Non transferable, except by hereditary
Pledging of the warrants	Requires prior approval of the Board of Directors
Rights conferred by the warrants	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.
Issuance of new shares following the exercise of warrants	In the event of issuance 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 will confirm with a notary the resulting capital increase, in accordance with the Belgian Company Code. The Company will arrange for the new shares issued following the exercise of warrants to be admitted on the market on which its shares are traded at the time of the issuance.
Right to dividends	Each share issued or acquired as a result of the exercise of a warrant entitles the holder to the dividend announced after the date of the grant of the share.
Granting terms	The Board of Directors may define the conditions for the granting, retention and exercise of warrants, either by the issue of new shares or by the granting of existing shares (treasury 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 completion of capital increases and changes in the Articles of Association resulting therefrom;*
- *execute the resolutions to be taken following the above mentioned objects;*
- *for all above mentioned, sign all conventions and generally do what is necessary.*

In order to be approved, the second, third and fourth proposals on the agenda of this General Meeting require the representation of at least half of the existing shares (except in the case of a second General Meeting after default, which decides whatever the number of shares represented) and a majority vote of three quarters of the votes cast at the General Meeting for the second and fourth resolution and four fifths of the votes cast at the General Meeting for the third resolution. The first resolution does not require a special quorum and requires a simple majority of the votes cast at the General Assembly to be adopted.

Admission Requirements

In order to attend and vote at this meeting, shareholders are asked to comply with Article 536 §2 of the Belgian Company 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 October 31, 2017 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 November 8, 2017 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 October 31, 2017 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 November 8, 2017 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.

New items or proposals for decision

In accordance with Article 533ter of the Belgian Company 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 the 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 Yvan Absil, CFO, and must reach the company by October 23, 2017 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 October 30, 2017.

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 November 8, 2017. 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 Belgian 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 Meeting, 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 General Meeting, including the proxy voting forms, 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 13, B-4102 Seraing or by e-mail to corpcom@evs.com.

Invitation to a new extraordinary general meeting in case the attendance quorum is not met

If the Extraordinary Shareholders' Meeting cannot validly deliberate on following the first invitation, if the required quorum (representing at least half the capital) is not met, a new Extraordinary General Meeting will be convened and will be able to deliberate, whatever the share represented. If a second extraordinary general meeting is to be convened, it will be held on December 4, 2017 at 11:00 am.

The Board of Directors

ORDINARY GENERAL MEETING OF NOVEMBER 14, 2017 PROXY & VOTING FORM

To be returned by e-mail to: corpcom@evs.com 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, 13, to be held on **November 14, 2017 at 10:00 am**.

THE UNDERSIGNED 1:

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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 13, Belgium, declares that he/she appoints as his/her special agent with authority to act on his/her behalf:

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On whom he/she confers all powers for the purpose of representing him/her at the 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. Approval of the variable fees of NBIC Watch Sprl			
2. Authorized Capital			
3. Buyback and cancellation of own shares			
4. Issuance of 250,000 warrants			

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.

The proxy holder may take part in any other meeting with the same agenda, if the first meeting is deferred, extended, postponed or duly convened.

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.