



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 EVS Broadcast Equipment SA (the “Company”) will be held on **Tuesday May 17, 2022, at 11:00 am** (the “Ordinary General Meeting”) and an **extraordinary general meeting** of the Company will be held on **Tuesday May 17, 2022, at 12:00 pm** (the “Extraordinary General Meeting”), before France Andris, LLM, notary of Bassenge, at the Company’s headquarters at the following address: 13, rue Bois St-Jean, B-4102 Seraing (together, the “General Meetings”).

- The General Meetings will be held physically at the Company's registered office in accordance with the Company's Articles of Association. However, **in view of the still sensitive health situation, the Company recommends its shareholders to avoid any risk related to the spread of Covid-19 and, therefore, not to attend the General Meetings in person. The Company therefore invites its shareholders to exercise their rights at General Meetings by voting by proxy in accordance with the procedures specified below.**
- The Board of Directors has not opted for the possibility of allowing shareholders to participate remotely via electronic communication as offered by article 7:137 of the Belgian Companies and Associations Code (the “CAC”). However, it will allow shareholders to attend the Ordinary General Meeting by means of a videoconference or audioconference system, the details of which will be specified on the Company's website.

The practical arrangements for 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:

1. **Acknowledgement of the Management Report** relating to the statutory and consolidated annual accounts for the financial year ended on December 31, 2021 in which is included the **Company's Corporate Governance Statement** and the **Sustainability Report**, drawn up by the Board of Directors.
2. **Presentation and approval of the Remuneration Report for the fiscal year ended on December 31, 2021**, included in the Corporate Governance Statement of the Management Report.
Proposed decision: the general meeting approves the Remuneration Report for the financial year ended on December 31, 2021, included in the Corporate Governance Statement of the Management Report.
3. **Presentation and approval of the Remuneration Policy.**
Proposed decision: the general meeting approves the modifications to the Remuneration Policy.
4. **Acknowledgement of the Statutory Auditor's Reports** relating to the statutory and consolidated annual accounts for the financial year ended on December 31, 2021.
5. **Presentation of the statutory and consolidated annual accounts for the financial year ended December 31, 2021, presentation of the profit-sharing plan in the form of a distribution of shares to the Company's employees, approval of the statutory annual accounts for the financial year ended December 31, 2021 and of the allocation of results and approval of a profit-sharing plan in the form of a distribution of shares to the Company's employees.**
Proposed decision: the general meeting approves the statutory accounts for the financial year ended on December 31, 2021 and the allocation of the net profit of EUR 57,148 thousand (EUR 35,485 thousand for this financial year and EUR 21,663 thousand for previous financial year) as follows:
 - distribution of a gross dividend of EUR 1.50 per share (i.e. a total of EUR 20,103 thousand: such dividend is made up, on the one hand, of the interim dividend of EUR 0.50 gross per existing share, paid

in November 2021 (i.e. a total of EUR 6,701 thousand) and, on the other hand, of a balance of EUR 1.00 gross per share payable upon detachment of the coupon 32;

- The general meeting approves the profit-sharing plan in the form of a distribution of shares of EVS BROADCAST EQUIPMENT SA relating to the distribution of the profits of the financial year ending on December 31, 2021, and consequently the granting, subject to compliance with its tax obligations by the Company to all employees of EVS BROADCAST EQUIPMENT SA who have been hired by the group before January 1, 2022, of a profit-sharing in the form of a distribution to each of 56 shares of EVS BROADCAST EQUIPMENT SA, in proportion to their effective services (or equivalent) in 2021. This plan concerns a maximum of 350 persons.

The general meeting decides to leave the balance of the net profit, after any deductions imposed by law or the articles of association, as profit carried forward.

6. Discharge to the Directors

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

7. 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.

8. Appointment of Frédéric Vincent as Director

Proposed decision: The general meeting appoints Mr. Frédéric Vincent as Director for a period of four years ending at the end of the ordinary general meeting of May 2026, and acknowledges his independence in accordance with article 7:87 of the CAC, since he meets the definition of that article and 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 of Marco Miserez as Director

Proposed decision: The general meeting appoints Mr. Marco Miserez as Director for a period of four years ending at the end of the ordinary general meeting of May 2026, and acknowledges his independence in accordance with article 7:87 of the CAC, since he meets the definition of that article and 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. Acknowledgement of the resignation of Philippe Mercelis as Director

Proposed decision: The general meeting takes note of the resignation of Mr. Philippe Mercelis from his mandate as Director of the Company with effect from the end of this Ordinary General Meeting, subject to the condition precedent of the appointment of Mr. Marco Miserez as Director.

11. Approval of the potential variable remuneration and of the allocation of Warrants to the CFO, CTO and EVP Operations and Projects

11.1 Variable remuneration in cash

The Company has entered into a service agreement with WeMagine SRL (represented by Mrs. Veerle De Wit), Openiris Ltd (represented by Mr. Alex Redfern) and Tols BV (represented by Mr. Xavier Orri Sáinz De Los Terreros) relating to the position, respectively, of Chief Financial Officer (CFO), Chief Technology Officer (CTO) and Executive Vice President (EVP) Operations and Projects, providing on the one hand for a fixed remuneration and on the other hand for a variable remuneration for years 2022 and following, the cash part of which depends on the achievement of predetermined and objectively measurable objectives over a period of twelve (12) months as set forth in the Remuneration Policy. The formula for the calculation of this variable remuneration slightly deviates from the formula provided for in article 7:91, §2 of the CAC, 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 CAC, 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 CAC, the derogation from the criteria set out in article 7:91, §2 of the CAC regarding the variable remuneration in cash allocated to WeMagine SRL (represented by Mrs. Veerle De Wit), Openiris Ltd (represented by Mr. Alex Redfern) and Tols BV (represented by Mr. Monsieur Xavier Orri Sáinz De Los Terreros) and therefore the following formula for the calculation of their variable remuneration in their capacity of Chief Financial Officer (CFO), Chief Technology Officer (CTO) and Executive Vice President (EVP) Operations and Projects, as agreed (subject to approval by the general meeting in accordance with

Article 7:91, §2 of the CAC) between the Company and each of the three abovementioned beneficiaries in their service agreement. This formula can be summarized as follows:

The amount of the annual variable remuneration will be based on 70% of the achievement of predetermined and objectively measurable financial objectives over a twelve (12) month period and on 30% 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, the concerned beneficiary will receive an amount equal to 20% 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 financial objective(s) set at the beginning of the year and actually achieved thereafter (EBIT or similar): 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 variable remuneration relating thereto will be 150% of 70% 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 30% of the VROTE depending on the objectives achieved.

11.2 Grant of Warrants

Each of the three above-mentioned beneficiary will be potentially 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 subscription rights with the option for the Board of Directors to allocate existing shares (treasury shares) or new shares in case of exercise (the "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 the concerned beneficiary under the condition precedent of the subsequent approval of the approval of the issue of Warrants by the general meeting and, as the case may be, of the subsequent approval of the issue of additional Warrants necessary for this purpose. The formula for the calculation of this variable remuneration slightly deviates from the formula provided for in article 7:91, §2 of the CAC. Therefore, in accordance with this provision read in combination with article 7:121 of the CAC, the derogation from these criteria is subject to the express approval of the general meeting.

Proposed decision: Subject to the condition precedent of the approval of the issue of the Warrants by the general meeting and, if applicable, the subsequent approval of the issue of additional Warrants necessary for this purpose, the general meeting expressly approves, in accordance with articles 7:91, §2 and 7:121 of the CAC, the deviation from the criteria as provided for in article 7:91, §2 of the CAC, read in combination with article 7:121 of the CAC, with regard to the Warrants that would be allocated to the concerned beneficiaries by the Board of Directors.

12. Renewal of the mandate of the Auditor

Proposed decision: The general meeting approves the reappointment of the mandate of Ernst & Young Réviseurs d'Entreprises SRL (B-00160) De Kleetlaan 2, 1831 Diegem, represented by Carlo-Sébastien D'Addario (A-01729), auditor, as statutory auditor of the Company for a period of 3 financial years (2022 - 2023 - 2024) for an annual flat fee of EUR 62,000 excluding VAT.

13. Remuneration of the members of the Board of Directors

In view of the fact that the remuneration of the Board of Directors has not been updated since January 1, 2016, and on the basis of available comparisons with other comparable companies, the Board of Directors proposes to update the remuneration of the Board of Directors as follows:

Proposed decision: The general meeting approves the remuneration of the Directors as follows, with effect from January 1, 2022:

- Fixed annual remuneration of EUR 22,000 per Director (resp. EUR 44,000 for the Chairman of the Board of Directors), covering up to six meetings per year.
- Above six meetings per year, variable remuneration of EUR 2,000 per meeting as from the seventh meeting of the Board of Directors for each non-executive Director (as well as the non-executive Chairman of the Board) who would attend.
- Fixed annual remuneration of EUR 4,000 for the Chairman of a Committee.
- Amount of EUR 1,500 per attendance at a Committee (Audit or Nomination and Remuneration) for each non-executive Director (as well as the non-executive Chairman of said Committee).
- Additional global remuneration of maximum EUR 25,000 per year for all members of the Board of Directors, for the performance of exceptional tasks in the context of their function as directors as validated by the Board of Directors (such as interviews, preparatory meetings and other internal meetings other than meetings of the Board of Directors or of a Committee (Audit or Nomination and Remuneration)). This

amount will be allocated by the Board of Directors among its members according to the number and importance of the exceptional assignments actually performed by each of them.

14. Powers to execute the decisions taken

Proposed decision: The general meeting confers on each member of the Board of Directors, with the right of substitution, all powers of execution of the decisions taken by the Ordinary General Meeting as well as all powers for the purpose of carrying out the formalities necessary for their publication.

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

Agenda of the Extraordinary General Meeting:

1. Decision to (i) renew the authorisation granted to the Board of Directors to increase the capital up to a maximum amount of EUR 1,600,000 (alternatively, EUR 877,200), excluding issue premium within the framework of article 7:198 and following of the CAC, and to (ii) amend article 7 of the Articles of Association

- a) Acknowledgement of the special report of the Board of Directors prepared in accordance with article 7:199 of the CAC in which it indicates the specific circumstances in which it may use the authorised capital and the objectives it will pursue in doing so.
- b) Subject to the condition precedent of the publication in the Appendices to the Belgian Official Gazette of the new authorisation to be granted by the Extraordinary General Meeting on May 17, 2022 (or, in case of lack of quorum, on June 7, 2022) to the Board of Directors to increase the capital within the framework of article 7:198 of the CAC in accordance with items 1.c) and 1.d) (or, alternatively, items 1.e) and 1.f)), proposal to cancel the authorisation granted to the Board of Directors on December 4, 2017, according to the minutes published in the Appendices to the Belgian Official Gazette dated January 15, 2018, under number 18010526. This proposal implies the cancellation of the unused balance of the authorised capital existing on the date of publication in the Appendices to the Belgian Official Gazette of the minutes of the Extraordinary General Meeting, under the same condition precedent;
- c) Proposal to renew, in accordance with article 7:199 of the CAC, the authorisation given to the Board of Directors in article 7 of the Articles of Association, to increase the capital on one or more occasions up to a maximum amount of EUR 1,600,000, excluding the issue premium, all other conditions remaining unchanged, for a further period of five (5) years from the date of publication in the Appendices to the Belgian Official Gazette of the minutes of the Extraordinary Meeting of Shareholders which will be held on May 17, 2022 (or, in case of lack of quorum, on June 7, 2022).
- d) *Proposed decision:* The general meeting agrees to replace article 7 of the Articles of Association by the following text:

“Authorised capital

According to the resolution passed by the extraordinary general meeting of shareholders of May 17, 2022 (or, in case of lack of quorum, of June 7, 2022), the Board of Directors is authorised to increase the capital in one or more instalments up to a maximum amount of ONE MILLION SIX HUNDRED THOUSAND EUROS (EUR 1,600,000), excluding the issue premium.

These capital increases may be carried out by subscriptions in cash, contributions in kind, or incorporation of reserves or issue premiums, with or without the creation of shares.

Within the limits of this authorisation, the Board of Directors may issue bonds convertible into shares or subscription rights, in compliance with the provisions of articles 7:198 et seq. of the Belgian Companies and Associations Code.

In the case of a capital increase with share premiums, these must be entered and maintained in one or more separate accounts under shareholders' equity on the liabilities side of the balance sheet.

Similarly, in the event of an issue of subscription rights, their issue price must be entered and maintained in one or more separate accounts under shareholders' equity on the liabilities side of the balance sheet.

On the occasion of any issue of shares, convertible bonds or subscription rights, the Board of Directors may limit or cancel the preferential subscription rights of the shareholders, including in favour of one or more specific persons other than staff members, in accordance with the terms and conditions to be determined by the Board of Directors and subject to compliance with the provisions of articles 7:198 et seq. of the Belgian Companies and Associations Code.

This general authorisation is valid for a period of five (5) years from the publication of the resolution of May 17, 2022 (or, in case of lack of quorum, of June 7, 2022) and is renewable.

The Board of Directors shall be entitled to have the amendment to the Articles of Association resulting from the use of the authorisations granted by this article duly recorded.”

- e) If proposals 1.c) et 1.d) do not obtain the required majority, proposal to grant, in accordance with article 7:199 of the CAC, an authorization to the Board of Directors to increase the capital in one or more instalments up to a maximum amount of EUR 877,200, excluding issue premium, all other conditions provided for in the current article 7 of the Articles of Association remaining unchanged, for a further

period of five (5) years from the publication in the Appendices to the Belgian Official Gazette of the resolution of May 17, 2022 (or, in case of lack of quorum, of June 7, 2022).

- f) *Proposed decision: The general meeting agrees to replace article 7 of the Articles of Association by the following text:*

“Authorised capital

According to the resolution passed by the extraordinary general meeting of shareholders of May 17, 2022 (or, in case of lack of quorum, of June 7, 2022), the Board of Directors is authorised to increase the capital in one or more instalments up to a maximum amount of EIGHT HUNDRED SEVENTY-SEVEN THOUSAND TWO HUNDRED EUROS (EUR 877,200), excluding the issue premium.

These capital increases may be carried out by subscriptions in cash, contributions in kind, or incorporation of reserves or issue premiums, with or without the creation of shares.

Within the limits of this authorisation, the Board of Directors may issue bonds convertible into shares or subscription rights, in compliance with the provisions of articles 7:198 et seq. of the Belgian Companies and Associations Code.

In the case of a capital increase with share premiums, these must be entered and maintained in one or more separate accounts under shareholders' equity on the liabilities side of the balance sheet.

Similarly, in the event of an issue of subscription rights, their issue price must be entered and maintained in one or more separate accounts under shareholders' equity on the liabilities side of the balance sheet.

On the occasion of any issue of shares, convertible bonds or subscription rights, the Board of Directors may limit or cancel the preferential subscription rights of the shareholders, including in favour of one or more specific persons other than staff members, in accordance with the terms and conditions to be determined by the Board of Directors and subject to compliance with the provisions of articles 7:198 et seq. of the Belgian Companies and Associations Code.

This general authorisation is valid for a period of five (5) years from the publication of the resolution of May 17, 2022 (or, in case of lack of quorum, June 7, 2022) and is renewable.

The Board of Directors shall be entitled to have the amendment to the Articles of Association resulting from the use of the authorisations granted by this article duly recorded.”

2. **Decision notably in the context of share buy back plans (i) to renew the authorisation granted to the Board of Directors to acquire and dispose of the Company's shares up to a maximum of 20% (alternatively, 10%), (ii) to grant an authorisation to the Board of Directors to dispose of own shares to one or more specific persons other than members of the personnel of the Company or its subsidiaries, (iii) to grant an authorisation to the Board of Directors to acquire and dispose of own shares without a prior decision of the General Meeting, when such acquisition is necessary to avoid serious and imminent damage to the Company, and (iv) to amend Article 10 of the Articles of Association**

- a) Subject to the condition precedent of the publication in the Appendices to the Belgian Official Gazette of the new authorisation to be granted by the Extraordinary General Meeting on May 17, 2022 (or, in case of lack of quorum, on June 7, 2022) to the Board of Directors to acquire and dispose of its own shares in accordance with items 2.b) and 2.c) (or, alternatively, items 2.d) and 2.e)), proposal to cancel the authorisation granted to the Board of Directors on December 4, 2017, according to the minutes published in the Appendices to the Belgian Official Gazette dated January 15, 2018, under number 18010526.

- b) Proposal to grant, pursuant to articles 7:215, § 1, par. 2 and 7:226 of the CAC, for a period of five (5) years as from the publication in the Annexes to the Belgian Official Gazette of the decision of the Extraordinary Meeting of Shareholders of May 17, 2022 (or, in case of lack of quorum, of June 7, 2022), an authorization to the Board of Directors to acquire on the stock exchange or otherwise, shares of the Company up to a maximum of 20% of the issued shares, fully paid up, at a unit price which may not be more than 20% lower than the lowest price during the last 12 months preceding the transaction and which may not be more than 20% higher than the highest closing price during the last 20 days of trading of the Company's shares on Euronext Brussels preceding the acquisition, as well as an authorization to pledge the Company's shares.

- c) *Proposed decision: The general meeting agrees to replace article 10 of the Articles of Association by the following text:*

“1. The Company may acquire, pledge or dispose of its own shares in accordance with the law.

2. For a period of five (5) years from the publication in the Annexes to the Belgian Official Gazette of the decision of the extraordinary general meeting of shareholders of May 17, 2022 (or, if applicable, in case of postponement of June 7, 2022), the Board of Directors shall be authorised to acquire on the stock exchange or otherwise, shares in the Company up to a maximum of 20% of the issued shares, fully paid up, at a unit price which may not be more than 20% lower than the lowest price during the last 12 months preceding the transaction and which may not be more than 20% higher than the highest closing price during the last 20 days of trading of the Company's shares on Euronext Brussels preceding the acquisition. This authorisation shall be renewable.

3. *The powers and authorisations referred to in this Article shall be extended to the acquisition and disposal of shares of the Company by one or more subsidiaries directly controlled by the Company within the meaning of the Companies and Associations Code.*

- d) If proposals 2.b) et 2.c) do not obtain the required majority, proposal to renew, pursuant to articles 7:215, § 1, par. 2 and 7:226 of the CAC, for a period of five (5) years as from the publication in the Annexes to the Belgian Official Gazette of the decision of the Extraordinary Meeting of Shareholders of May 17, 2022 (or, in case of lack of quorum, of June 7, 2022), the existing authorization of the Board of Directors to acquire on the stock exchange or otherwise, shares of the Company up to a maximum of 10% of the issued shares, fully paid up, at a unit price which may not be more than 20% lower than the lowest price during the last 12 months preceding the transaction and which may not be more than 20% higher than the highest closing price during the last 20 days of trading of the Company's shares on Euronext Brussels preceding the acquisition, as well as an authorization to pledge the Company's shares.
- e) Proposed decision: *The general meeting agrees to replace article 10 of the Articles of Association by the following text:*
“1. *The Company may acquire, pledge or dispose of its own shares in accordance with the law.*
2. *For a period of five (5) years from the publication in the Annexes to the Belgian Official Gazette of the decision of the extraordinary general meeting of shareholders of May 17, 2022 (or, if applicable, in case of postponement of June 7, 2022), the Board of Directors shall be authorised to acquire on the stock exchange or otherwise, shares in the Company up to a maximum of 10% of the issued shares, fully paid up, at a unit price which may not be more than 20% lower than the lowest price during the last 12 months preceding the transaction and which may not be more than 20% higher than the highest closing price during the last 20 days of trading of the Company's shares on Euronext Brussels preceding the acquisition. This authorisation shall be renewable.*
3. *The powers and authorisations referred to in this Article shall be extended to the acquisition and disposal of shares of the Company by one or more subsidiaries directly controlled by the Company within the meaning of the Companies and Associations Code.*
- f) Proposal to grant, in accordance with article 7:218, § 1, 4° of the CAC, to the Board of Directors the authorization to alienate own shares to one or more specific persons other than employees of the Company or its subsidiaries.
- g) Proposed decision: *the general meeting decides to complete article 10 of the articles of association, as amended, with the following text, to be inserted before the last point of the said article, and renumbering of the other points accordingly: “Furthermore, in accordance with article 7:218, § 1, 4° of the Belgian Companies and Associations Code, the Board of Directors shall be explicitly authorised to dispose of the own shares acquired by the Company to one or more specific persons other than members of staff of the Company or its subsidiaries.”*
- h) Proposal to grant, pursuant to article 7:215, § 1, paras. 4 and 5 and article 7:218, § 1, 3° of the CAC, for a period of three (3) years as from the publication in the Appendices to the Belgian Official Gazette of the decision of the Extraordinary Meeting of Shareholders of May 17, 2022 (or, in case of lack of quorum, June 7, 2022), to the Board of Directors the authorization to acquire and dispose of own shares without a prior decision of the general meeting, when such acquisition or disposal is necessary to avoid serious and imminent harm to the Company.
- i) Proposed decision: *the general meeting decides to complete article 10 of the articles of association, as amended, with the following text, to be inserted before the last point of the said article, and renumbering of the other points accordingly: “For a period of three (3) years from the publication in the Annexes to the Belgian Official Gazette of the decision of the extraordinary general meeting of shareholders of May 17, 2022 (or, if applicable, in case of postponement of June 7, 2022), the Board of Directors is authorised to acquire and dispose of its own shares, in accordance with the conditions set out in article 7:215 et seq. of the Belgian Companies and Associations Code, when such acquisition or disposal is necessary to prevent serious and imminent harm to the company. This authorisation is renewable.”*

3. Issue of Warrants

Proposed decision:

Acknowledgement of the report of EY, Réviseurs d'Entreprises SRL, 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 CAC, setting out the purpose and detailed justification of the proposal to issue subscription rights with the option for the Board of Directors to allocate existing shares (treasury shares) or new shares in the event of exercise (the “Warrants”) with cancellation of the shareholders' preferential right.

Proposal to issue under the conditions determined below 250,000 Warrants giving the right, subject to the effective allocation of these Warrants, to subscribe to an equivalent number of ordinary shares of the Company.

Proposal to cancel the preferential subscription right of the existing shareholders in favor of the New Beneficiaries (as defined below).

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 153,073, 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.

Terms and conditions of the issue of the Warrants:

Number of Warrants to be issued	Depending on the actual subscriptions and acquisitions, maximum two hundred and fifty thousand (250,000) Warrants.
Condition 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 staff members of EVS and its subsidiaries within the meaning of article 1:27 of the CAC as well as persons who, without being staff members of EVS or its subsidiaries, are either a permanent representative or partner or controlling shareholder of a staff member (a legal entity bound by a management or similar agreement), either bound to one of the companies of the EVS group by a contract for the provision of services of a consultancy type, or permanent representative or partner or controlling shareholder of a company linked to one of the companies of the EVS group by a contract for the provision of services of a consultancy type (hereinafter the "Providers"): InnoVision BV and its representative Serge Van Herck, WeMagine SRL and its representative Veerle De Wit, Openiris Ltd and its representative Alex Redfern, Tols BV and its representative Xavier Orri Sáinz De Los Terreros, Ikaro SRL and its representative Nicolas Bourdon, M2C SRL and its representative Pierre Matelart, RCG SRL and its representative Quentin Grutman, Euscopia.NET SRL and its representative Benoit Quiryne, Flashbackx Consultancy BV and its representative Dieter Backx, Oscar Teran, Coveloz Consulting Ltd and its representative Nestor Amaya, Manuel Alejandro Rios Ceron, Pavel Putilin, Alexander Papyn, Egor Boyarkin, Bruno Pessoa da Silva, Vegard Aandahl, Swapnil Almeida, Gustavo Bonfietti.
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.
Warrants exercise period	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 from the date of issue of the warrants, in accordance with article 7:69 of the CAC.
Transfer of Warrants	Non-transferability inter vivos, except in case of (i) prior approval of the Board of Directors or (ii) transfer by a New Beneficiary in the form of a legal entity to its director or controlling shareholder who exercises a professional activity for the benefit of the Company or its subsidiaries.
Pledging of 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

	<i>granted shares, new or existing (treasury), will have the same rights as the existing shares.</i>
<i>Issue 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 CAC. 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>Right to dividends</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 (treasury shares).</i>
<i>Changes in the Company's capital structure</i>	<i>Notwithstanding Article 7:71 of the CAC, the Company can take all decisions it deems necessary within the framework of its capital or its articles of association, such as capital increases or reductions, the incorporation of reserves into the capital accompanied by the allocation of free shares, the creation of convertible bonds, bonds with Warrants, other Warrants or options the distribution of dividends in the form of securities or the modification of the representation of the capital, as well as all decisions modifying the provisions governing the distribution of profits or liquidation surpluses, even if these decisions could have the effect of reducing the benefits granted to the Warrantheolders, unless such decisions clearly have such a reduction as their exclusive objective. In the event of a merger or demerger of the Company, the Warrants not exercised at the date of such transaction, as well as the exercise price of such Warrants, will be modified in accordance with the exchange ratio applied to the existing shares of the Company in the context of such merger or demerger. In the event of a stock split or consolidation of the Company's shares, the number of shares to be received upon exercise of the Warrants will be adjusted accordingly to such stock split or consolidation. In the event the Company carries out a capital increase by way of a contribution in cash before the final date foreseen for the exercise of the Warrants, the Warrantheolders will not have the option to exercise their subscription right in advance in order to possibly participate in the new issue as shareholders, to the extent that this right belongs to the existing shareholders.</i>

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.*

4. Powers to execute the decisions taken

Proposed decision: The general meeting confers on each member of the Board of Directors, with the right of substitution, all powers of execution of the decisions taken by the Extraordinary General Meeting. The general meeting gives the mission to the undersigned Notary, acting alone, to draw up and sign the coordination of the Articles of Association, and to ensure its filing in the Company's file.

In order to be adopted, the proposed agenda of this Extraordinary General Meeting requires the representation of at least half of the capital (except in the case of a second General 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, except for resolution 4, which does not require any particular quorum and requires a simple majority of the votes cast at the Extraordinary General Meeting to

be adopted. In the event that this Extraordinary General Meeting cannot be held due to a lack of quorum, the second Extraordinary General Meeting shall be held on June 7, 2022 at 12:00 pm at Company's registered office.

Practical arrangements for attending the General Meetings

Measures to limit the spread of COVID-19

In view of the still sensitive health situation, the Company strongly recommends its shareholders to avoid any risk related to the spread of Covid-19 and, therefore, not to attend the General Meetings in person. The Company therefore invites its shareholders to exercise their rights at General Meetings by voting by proxy in accordance with the procedures specified below.

The Board of Directors has not opted for the possibility of allowing shareholders to participate remotely to the General Meetings via electronic communication as offered by Article 7:137 of the Belgian Companies and Associations Code. However, it will allow shareholders to attend the Ordinary General Meeting by means of a videoconference or audioconference system, the details of which will be specified on the Company's website.

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, 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 3, 2022 at 12 (twelve) o'clock midnight, Belgian time (registration date),
 - Indicating their intention to attend the General Meeting 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 11, 2022 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 3, 2022 at 12 (twelve) o'clock midnight, Belgian time (registration date), and must indicate their intention to attend the General Meeting 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 11, 2022 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 General Meetings 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 Serge VAN HERCK, CEO, and must reach the Company by April 25, 2022 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 2, 2022 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, shareholders who have complied with the aforementioned formalities for admission have the right to submit written questions to the Directors and/or the Auditor relating to items on the agenda as soon as this notice convening the meeting is published before the General Meetings.

These questions will be sent by registered letter with acknowledgement of receipt for the attention of Serge VAN HERCK, CEO or by e-mail (corpcom@evs.com) with acknowledgement of receipt. They must reach the Company by May 11, 2022 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.

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.

In view of the still delicate health situation, the Company recommends its shareholders to avoid any risk related to the spread of Covid-19 and, therefore, not to attend the General Meetings in person. The Company therefore invites its shareholders to appoint as proxy either the Company or one of its representatives, namely Nicolas Bayers, residing at Tongersveldstraat 21, 3700 Tongeren.

The power of attorney must be given in writing or in electronic form, and must be signed by the shareholder, either in handwritten form or by an electronic signature process in accordance with applicable Belgian law.

The signed power of attorney must reach the Company no later than May 11, 2022, by e-mail (corpcom@evs.com) if signed by electronic signature, or by registered letter sent to the Company's registered office for the attention of Serge VAN HERCK, CEO. Any power of attorney not signed by the ultimate beneficial owner will be considered invalid.

Provision of documents

This convening notice and the other documents relating to the General Meetings, including the annual report and the power of attorney forms are available on the Company's website www.evs.com from April 15, 2022. 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.

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 17, 2022 POWER OF ATTORNEY & VOTING FORM

To be returned by e-mail (corpcom@evs.com) 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 11, 2022** at the latest.*

In view of the still sensitive health situation, the Company recommends its shareholders to avoid any risk related to the spread of Covid-19 and, therefore, not to attend the Ordinary General Meeting in person. The Company therefore invites its shareholders to appoint as proxy either the Company or one of its representatives, namely Nicolas Bayers, residing at Tongersveldstraat 21, 3700 Tongeren.

THE UNDERSIGNED ¹:

ADDRESS/ HEAD QUARTER:

Owner of shares of the public limited company "SA EVS BROADCAST EQUIPMENT", whose registered office is at 4102 Seraing, 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:

.....
Or by default Mr. Nicolas Bayers,

To whom it confers full powers to represent it at the Ordinary General Meeting of the Company to be held on **Tuesday May 17, at 11:00 am at its registered office** with the agenda set out in the appendix to this proxy.

Agenda:	Yes	No	Abstention
1. Management Report for year 2021	N/A	N/A	N/A
2. Remuneration Report for year 2021			
3. Remuneration Policy			
4. Auditor's Reports for year 2021	N/A	N/A	N/A
5. Approval of the statutory annual accounts 2021, allocation of the profit and approval of a profit-sharing plan in the form of a distribution of shares to the Company's employees			
6. Discharge to the Directors			
7. Discharge to the Auditor			
8. Appointment of Frédéric Vincent as Director			
9. Appointment of Marco Miserez as Director			
10. Acknowledgement of the resignation of Philippe Mercelis as Director	N/A	N/A	N/A
11. Approval of the variable remunerations in cash and of the allocation of Warrants of the CFO, CTO and EVP Operations and Projects			
12. Renewal of the mandate of the Auditor			
13. Remuneration of the members of the Board of Directors			
14. Powers to execute the decisions taken			

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. If the Company publishes an amended agenda of the Ordinary General Meeting of Shareholders in order to include new items or

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

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. A proxy given for a meeting is valid for all subsequent meetings convened with the same agenda.

Done at..... on2022

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

EXTRAORDINARY GENERAL MEETING OF MAY 17, 2022 POWER OF ATTORNEY & VOTING FORM

To be returned by e-mail (corpcom@evs.com) 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 11, 2022** at the latest.*

In view of the still sensitive health situation, the Company recommends its shareholders to avoid any risk related to the spread of Covid-19 and, therefore, not to attend the Extraordinary General Meeting in person. The Company therefore invites its shareholders to appoint as proxy either the Company or one of its representatives, namely Nicolas Bayers, residing at Tongersveldstraat 21, 3700 Tongeren.

THE UNDERSIGNED²:

ADDRESS/ HEAD QUARTER:

Owner of shares of the public limited company "SA EVS BROADCAST EQUIPMENT", whose registered office is at 4102 Seraing, 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:

.....
Or by default Mr. Nicolas Bayers,

To whom it confers full powers to represent it at the Extraordinary General Meeting of the Company to be held on **Tuesday May 17 at 12:00 pm at its registered office**, before Maître France Andris, with the agenda set out in the appendix to this proxy.

Agenda:	Oui	Non	Abstention
1. Authorised capital a) Acknowledgement of the special report of the Board of Directors prepared in accordance with article 7:199 of the Belgium Companies and Associations Code	NA	NA	NA
b) Subject to the condition precedent of the publication of the decision adopted in accordance with items 1.c) and 1.d) (or, alternatively, items 1.e) and 1.f)), proposal to cancel the authorisation granted to the Board of Directors on December 4, 2017			
c) Decision to renew the authorisation granted to the Board of Directors to increase the capital on one or more occasions up to a maximum amount of EUR 1,600,000, excluding the issue premium, in accordance with articles 7:198 and following of the Belgium Companies and Associations Code			
d) Decision to amend article 7 of the Articles of Association following decision 1.c).			
e) <u>If proposals 1.c) et 1.d) do not obtain the required majority</u> , decision to grant the authorisation to the Board of Directors to increase the capital on one or more occasions up to a maximum amount of EUR 877,200, excluding the issue premium, in accordance with articles 7:198 and following of the Belgium Companies and Associations Code			
f) Decision to amend article 7 of the Articles of Association following decision 1.e)			

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

2. Acquisition and disposal of own shares			
a) Subject to the condition precedent of the of the decision adopted in accordance with items 2.b) and 2.c) (or, alternatively, items 2.d) and 2.e)), proposal to cancel the authorisation granted to the Board of Directors on December 4, 2017 on the acquisition and disposal of own shares			
b) Decision to grant an authorization granted to the Board of Directors to acquire up to a maximum of 20% of the Company's issued shares			
c) Decision to amend article 10 of the Articles of Association following decision 2.b)			
d) <u>If proposals 2.b) et 2.c) do not obtain the required majority,</u> Decision to renew the existing authorization granted to the Board of Directors to acquire up to a maximum of 10% of the Company's issued shares			
e) Decision to amend article 10 of the Articles of Association following decision 2.d)			
f) Proposal to grant to the Board of Directors the authorization to alienate its own shares to one or more specific persons other than employees of the Company or its subsidiaries			
g) Decision to amend article 10 of the Articles of Association following decision 2.f)			
h) Decision to grant to the Board of Directors the authorization to acquire and dispose of its own shares without a prior decision of the general meeting, when such acquisition or disposal is necessary to avoid serious and imminent harm to the Company			
i) Decision to amend article 10 of the Articles of Association following decision 2.h)			
3. Issue of Warrants			
4. Powers to execute the decisions taken			

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. A proxy given for a meeting is valid for all subsequent meetings convened with the same agenda.

Done at..... on2022

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