



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

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

The **Ordinary General Meeting of Shareholders** of EVS Broadcast Equipment SA (the “Company”) will be held on **Tuesday May 18, 2021, at 11:00 am** (the “Ordinary General Meeting”) and an **Extraordinary General Meeting of Shareholders** of the Company will be held on **Tuesday May 18, 2021, at 14:30 am** (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”).

- In accordance with the Law of December 20, 2020 laying down various temporary and structural provisions relating to justice in the context of the fight against the spread of the Covid-19 coronavirus, 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 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 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 Shareholders’ 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, 2020 in which is included the **Company’s Corporate Governance Statement** drawn up by the Board of Directors.
2. **Presentation and approval of the Remuneration Report for the fiscal year ended on December 31, 2020**, 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, 2020, 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 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, 2020.
5. **Presentation of the statutory and consolidated annual accounts for the year ended on December 31, 2020, approval of the statutory annual accounts for the year ended on December 31, 2020 and allocation of the result.**  
*Proposed decision: the general meeting approves the statutory accounts for the financial year ended on December 31, 2020 and the allocation of the net profit of EUR 28.424 thousand (EUR 2.986 thousand for this financial year and EUR 25.438 thousand for previous financial year) as follows:*

- Pay-out of a gross dividend of EUR 0,50 per share (i.e. an estimated total of EUR 6.699 thousand);
- Communication of an employees' profit-sharing plan ("plan de participation bénéficiaire") to the general meeting. Approval of the profit-sharing plan in the form of distribution of EVS BROADCAST EQUIPMENT SA shares relating to the allocation of profits for the financial year ending December 31, 2020 and consequently the allocation, subject to the Company's compliance with its tax obligations, to all employees of EVS BROADCAST EQUIPMENT SA who were hired by the group before January 1, 2021, of a profit-sharing in the form of a distribution to each of them of 10 shares (net) of EVS BROADCAST EQUIPMENT SA (dematerialized coupon # 30 attached), in proportion to their effective (or assimilated) time of occupation in 2020. This plan concerns a maximum of 350 persons.

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

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

## 6. Discharge to the Directors

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

## 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. Acknowledgement of the end of a director's mandate

The general meeting takes note of the termination of the mandate of MMBU, represented by Mrs Patricia Langrand, as Director of the Company.

## 9. Renewal of a director's mandate

*Proposed decision:* The general meeting takes note of the end of the mandate of 7 Capital SRL as Director of the Company and decides to renew the mandate of 7 Capital SRL, represented by Mrs Chantal De Vrieze, as Director for a period of four years ending at the end of the Ordinary General Meeting of May 2025, and acknowledges its independence, in accordance with Article 7:87 of the Belgian Companies and Associations Code, as it meets the definition of this article and fulfils all the criteria set out in the Belgian Corporate Governance Code 2020. The mandate is remunerated in accordance with the rules applicable to all members of the Board of Directors.

## 10. Approval of the variable remuneration of the CCO

The Company has entered into a service agreement with RCG SRL (represented by Mr Quentin Grutman) relating to the position of CCO, providing on the one hand for a fixed remuneration and on the other hand for a total variable remuneration in cash depending on the achievement of predetermined and objectively measurable objectives over a period of twelve (12) months. The formula for the calculation of this variable remuneration in cash as validated by the General Meeting of May 19, 2020 has been slightly amended and deviates from the formula provided for in article 7:91, §2 of the Belgian Companies and Associations Code, which provides that at least one quarter of the variable remuneration must be based on predetermined and objectively measurable performance criteria over a period of at least two (2) years, and another quarter must be based on predetermined and objectively measurable criteria over a period of at least three (3) years. Therefore, in accordance with this provision read in combination with article 7:121 of the Belgian Companies and Associations Code, the formula for calculating this variable remuneration is subject to the express approval of the general meeting.

*Proposed decision:* The general meeting expressly approves, in accordance with article 7:91, §2 and 7:121 of the Belgian Companies and Associations Code, the derogation from the criteria set out in article 7:91, §2 of the Belgian Companies and Associations Code regarding the variable remuneration in cash allocated to RCG SRL (represented by Mr Quentin Grutman), as agreed (subject to approval by the General Meeting in accordance with Article 7:91 of the Belgian Companies and Associations Code) between the Company and RCG SRL in the service agreement. This formula can be summarized as follows:

*The amount of the annual variable remuneration will be based on 55% of the achievement of predetermined and objectively measurable sales objectives over a twelve (12) month period, 35% of the achievement of predetermined and objectively measurable financial objectives over a twelve (12) month period and 10% of the achievement of predetermined and objectively measurable performance objectives over a twelve (12) month period. In the event of the achievement of the on target objectives, RCG SRL will receive an amount equal to 40% of its annual fixed*

remuneration (VROTE) as variable remuneration. In other cases, the amount of RCG SRL's variable remuneration will be determined as follows:

- With regard to the achievement of sales objectives set at the beginning of the year and actually achieved thereafter : if the objective achieved is less than 80% of the sales objective, the portion of the variable remuneration related thereto will be 0; if the objective achieved is 80% of the sales objective, the portion of the variable remuneration related thereto will be 30% of 55% of the VROTE ; if the objective achieved is 100% of the sales objective, the portion of the variable remuneration related thereto will be 100% of 55% of the VROTE ; if the objective achieved is 110% of the sales objective, the portion of the variable remuneration related thereto will be 145% of 55% of the VROTE ; if the objective achieved is equal to or greater than 120% of the sales objective, the portion of the variable remuneration related thereto will be 200% of 55% of the VROTE ; and, between these different levels, the portion of the variable remuneration related thereto will be set proportionally, as a percentage of the sales objective achieved
- With regard to the achievement of financial objective(s) set at the beginning of the year and actually achieved thereafter : if the objective achieved is less than 80% of the financial objective, the portion of the variable remuneration related thereto will be 0; if the objective achieved is 80% of the financial objective, the portion of the variable remuneration related thereto will be 50% of 35% of the VROTE ; if the objective achieved is 100% of the financial objective, the portion of the variable remuneration related thereto will be 100% of 35% of the VROTE . if the objective achieved is equal to or greater than 120% of the financial objective, the portion of the variable remuneration relating thereto will be 150% of 35% of the VROTE; and, between these different levels, the portion of the variable remuneration relating thereto will be set proportionally, as a percentage of the financial objective achieved.
- With respect to the achievement of performance objectives set at the beginning of the year and effectively achieved thereafter: the portion of the variable remuneration will vary from 0% to 150% of 10% of the VROTE depending on the objectives achieved.

## 11. Approval of the variable remuneration of the CEO

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

### 11.1. Variable remuneration in cash

The Company has entered into a service agreement with InnoVision BV (represented by Mr Serge Van Herck) relating to the position of CEO, providing on the one hand for a fixed remuneration and on the other hand for a total variable remuneration depending on the achievement of predetermined and objectively measurable financial objectives over a period of twelve (12) months. The formula for the calculation of this variable remuneration as validated by the General Meeting of May 19, 2020 has been slightly amended to reduce his variable remuneration as short term incentive and to increase the grant of warrants as long term incentive with the current benchmarks with regard to his function and deviates from the formula provided for in article 7:91, §2 of the Belgian Companies and Associations Code, which provides that at least one quarter of the variable remuneration must be based on predetermined and objectively measurable performance criteria over a period of at least two (2) years, and another quarter must be based on predetermined and objectively measurable criteria over a period of at least three (3) years. Therefore, in accordance with this provision read in combination with article 7:121 of the Belgian Companies and Associations Code, the formula for calculating this variable remuneration is subject to the express approval of the general meeting.

#### Proposed decision:

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

*InnoVision BV will receive a variable remuneration in cash, the amount of which will depend on the achievement of predetermined and objectively measurable financial objectives over a period of twelve (12) months. In the event of the achievement of the on target objectives, InnoVision BV will receive an amount of EUR 141,200 (VROTE) as variable remuneration. In other cases, the amount of the variable remuneration of InnoVision BV will be determined as follows : if the objective achieved is less than 80% of the financial objective, the portion of the variable remuneration related thereto shall be 0; if the objective*

*achieved is 80% of the financial objective, the portion of the variable remuneration related thereto shall be 50% of the VROTE; if the objective achieved is 100% of the financial objective, the portion of the variable remuneration related thereto shall be 100% of the VROTE; if the objective achieved is equal to or greater than 120% of the financial objective, the portion of the related variable remuneration will be 150% of the VROTE; and, between these different levels, the portion of the related variable compensation will be set proportionally, as a percentage of the financial objective achieved.*

#### **11.2. Grant of warrants**

InnoVision BV will potentially be entitled, depending on the decision of the Board of Directors and subject to the conditions established by the Board of Directors, to a number of warrants determined each year by the Board of Directors up to a maximum amount equivalent to 33.000 warrants, subject to the condition precedent of the subsequent approval by the Board of Directors or the General Meeting of the issue of additional warrants necessary for this purpose. The formula for calculating this variable remuneration also deviates from the formula provided for in article 7:91, §2 of the Belgian Companies and Associations Code detailed above. Therefore, in accordance with article 7:91 of the Belgian Companies and Associations Code read in combination with article 7:121 of the Belgian Companies and Associations Code, the possibility for the Board of Directors to deviate from the criteria as provided for in article 7:91 §2 of the Belgian Companies and Associations Code is subject to the express approval of the General Meeting.

##### Proposed decision:

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

#### **12. 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 within the framework of article 7:198 et seq. of the Belgian Companies and Associations Code, 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 Belgian Companies and Associations Code 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) Proposal to cancel the authorisation granted to the Board of Directors on December 4, 2017, according to the minutes published in the Annexes to the Belgian Official Gazette of January 15, 2018, under number 18010526, subject to the condition precedent of the publication in the Annexes to the Belgian Official Gazette of the new authorisation to be granted by the Extraordinary General Meeting of May 18, 2021 (or, as the case may be, in the event of a postponement of the June 7, 2021) to the Board of Directors to increase the capital in the framework of Article 7:198 of the Belgian Companies and Associations Code. This proposal implies the cancellation of the unused balance of the authorised capital existing on the date of publication in the Annexes to the Belgian Official Gazette of the minutes of the Extraordinary General Meeting, under the same conditions precedent.
- c) Resolution to renew, in accordance with article 7:199 of the Belgian Companies and Associations Code, 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 share premium, all other conditions remaining unchanged, for a further period of five (5) years as from the publication in the Annexes to the Belgian Official Gazette of the deliberation of May 18, 2021 (or, if applicable, in case of postponement of June 7, 2021).
- d) Proposed decision: *the general meeting approves the replacement of Article 7 of the Articles of Association with the following text:*

*"Authorised capital*

*According to the resolution passed by the extraordinary general meeting of shareholders of May 18, 2021 (or, as the case may be, in case of postponement of June 7, 2021), 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 18, 2021 (or, if applicable, in case of postponement of June 7, 2021) 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 to (i) grant an authorisation to the Board of Directors to increase the capital within the framework of article 7:202 of the Belgian Companies and Associations Code, 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 Belgian Companies and Associations Code in which it indicates the specific circumstances in which it may use the authorised capital and the objectives it will pursue in doing so, set forth above.
- b) Proposal to grant the Board of Directors an authorisation to proceed with capital increases in accordance with Article 7:202 of the Belgian Companies and Associations Code, after receipt of the communication from the FSMA that it has received a notice of a public takeover bid for the Company and until the closing of the bid in accordance with the terms and conditions set out below, this resolution to take effect on the date of its adoption and to be valid for a period of three (3) years.
- c) *Proposed decision: the general meeting approves the addition, in Article 7 of the Articles of Association, before last paragraph, of the following text:*  
*"In accordance with Article 7:202 of the Belgian Companies and Associations Code, the Board of Directors shall be expressly empowered, for a period of three (3) years from the date of the resolution of the extraordinary general meeting of shareholders of May 18, 2021 (or, as the case may be, in case of postponement of June 7, 2021) to increase the capital by contribution in kind or in cash by limiting or cancelling the preferential subscription rights of the shareholders after receipt of the communication from the Financial Services and Markets Authority that it has received a notice of a public takeover bid for the Company and until the closing of the bid, provided that 1) the shares issued in the said capital increase are fully paid up as soon as they are issued; 2) the issue price of these shares is not lower than the offer price; and 3) the number of shares, issued in the said capital increase, does not exceed 10% of the securities. Such capital increases shall be deducted from the remaining capital authorised by this Article."*

**3. Decision (i) to renew the authorisation granted to the Board of Directors to acquire and dispose of the Company's shares, (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 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) Proposal to cancel the authorisation granted to the Board of Directors on December 4, 2017, according to the minutes published in the Annexes to the Belgian Official Gazette of January 15, 2018, under number 18010526, subject to the condition precedent of the publication in the Annexes to the Belgian Official Gazette of the new authorisation to be granted by the Extraordinary General Meeting of May 18, 2021 (or, if applicable, in case of postponement of June 7, 2021) to the Board of Directors to acquire and dispose of treasury shares.
- b) Proposal to renew, in accordance with Articles 7:215, § 1, para. 2 and 7:226 of the Belgian Companies and Associations Code, 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 May 18, 2021 (or, if applicable, in case of postponement of June 7, 2021), an authorisation to the

Board of Directors to acquire, on the stock exchange or otherwise, shares in the Company up to a maximum of 20% of the shares issued, 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.

- c) Resolution to grant, in accordance with article 7:218, § 1, 4° of the Belgian Companies and Associations Code, to the Board of Directors the authorisation to dispose of own shares to one or more specific persons other than members of staff of the Company or its subsidiaries.
- d) Proposal to grant, in accordance with Article 7:215, § 1, paragraph 4 of the Belgian Companies and Associations Code, 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 May 18, 2021 (or, if applicable, in case of postponement of June 7, 2021), to the Board of Directors the authorisation to acquire or dispose of own shares without a prior decision of the General Meeting, when such acquisition is necessary to avoid serious and imminent harm to the Company.
- e) *Proposed decision: the general meeting approves the replacement of Article 10 of the Articles of Association with 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 18, 2021 (or, if applicable, in case of postponement of June 7, 2021), 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. 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.  
4. 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 18, 2021 (or, if applicable, in case of postponement of June 7, 2021), 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.  
5. 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. "*

#### **4. Decision to recast the Articles of Association of the Company in order to bring them in line with the Belgian Companies and Associations Code, as introduced by the Law of March 23, 2019 introducing the Belgian Companies and Associations Code and containing various provisions**

- a) Assuming that all the amendments to the Articles of Association proposed under agenda items 1, 2 and 3 are approved:

*Proposal to adopt the following amendments to the Articles of Association of the Company in order to bring them into compliance with the Belgian Companies and Associations Code, as introduced by the Law of March 23, 2019 introducing the Belgian Companies and Associations Code and containing various provisions, and, accordingly:*

- Systematically, in the entirety of the French version of the Articles of Association (including in the titles of the related articles and titles of the sections where they are mentioned), replace the words “conseil d’administration”, “siège social”, “dénomination sociale”, “capital social”, “objet social”, “société” (when it is referred to EVS) and “Code des sociétés” respectively by “Conseil d’Administration”, “siège”, “dénomination”, “capital”, “objet”, “Société” and “Code des sociétés et des associations”.
- Replace the title I by “Legal form – Name – Registered office – Object – Term”.
- Replace the title and the text of the article 1 by the following title and text:

##### **“Article 1: Name and legal form**

The Company shall take the form of a public limited company.  
It shall be called “EVS BROADCAST EQUIPMENT”.

- Replace the title and the text of the article 2 by the following title and text:

##### **“Article 2: Registered office – Email address – Website**

2.1 The registered office is established in the Walloon Region.

*It may be transferred to any place in the Brussels-Capital Region or in the French-speaking region of Belgium, by simple decision of the Board of Directors, which shall have all powers to have any resulting amendment to the articles of association officially recorded, without this leading to a change in the language of the articles of association.*

*2.2 The Company may also, by simple decision of the Board of Directors, establish or close administrative offices, agencies, workshops, depots and branches both in Belgium and abroad.*

*2.3 The Company's email address shall be [corpcom@evs.com](mailto:corpcom@evs.com).*

*Its website shall be as follows: [www.evs.com](http://www.evs.com)*

*2.4 The Board of Directors may change the Company's email address and website in accordance with the Code of Companies and Associations."*

- At article 4, add the title "Object"
- At article 5, add the title "Duration"
- At article 6,
  - add the title "Capital of the Company"
  - at the first paragraph, *in fine*, replace the words "share capital" by "capital"
  - at the paragraph 2, second sentence, delete the words "bearer (until December 15, 2011 at the latest)"
  - at the paragraph 2, add at the end of the 5<sup>th</sup> sentence the words, ", if necessary in electronic form".
  - delete paragraphs 3 and 4.
- At article 8, add the title "Capital increase and reduction - Preferential right in case of subscription in cash" and replace the text of the article by the following text:

*"The capital may be increased or reduced by resolution of the general meeting deliberating as in the case of amendments to the articles of association. Unless the general meeting passes a resolution to the contrary, the Board of Directors shall determine the conditions for the issue of new shares at the time of any capital increase.*

*In the event of a capital increase, issue of convertible bonds or subscription rights, the shares to be subscribed for in cash, the convertible bonds or the subscription rights must be offered in preference to the shareholders in proportion to the proportion of the capital represented by their shares.*

*The preferential subscription right may be exercised during a period of at least fifteen days from the opening of the subscription.*

*The opening of the subscription with preferential subscription rights as well as the period for exercising them shall be determined by the issuing body and shall be brought to the attention of the holders of securities by electronic mail, or, for persons who do not have an electronic address, by ordinary mail, to be sent on the same day as the electronic communications.*

*In the event that the capital increase, the issue of convertible bonds or subscription rights is not fully subscribed by virtue of the foregoing, the shareholders who have exercised their preferential subscription rights in full may again subscribe, by preference and in proportion to their respective rights, to the unsubscribed part of the capital increase or issue, until the capital or issue is fully subscribed or no longer exercised by any shareholder.*

*If the entire capital increase or issue has not been subscribed by virtue of the foregoing, the Board of Directors shall have the power to enter into agreements with any third parties, on such terms as it may determine, in order to ensure the subscription of the entire capital increase or issue.*

*In the case of shares subject to beneficial ownership, the preferential subscription right shall belong to the bare owner, unless the bare owner and the beneficial owner agree otherwise. The new shares, convertible bonds or subscription rights which the beneficial owner obtains with their own funds shall belong to them in full ownership.*

*They shall be obliged to repay the value of the beneficial ownership on the preferential subscription right to the beneficial owner.*

*If the bare owner does not exercise the preferential subscription right, the beneficial owner may exercise it. The new shares which the beneficial owner obtains with their own funds shall belong to them in full ownership.*

*They shall be obliged to repay the value of the bare ownership of the preferential subscription right to the bare owner.*

*However, notwithstanding the foregoing, the general meeting may, in the interest of the Company and under the conditions prescribed by law, limit or cancel the preferential subscription right.*

*The issue premiums, if any, shall be allocated by the Board of Directors, after deduction of expenses, if any, to an unavailable account which shall constitute a guarantee for third parties on a par with the capital and which, subject to its incorporation into the capital by the Board of Directors as provided for above, may only be reduced or eliminated by a resolution of the general meeting passed in accordance with the conditions laid down in the first paragraph of this Article."*

- At article 9, add the title "Calls for funds" and replace the text of the article by the following article:  
*"Subscribers to shares shall commit themselves for the full amount represented by their shares in the capital. The commitment to pay up a share fully shall be unconditional and indivisible, notwithstanding any provision to the contrary.*

*If a share which is not fully paid up is held jointly by several owners, each of them shall be jointly and severally liable for the payment of the total amount of the instalments called and due.*

*Where the capital is not fully paid up, the Board of Directors shall have sole discretion to decide on the calls to be made by the shareholders on an equal basis.*

*Payments on shares not yet fully paid up must be made at the places and on the dates determined by the Board of Directors.*

*Amounts called up but not paid within eight days of their due date shall bear interest, calculated per day of delay from the due date at the rate applicable to cash advances from the Company's principal banker.*

*The Board of Directors may also, after a formal notice served by registered letter which has remained unheeded for one month, declare the shareholder's forfeiture and sell the shares on which the payments called for have not been made, the other shareholders having the same preferential right in this respect as in the case of a capital increase. The net proceeds of the sale shall be applied in the first instance to the benefit of the Company against the principal and interest owed to it by the defaulting shareholder, without prejudice to the right of the Company to claim from them the balance due as well as any damages and interest.*

*The surplus, if any, shall be remitted to the defaulting shareholder if they are not otherwise indebted to the Company.*

*The Board of Directors may authorise the shareholders to grant the Company advances of funds up to the amount paid up and not yet called up of their shares; in this case, it shall determine the conditions under which the advance payments shall be permitted."*

- At article 11, add the title "Declaration of substantial holdings"

- At article 12, add the title "Bonds" and delete the paragraph 4.

- Replace the title of Title III by "Administration and representation".

- At article 13, add the title "Composition of the Board of Directors".

- At article 14, add the title "Vacancies".

- At article 15, add the title "Convocation of the Board of Directors" and replace the text of the article by the following text:

*"The Board of Directors shall be convened by the chairman or, if the chairman is impeded, by the vice-chairman or, in the absence of the vice-chairman, by another director designated by their colleagues, whenever the interests of the Company so require, and within five days of a request to that effect from two directors.*

*The convocation containing the agenda shall be served in writing, at the latest five days before the meeting, except in a case of emergency. In the latter case, the nature of the emergency and the reasons for it shall be indicated in the convocation to the meeting or in the minutes of the meeting.*

*The meeting shall be held at the place indicated in the convocation to the meeting or, in the absence of such indication, at the registered office."*

- At article 16, add the title "Deliberations of the Board of Directors - Minutes of the meeting of the Board of Directors" and replace the text of the article by the following text:

*"The Board of Directors may only act if the majority of its members are present or represented. If this condition is not met, the Board of Directors must be reconvened. The Board may then validly deliberate, regardless of the number of directors present or represented.*

*Its decisions shall be taken by a majority of those voting. If equal numbers of votes are cast, then the chairman (or their substitute) shall have the casting vote.*

*Any director may give a mandate in writing, or by any other means of communication having a material support, to one of their colleagues to represent them at a given meeting of the Board and to vote there on their behalf. In this case, the mandator shall be deemed to be present. However, no director may represent more than one of their colleagues.*

*If a legal entity is appointed as director, it shall appoint a natural person to be its permanent representative, through the intervention of whom it shall perform the duties of director.*

*In this respect, third parties may not require proof of powers, the simple indication of the capacity of permanent representative of the legal entity being sufficient.*

*Decisions of the Board of Directors may be taken by unanimous consent of the directors expressed in writing. The decisions of the Board of Directors shall be recorded in minutes signed by the chairman of the meeting and by the directors who so wish.*



*Those minutes shall be recorded in a special register.*

*The minutes, as well as the extracts of the minutes of the meeting of the Board of Directors to be provided in court or elsewhere, shall be signed by the person or persons having power of representation."*

- At article 17, add the title "Advisory committees".
- At article 18, add the title "Powers of the Board of Directors" and replace the terms ", except those reserved by law to the General Meeting" by " , with the exception of those reserved by law or the articles of association to the general meeting".
- At article 19, replace the title by "Everyday management".
- Before article 21, add a new title IV "Supervision of the Company", and renumber the Titles of the Articles of Association accordingly.
- At article 21, add the title "Supervision".
- At article 22,
  - o add the title "Holding and convocation".
  - o replace the paragraph 1 by the following text:

*"1. The properly constituted general meeting shall represent all the shareholders. It shall have the powers determined by the law and these articles of association. The ordinary general meeting shall be held annually on the third Tuesday in May at eleven o'clock. If that day is a Sunday or a legal holiday, the meeting shall be held on the next working day at the same time. Extraordinary general meetings must also be convened by the Board of Directors and, if applicable, the auditor, whenever the interests of the Company so require or at the request of shareholders representing one tenth of the capital. In the latter case, the shareholders shall indicate their request and the items to be included in the agenda. Ordinary, special and extraordinary general meetings shall be held at the registered office of the Company or at the place indicated in the convocation to the meeting."*
  - o Replace the paragraph 2, al. 1 and 2, by the following text: "*Unless otherwise provided by law, the convocation to the general meeting shall include the legal notices and shall be published at least thirty days before the date of the meeting in accordance with the Code of Companies and Associations.*"
  - o At the paragraph 3, replace "533ter of the Companies Code" and "533, §2, of the Companies Code" by respectively the articles "7:130 of the Companies and Association Code" and "7:128 of the Companies and Association Code".
- At article 23,
  - o Add the title "Admission to the general meeting"
  - o At the paragraph 1, delete in the first alinea the words "or by depositing the shares in bearer form with a financial intermediary (until December 15, 2011)", and replace the alineas 2, 3 and 4 of this paragraph by the following text:

*"Owners of dematerialised shares wishing to participate in the meeting must provide the Company, or the person it has appointed for this purpose, with a certificate issued by their financial intermediary or approved account keeper certifying the number of dematerialised shares registered in the name of the shareholder in its accounts on the registration date, and for which the shareholder has declared their wish to participate in the general meeting at the latest on the sixth day before the date of the meeting, through the Company's e-mail address or the specific e-mail address indicated in the notice of meeting, if necessary by sending a proxy. Owners of registered shares wishing to participate in the meeting must notify the Company, or any person appointed by the Company for that purpose, of their intention to attend the meeting no later than the sixth day before the date of the meeting, via the Company's e-mail address or the specific e-mail address indicated in the notice of convocation, if applicable by sending a proxy."*

- At article 24, add the title "Representation at the general meeting" and replace the text as follows:  
*"Any shareholder may be represented at the general meeting by a proxy, whether a shareholder or not. Spouses have the power to represent each other.*

*The proxy must be given in writing or in electronic form, must be signed by the shareholder (or, if the shareholder is not the ultimate beneficial owner, by the ultimate beneficial owner), if applicable in the form of an electronic signature in accordance with applicable Belgian law, and must be received by the Company at the latest on the sixth day prior to the meeting via the Company's e-mail address or the specific e-mail address*

indicated in the notice of convocation. Any proxy not signed by the ultimate beneficial owner shall be considered invalid.

The shareholder may appoint only one person as proxy for a given general meeting, except as provided by the Code of Companies and Associations.

The Board of Directors may determine the proxy form.”

- Add a new article 25 as follows and renumber the Articles of Association accordingly:

**“Article 25: Remote voting prior to the general meeting**

1. Upon authorisation given by the Board of Directors in its notice of convocation, shareholders shall be allowed to vote remotely prior to the general meeting, by correspondence or via the company's website, by means of a form prepared and made available by the Company.

2. This form must include the date and place of the meeting, the name or company name of the shareholder and their domicile or registered office, the number of votes the shareholder wishes to cast at the general meeting, the form of the shares held, the items on the agenda of the meeting (including the proposed resolutions), a space for voting for or against each of the resolutions, or for abstaining, as well as the deadline by which the voting form must reach the Company. It shall expressly state that the voting form must be signed and must reach the Company no later than the sixth day before the date of the meeting.

When votes are cast electronically, an electronic confirmation of receipt of the votes shall be sent to the person or entity who or which voted.

3. After the general meeting, the shareholder or a third party designated by the shareholder may, within three months from the date of the vote, request confirmation that their vote has been validly recorded and taken into account by the Company, unless this information is already available.”

- At article 26 (former article 25), add the title “Composition of the executive” and replace the last sentence of the article by the following text:

“Extracts from the minutes to be issued to third parties shall be signed by the person or persons having power of representation.”

- Delete the former article 26, add the new articles and titles of the articles 27 to 30 as follows and renumber the Articles of Association accordingly:

**“Article 27: Deliberation**

The general meeting may not deliberate on items which are not on the agenda, unless all the shareholders are present and unanimously decide to deliberate on new items, as well as when exceptional circumstances unknown at the time of convocation require a decision in the interest of the Company.

**Article 28: General meeting by written procedure**

The shareholders may unanimously pass in writing all resolutions which fall within the power of the general meeting with the exception of an amendment to the articles of association.

**Article 29: Remote participation**

The Board of Directors may provide for the possibility for the holders of shares, convertible bonds, subscription rights or certificates issued in collaboration with the Company, as well as the directors and the auditor, to participate remotely in the general meeting via an electronic communication medium made available by the Company in accordance with the Code of Companies and Associations. Shareholders who or which participate in the general meeting by this means shall be deemed to be present at the place where the general meeting is held for the purpose of meeting the quorum and majority requirements.

**Article 30: Right to vote**

1. At the general meeting, each share shall entitle the holder to one vote, subject to the legal provisions governing non-voting shares and the cases of suspension of voting rights provided for in the Code of Companies and Associations or any other applicable legislation.

2. Except in cases provided for by law or these articles of association, resolutions shall be passed by a majority of votes, irrespective of the number of shares represented at the general meeting, without taking abstentions into account.

3. If more than one person has rights in rem in respect of the same share, the exercise of the voting right shall be suspended until one person has been designated as the holder of the right to vote.

In the event of dismemberment of the ownership of a share between beneficial and bare ownership, the voting right shall be exercised by the beneficial owner.”

- At the article 31 (former article 28), replace at the last sentence the word “receipt” by “receiptf”.
- Replace the title of the Title VI (former Title V) by “Financial year – Annual financial statements – Allocation of profits”
- At article 32 (former article 29),

- Add the title “*Financial year – Annual financial statements*”
  - Replace at the Alinea 1 the term “*December*” by the terms “*(31) December of each year*”
- At the article 33 (former article 30), add the title “*Allocation of profits*” and at the last sentence , replace the words “*of the current financial year*” by the words “*to be distributed from the results of the financial year*”.

- Replace the articles of the Title VII (former Title VI) by the following articles 34, 35 and 36:

**“Article 34: Appointment of the liquidators**

*In the event of dissolution of the Company for any reason and at any time, the liquidation shall be carried out by the liquidator or liquidators appointed by the general meeting.*

*If more than one liquidator is appointed, the general meeting shall resolve whether they shall represent the Company alone, jointly or collectively.*

*The general meeting shall determine the remuneration of the liquidators.*

*In the absence of appointment by the general meeting, the liquidation shall be carried out by the Board of Directors in office, which may act as a college of liquidators.*

**Article 35: Powers of the liquidators**

*The liquidators shall be competent to carry out all operations provided for by law unless the general meeting resolves otherwise by a majority of votes.*

**Article 36: Mode of liquidation**

*After payment of all debts, charges and liquidation expenses, or after deposit of the amounts necessary for this purpose, the liquidators shall distribute the net assets, in cash or securities, among the shareholders in proportion to the number of shares they hold.*

*Any assets remaining in kind shall be distributed in the same way.*

*If all the shares are not equally paid up, the liquidators must restore the balance before proceeding to the aforesaid distribution, by putting all the shares on an absolutely equal footing, either by additional calls for funds to be paid up by the shares which are insufficiently paid up, or by prior reimbursement, in cash or in securities, to the benefit of the shares which are paid up in a higher proportion.”*

- Replace the former article 33 of the Title VIII (former Title VII) by the following articles 37, 38, 39 and 40:

**“Article 37: Disputes**

*For all disputes relating to the affairs of the Company between the Company, its shareholders, directors, managing directors, permanent representatives, directors, former directors, former managing directors, former permanent representatives, former directors and/or liquidators, as well as for all disputes between the aforementioned persons themselves, the Courts with competence for the Company's registered office shall have exclusive jurisdiction, unless the Company expressly waives it.*

**Article 38: Communication**

*Shareholders, holders of securities issued by the Company, directors and the auditor may provide the Company with an e-mail address for the purpose of communicating with the Company. The Company may use that address until the person concerned informs it of another address or of their wish to stop communicating by e-mail. The Company shall communicate by ordinary mail with persons for whom it does not have an e-mail address, at their domicile as indicated in the register of registered shares.*

**Article 39: Election of domicile**

*Any shareholder, director, auditor or liquidator domiciled abroad must elect domicile in Belgium for the execution of the articles of association and all relations with the Company, otherwise they shall be deemed to have elected domicile at the registered office of the Company, where all communications, summonses, writs and notifications may be validly served on them.*

*In the event of a change of domicile, the shareholder or bondholder must notify the Company in writing of their new domicile, otherwise they shall be deemed to have elected domicile at their former domicile.*

*This provision shall apply by analogy in the event of the death of a shareholder or bondholder.*

**Article 40: Application of the Code of Companies and Associations**

*The provisions of the Code of Companies and Associations which are not lawfully departed from shall be deemed to be incorporated in these articles of association and any clauses contrary to the mandatory provisions of the Code shall be deemed not to be written.”*

- b) Assuming that not all of the amendments to the Articles of Association proposed under agenda items 1, 2 and 3 are approved:  
*Proposal to approve the amended Articles of Association as set out in point 4.1, with the exception of the article(s) whose amendment(s) has (have) not been approved in accordance with agenda*

items 1, 2 and/or 3, and, in this case, to maintain the current article(s) of the Articles of Association corresponding to the article(s) whose amendment(s) has (have) not been approved, subject to the following amendments in those articles: replacement of the words "Companies Code" with the words "Companies and Associations Code" and updating of the reference articles, of the words "share capital" with "capital", and potential adaptation of the article numbers.

## 5. 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 for resolutions 1, 2, 3 and 4. The other resolutions of this Extraordinary General Meeting do not require any particular quorum and require a simple majority of the votes cast at the Extraordinary General Meeting to be adopted. In the event that this Extraordinary General Meeting cannot decide on resolutions 1, 2, 3 and 4 due to a lack of quorum, the second Extraordinary General Meeting shall be held on June 7, 2021 at 14h30 at Company's registered office and will deliberate on all proposals.

## Practical arrangements for attending the General Meetings

### Measures to limit the spread of COVID-19

In view of the 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 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 Shareholders' 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 4, 2021 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 12, 2021 at the latest (by registered letter with acknowledgement of receipt or by e-mail ([corpcom@evs.com](mailto: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](mailto: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 4, 2021 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 12, 2021 by sending a registered letter with acknowledgement of receipt to the Company's registered office or by e-mail ([corpcom@evs.com](mailto: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 26, 2021 at the latest. The request may also be sent by e-mail ([corpcom@evs.com](mailto:corpcom@evs.com)).

The agenda, completed in accordance with validly lodged requests, will be published by May 3, 2021 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](mailto:corpcom@evs.com)) with acknowledgement of receipt. They must reach the Company by May 12, 2021 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 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 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 12, 2021, by e-mail ([corpcom@evs.com](mailto: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, power of attorney forms and a version of the Articles of Association showing the proposed statutory changes are available on the Company's website [www.evs.com](http://www.evs.com) from April 16, 2021. 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](mailto: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 18, 2021 POWER OF ATTORNEY & VOTING FORM

To be returned by e-mail ([corpcom@evs.com](mailto: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 12, 2021 at the latest.**

**In view of the 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 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<sup>1</sup>: .....

ADDRESS/ HEAD QUARTER: .....

Owner, final beneficial owner of ..... shares of the public limited company "SA EVS BROADCAST EQUIPMENT", whose registered office is at 4102 Seraing (Ougrée), rue du Bois St-Jean 13, Belgium, registered with the Banque-Carrefour des Entreprises under number 452.080.178, declares that he/she appoints as his/her special agent with right of substitution:

.....

To whom it confers full powers to represent it at the Ordinary General Meeting of the Company to be held on **Tuesday May 18, at 11am at its registered office** with the agenda set out in the appendix to this proxy.

Agenda	Yes	No	Abstention
1. Management Report for year 2020	N/A	N/A	N/A
2. Remuneration Report for year 2020			
3. Remuneration Policy			
4. Auditor's Report for year 2020	N/A	N/A	N/A
5. Approval of the 2020 statutory accounts and profit allocation			
6. Discharge to the Directors			
7. Discharge to the Auditor			
8. Acknowledgement of the end of a Director's mandate	N/A	N/A	N/A
9. Renewal of Directors' mandate – 7 Capital SRL			
10. Approval of the variable remuneration of the CCO			
11. Approval of the variable remuneration of the CEO			
12. 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 proposals for resolution at the request of one or more shareholders pursuant to Article 7:130 of the Belgian Companies and Associations Code, said form will remain valid for the items on the agenda it covers, provided that it has validly reached the Company before the publication of said amended agenda. The foregoing notwithstanding, the votes cast in this form on an item on the agenda will be null and void if the agenda was amended on that item to include a new proposal for resolution in accordance with Article 7:130 of the Belgian Companies and Associations Code.

Done at..... on .....2021

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

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

# EXTRAORDINARY GENERAL MEETING OF MAY 18, 2021 POWER OF ATTORNEY & VOTING FORM

To be returned by e-mail ([corpcom@evs.com](mailto: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 12, 2021 at the latest.***

***In view of the 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 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 UNDERSIGNED<sup>2</sup>: .....

ADDRESS/ HEAD QUARTER: .....

Owner, final beneficial owner of ..... shares of the public limited company "SA EVS BROADCAST EQUIPMENT", whose registered office is at 4102 Seraing (Ougrée), rue du Bois St-Jean 13, Belgium, registered with the Banque-Carrefour des Entreprises under number 452.080.178, declares that he/she appoints as his/her special agent with right of substitution:

.....

To whom it confers full powers to represent it at the Extraordinary General Meeting of the Company to be held on **Tuesday May 18 at 14:30 at its registered office**, with the agenda set out in the appendix to this proxy.

Agenda:	Yes	No	Abstention
1. Decision to (i) renew the authorisation granted to the Board of Directors to increase the capital within the framework of article 7:198 et seq. of the Belgian Companies and Associations Code, and to (ii) amend article 7 of the Articles of Association			
2. Decision to (i) grant an authorisation to the Board of Directors to increase the capital within the framework of article 7:202 of the Belgian Companies and Associations Code, and to (ii) amend article 7 of the Articles of Association			
3. Decision (i) to renew the authorisation granted to the Board of Directors to acquire and dispose of the Company's shares, (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 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			
4. Decision to recast the Articles of Association of the Company in order to bring them in line with the Belgian Companies and Associations Code, as introduced by the Law of March 23, 2019 introducing the Belgian Companies and Associations Code and containing various provisions			
5. 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

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

Belgian Companies and Associations Code, said form will remain valid for the items on the agenda it covers, provided that it has validly reached the Company before the publication of said amended agenda. The foregoing notwithstanding, the votes cast in this form on an item on the agenda will be null and void if the agenda was amended on that item to include a new proposal for resolution in accordance with Article 7:130 of the Belgian Companies and Associations Code.

Done at..... on .....2021  
The signature(s) must be preceded by the handwritten words "Good for power of attorney"