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InfoVista SA

Corporation (SA) with share capital of € 9,725,037.66

Registered office : 6, rue de la Terre de Feu

91940 Les Ulis - France

Registration number 334 088 275

NOTICE OF SHAREHOLDERS' MEETING

Ladies and Gentlemen, the Company's shareholders are hereby invited to attend an ordinary and extraordinary meeting of shareholders which will be held on December, 15, 2010 at 10:30 a.m., Paris time, at the registered office of the Company, 6 rue de la Terre de Feu, 91940 Les Ulis, France, in order to vote on the agenda and draft resolutions set forth below:

Agenda

Resolutions for the Ordinary Shareholders' Meeting:

- Approval of annual statutory accounts for year ended June 30, 2010;
- Approval of consolidated annual accounts for year ended June 30, 2010;
- Allocation of results for the year ended June 30, 2010;
- Offset of retained losses from the share premium account;
- Discharge of the Directors for the performance of their duties during the year ended June 30, 2010;
- Approval of regulated agreements specified in Article L. 225-38 of the Code de Commerce (*French Commercial Code*);
- Renewal of the appointment of Ernst & Young as Statutory Auditor ;
- Appointment of Auditex as new Alternate Statutory Auditor ;
- Renewal of the appointment of Mr. Jean Paul Bernardini as Director ;
- Renewal of the appointment of Mr. Eric Gehl as Director ;
- Renewal of the appointment of Mr. Edouard Mercier as Director ;
- Renewal of the appointment of Mr. Philippe Ozanian as Director ;
- Renewal of the appointment of Mr. Philippe Vassor as Director ;
- Appointment of Mr. Joe Liemandt as a new Director ;
- Approval of the amount that may be allocated as fees for the Company's Directors ;
- Delegation of authority to be granted to the Board of Directors in order to purchase Company shares within a share purchase program governed by Article L.225-209 of the Code de Commerce.

Resolutions for the Extraordinary Shareholders' Meeting:

- Delegation of authority to be granted to the Board of Directors in order to reduce the share capital by cancelling shares acquired from a share purchase program governed by Article L.225-209 of the Code de Commerce;
- Power of attorney for formalities.

Proposed Resolutions for the Ordinary Shareholders' Meeting

First resolution

Approval of annual statutory accounts for year ended June 30, 2010

The Shareholders' Meeting, voting under the conditions of quorum and majority required for ordinary Shareholders' Meetings,

after having heard the report of the Board of Directors and the Statutory Auditors' report on the annual accounts,

hereby approves the annual accounts for the year ended June 30, 2010, as presented to it, as well as the transactions reported into said accounts or summarized in these reports.

Pursuant to the provisions of Article 223 *quater* of the Code Général des Impôts (*French General Tax Code*),

hereby approves the total amount of expenses and charges provided by the provisions of Article 39-4 of the Code Général des Impôts, which are non-deductible from the taxable income, and which amount to € 61 thousand for the year ended June 30, 2010. The tax due by the Company in connection with this non-deductible amount would have stood at € 20 thousand.

Second resolution

Approval of consolidated accounts for the year ended June 30, 2010

The Shareholders' Meeting, voting under the conditions of quorum and majority required for ordinary shareholders' meetings,

after having heard the report of the Board of Directors and the Statutory Auditors' report on the consolidated annual accounts,

hereby approves the consolidated annual accounts for the year ended June, 30, 2010, as presented to it, as well as the transactions reported into said accounts or summarized in these reports.

Third resolution

Allocation of earnings for the year ended June, 30, 2010

The Shareholders' Meeting, voting under the conditions of quorum and majority required for ordinary shareholders' meetings,

after having heard the report of the Board of Directors,

hereby approves the proposed allocation of earnings as presented by the Board of Directors and **decides** to allocate the entire net result for the year ended June 30, 2010, of € 1,537 thousand to the retained losses, which will thus be equal to € (47,465) thousand after the allocation.

In accordance with the provisions of Article 243 bis of the Code Général des Impôts, the Shareholders' Meeting formally notes that no dividend has been distributed in respect of the past three fiscal years.

Fourth resolution

Offset of retained losses from the share premiums account

The Shareholders' Meeting, voting under the conditions of quorum and majority required for ordinary shareholders' meetings, subject to the adoption of the prior resolution (third resolution),

after having heard the report of the Board of Directors,

and having recalled that the retained losses account amounts to € (47,465) thousand after allocation, and that the share premium account amounts to € 76,131 thousand,

hereby decides, in order to offset retained losses, to debit the amount of € 47,465 thousand from the share premium account and to allocate it to the retained losses account.

notes that after deduction, the amount of the share premium account is reduced to € 28,666 thousand and that after allocation, the amount of the retained losses account is reduced to zero.

Fifth resolution

Discharge of the Directors for the performance of their duties during the year ended June 30, 2010

The Shareholders' Meeting, voting under the conditions of quorum and majority required for ordinary shareholders' meetings,

after having heard the report of the Board of Directors,

hereby discharges the Directors without reserve for the performance of their duties during the past fiscal year.

Sixth resolution

Approval of regulated agreements specified in Article L. 225-38 of the Code de Commerce

The Shareholders' Meeting, voting under the conditions of quorum and majority required for ordinary shareholders' meetings,

after having heard the report of the Board of Directors and the special Statutory Auditors' report concerning the agreements covered by Article L.225-38 *et seq.* of the Code de Commerce

hereby approves the agreements mentioned therein and in particular the expatriation agreement of Mr. Philippe Ozanian, authorized by the Board of Directors.

Seventh resolution

Renewal of Ernst & Young as Statutory Auditor

The Shareholders' Meeting, voting under the conditions of quorum and majority required for ordinary shareholders' meetings,

after having heard the report of the Board of Directors and after having noted that Ernst & Young's office term is due to expire at the end of this Shareholders' Meeting,

hereby decides to renew Ernst & Young's mandate, as Statutory Auditor for a period of six financial years, expiring at the end of the ordinary Shareholders' Meeting convened to vote on the annual accounts for the year ending June 30, 2016.

Eighth resolution

Appointment of Auditex as new Alternate Statutory Auditor

The Shareholders' Meeting, voting under the conditions of quorum and majority required for ordinary shareholders' meetings,

after having heard the report of the Board of Directors and after having noted that Mr. Bruno Perrin's office term is due to expire at the end of this Shareholders' Meeting,

hereby decides to appoint Auditex, as new *Alternate Statutory Auditor* for a period of six financial years, expiring at the end of the ordinary Shareholders' Meeting convened to vote on the annual accounts for the year ending June 30, 2016.

Ninth resolution

Renewal of the appointment of Mr. Jean Paul Bernardini in his capacity as Director

The Shareholders' Meeting, voting under the conditions of quorum and majority required for ordinary shareholders' meetings,

after having heard the report of the Board of Directors,

hereby notes that the term of office as Director of Mr. Jean Paul Berdardini is due to expire at the end of this Shareholders' Meeting, and **hereby decides** to renew his appointment for a period of one year, expiring at the end of the Ordinary Shareholders' Meeting convened to vote on the annual accounts for the year ending June 30, 2011.

Tenth résolution

Renewal of the appointment of Mr. Eric Gehl in his capacity as Director

The Shareholders' Meeting, voting under the conditions of quorum and majority required for ordinary shareholders' meetings,

after having heard the report of the Board of Directors,

hereby notes that the term of office as Director of Mr. Eric Gehl is due to expire at the end of this Shareholders' Meeting, and **hereby decides** to renew his appointment for a period of one year, expiring at the end of the Ordinary Shareholders' Meeting convened to vote on the annual accounts for the year ending June 30, 2011.

Eleventh resolution

Renewal of the appointment of Mr. Edouard Mercier in his capacity as Director

The Shareholders' Meeting, voting under the conditions of quorum and majority required for ordinary shareholders' meetings,

after having heard the report of the Board of Directors,

hereby notes that the term of office as Director of Mr. Edouard Mercier is due to expire at the end of this Shareholders' Meeting, and **hereby decides** to renew his appointment for a period of one year, expiring at the end of the Ordinary Shareholders' Meeting convened to vote on the annual accounts for the year ending June 30, 2011.

Twelfth resolution

Renewal of the appointment of Mr. Philippe Ozanian in his capacity as Director

The Shareholders' Meeting, voting under the conditions of quorum and majority required for ordinary shareholders' meetings,

after having heard the report of the Board of Directors,

hereby notes that the term of office as Director of Mr. Philippe Ozanian is due to expire at the end of this Shareholders' Meeting, and **hereby decides** to renew his appointment for a period of one year, expiring at the end of the Ordinary Shareholders' Meeting convened to vote on the annual accounts for the year ending June 30, 2011.

Thirteenth resolution

Renewal of the appointment of Mr. Philippe Vassor in his capacity as Director

The Shareholders' Meeting, voting under the conditions of quorum and majority required for ordinary shareholders' meetings,

after having heard the report of the Board of Directors,

hereby notes that the term of office as Director of Mr. Philippe Vassor is due to expire at the end of this Shareholders' Meeting, and **hereby decides** to renew his appointment for a period of one year, expiring at the end of the Ordinary Shareholders' Meeting convened to vote on the annual accounts for the year ending June 30, 2011.

Fourteenth resolution

Appointment of Mr. Joe Liemandt as a new Director

The Shareholders' Meeting, voting under the conditions of quorum and majority required for ordinary shareholders' meetings,

after having heard the report of the Board of Directors,

being informed that Mr. Joe Liemandt has informed the Company that he would accept the mandate of Director if entrusted to him, and that he meets the conditions and obligations required by the regulations in force,

decides to appoint Mr. Joe Liemandt as a new Director for a term of one year expiring at the end of the Ordinary Shareholders' Meeting convened to vote on the annual accounts for the year ending June 30, 2011.

Fifteenth resolution

Approval of the amount that may be allocated as fees for the Company's Directors

The Shareholders' Meeting, voting under the conditions of quorum and majority required for ordinary shareholders' meetings,

after having heard the report of the Board of Directors,

in accordance with the provisions Article L.225-45 of the Code de Commerce,

hereby approves the lump sum of one hundred and eighty thousand euros (€ 180,000) as the total maximum amount that may be allocated as fees that may be granted to the Directors for the current year, ending on June 30, 2011, and for each subsequent financial year, until a contrary decision of the shareholders, and grants full powers to the Board of Directors for the purposes of allocating these attendance fees between the Directors, wholly or in part and according to the methods that it alone shall determine.

Sixteenth resolution

Delegation of authority to be granted to the Board of Directors in order to purchase Company shares within a share purchase program governed by Article L.225-209 of the Code de Commerce

The Shareholders' Meeting, voting under the conditions of quorum and majority required for ordinary shareholders' meetings,

after having heard the report of the Board of Directors,

hereby authorizes the Board of Directors, under the conditions set out in Article L.225-209 *et seq.* of the Code de Commerce, to purchase Company shares, representing up to 10% of the share capital as determined on the date of adoption of this resolution,

notes that the number of shares held in treasury by the Company may not under any circumstances and at no time, exceed 10% of its share capital,

hereby decides that shares may be purchased upon decision of the Board of Directors, for the purpose of:

- improving the Company's share liquidity by means of entering with an investment service provider into a liquidity contract drafted in accordance with an ethical charter recognized by the Autorité des Marchés Financiers (French Regulatory Agency or "AMF"),

- allowing the Company to honour its obligations arising from its share purchase option programs, along with its restricted share allocations for the benefit of employees of the Company or its Group,
- cancelling them, subject in this case to a vote by an extraordinary Shareholders' Meeting on a specific resolution, and in any case within the limit of 10% of the share capital for each 24 month period,
- redeeming shares upon the exercise of rights attached to securities granting access to the Company share capital,
- preserving and subsequently redeeming shares for payment or exchange (within the scope of external growth transactions),
- implementing any market practices permitted by law or authorized by the AMF.

hereby decides that purchase, sale, transfer or exchange of such shares may be carried out by any means, notably traded on the market or over the counter and where applicable by means of derivative financial instruments (options, negotiable warrant etc), excluding the purchase of call options, and at all times, pursuant to current regulations in force,

hereby decides that these transactions may be carried out at times determined by the Board of Directors and that transactions involving blocks of shares may account for the entire repurchase program,

hereby decides that the maximum amount of funds allocated to the share purchase program may not exceed seven millions euros (€ 7.000.000),

hereby decides that within this program, the maximum purchase price (excluding costs) is set at six euros (€ 6) per share,

hereby decides that the Board of Directors may however adjust the afore-mentioned purchase price and the sale price in the event of any operation on the Company's share capital, such as, but not exclusively, a modification of the par value of Company shares, a stock split or a reverse stock split, an increase of capital by incorporation of reserves or issuance premiums, an allocation of restricted shares, in order to take into account the impact these actions may have on the value of the Company's shares.

This delegation of authority may used by the Board of Directors, for all shares held in treasury by the Company.

hereby grants the Board of Directors all powers to implement this delegation of authority, with the option of sub-delegation in accordance with the law, within the limits of the conditions specified above, and in particular in order to:

- place any stock exchange or over the counter orders,
- allocate or reallocate shares acquired for the different objectives pursuant to legal and regulatory provisions applicable,
- conclude any agreements, notably aiming at keeping records of share purchases and sales,
- carry out all declarations and formalities to the AMF and any other regulatory agency,
- carry out all other formalities, and generally, do everything that is necessary hereto.

additionally grants all powers to the Board of Directors, if the law or the AMF extends or supplements the objectives authorized for share purchase programs, to inform the public of any changes to the program regarding the modified objectives pursuant to legal and regulatory provisions.

This delegation of authority is granted for a maximum duration of eighteen (18) months from the date of this Shareholders' Meeting. It may be used, including within periods of public offers, for the purchase and/or exchange of shares, within the limits permitted by the applicable regulations.

Pursuant to the provisions of Article L.225-209 of the Code de Commerce, the Board of Directors shall inform each year the ordinary Shareholders' Meeting of the transactions carried out within the scope of this resolution.

Proposed Resolutions for the Extraordinary Shareholders' Meeting

Seventeenth resolution

Delegation of authority to be granted to the Board of Directors in order to reduce the share capital by cancelling shares acquired from a share purchase program governed by Article L.225-209 of the Code de Commerce

The Shareholders' Meeting, voting under the conditions of quorum and majority required for extraordinary shareholders' meetings,

After having heard the report of the Board of Directors and the special Statutory Auditors' report,

hereby authorizes the Board of Directors to reduce the share capital, in accordance with the provisions of Article L.225-209 *et seq.* of the Code de Commerce, on one or more occasions, by cancelling all or a portion of the shares acquired by the Company within a share purchase program, up to 10% of the Company's share capital for each 24-month period, being specified that the 10% limit applies to the total existing share capital on the date of cancellation (i.e. adjusted accordingly to any operation on the Company's share capital since the adoption of this resolution),

hereby authorizes the Board of Directors to offset the difference between the purchase price of the cancelled shares and their par value on the available premiums and reserves,

hereby grants the Board of Directors all powers, which may be sub-delegated in accordance with legal and regulatory provisions, to establish the conditions and methods of said cancellation(s), to modify the by-laws of the Company as a result and in general, do everything that is necessary hereto.

This authorization shall expire at the close of the Shareholders' Meeting convened to vote on the annual accounts for the year ending June 30, 2011.

Eighteenth resolution

Power of attorney for formalities

The Shareholders' Meeting, voting under the conditions of quorum and majority required for extraordinary shareholders' meetings,

hereby grants the bearer of an original, a copy or an extract of these minutes all powers to carry out the necessary filings and formalities.

All holders of ordinary shares, regardless of the number of shares held, have the right to attend the meeting, to appoint a proxy (being another shareholder or a spouse) or to submit a postal ballot.

In accordance with the provisions of Article R.225-85 of the Code de Commerce, the right to attend to the Shareholders' Meetings is subject to the shares being duly registered in the name of the shareholder – or the intermediary entered on the former's behalf in the event that the shareholder is resident abroad – at midnight, CET, on December 10, 2010, either in the nominative shares register held by InfoVista SA or in the register of bearer shares held by the authorized intermediary.

Requests to add new resolutions to the agenda, by shareholders who fulfill the conditions set forth in Article R.225-71 of the Code de Commerce, must be filed by a shareholder and received by the Company at its registered office, by registered letter with return receipt, no later than 25 days (calendar days) prior to the date of the Shareholders' Meeting. The requests must be accompanied by a proof of entry in the Shareholder register. The resolution shall be considered if the applicants send in a new certificate proving the registration of the shares in the same registers on midnight, CET, on December 10, 2010.

Any shareholder shall be entitled to submit written questions, to which the Board of Directors shall be required to reply in the course of the meeting. The questions must be sent by a shareholder and received by the Company

at its registered office, by registered letter with return receipt, no later than 4 days (business days) prior to the date of the Shareholders' Meeting.

Entry or registration of the shares in the register of bearer shares held by the authorized intermediary is evidenced by a participation certificate delivered by the latter (or sent electronically) pursuant to the conditions set down in Article R.225-61 of the Code de Commerce in the annex:

- of the absentee voting form;
- of the proxy vote;
- of the application for an admission card made out in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

A certificate is also supplied to the shareholder wishing to attend the Shareholders' Meeting in person and who has not received his admission card at midnight, CET, on December 10, 2010.

Any shareholder may request from his intermediary a form permitting him or her to make a postal vote or to be represented at the Shareholders' Meeting.

Shareholders shall be entitled to request, as from December 1, 2010, the informational documents referred to in Article R.225-81 and R.225-83 of the Code de Commerce.

The certificate and the form must be filed by the intermediary to the following address:

BNP PARIBAS Securities Services
CTS Emetteurs- Assemblées
Les Grands Moulins de Pantin
9, rue du Débarcadère
93761 Pantin Cedex
Fax: +33 (0)1 40 14 58 90 / +33 (0)1 55 77 95 01

Postal votes will only be accepted if the duly completed form is received by BNP Paribas (address above) no later than the last day prior to the shareholders' meeting, before 3:00 p.m., CET.

The appointment or dismissal of a proxy must be notified in accordance with the provisions of Article R. 225-79 of the Code de Commerce.

The conditions to participate to the Shareholders' Meeting are detailed in Article 21 of the Company's article of incorporation, available at www.infovista.com.

The Board of Directors