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InfoVista SA

Corporation (SA) with share capital of € 8,899,219.98

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 meeting of shareholders which will be held extraordinarily on February, 8th, 2012 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 resolutions set forth below:

AGENDA

- Reading of the report of the Board of Directors
- Reading of the report of the independent expert
- Allocation of profits to the legal reserve
- Ratification of the appointment of Mr. Robert Sayle as director
- Ratification of the appointment of Mr. James Kevin Lines as director
- Special distribution
- Terms and conditions of payment of the aforementioned special distribution
- Decisions to be made in order to maintain the rights of the holders of bons de souscriptions et/ou d'acquisition d'actions remboursables (« **BSAAR** ») in connection with the aforesaid special distribution
- Decisions to be made in order to maintain the rights of the holders of stock-options in connection with the aforesaid special distribution
- Authority to handle legal formalities

First resolution

Allocation of profits to the legal reserve

The Shareholders' meeting, held under the quorum and majority conditions required for regular shareholders' meetings, after having reminded that the mixed Shareholders' meeting of November 16, 2011 allocated the profits of the financial year ended on June 30, 2011 – amounting to 3,692,227 Euros – to the “*Report à Nouveau*” account which amounts thereafter

to 3,692,227 Euros, **decides to** allocate the profits of the financial year ended on June 30, 2011, up to 5% - i.e. an amount of 184,611 Euros, to the legal reserve, in accordance with the legal requirements provided by article L.232-10 of the French Commercial Code. The Shareholders' meeting acknowledges that the legal reserve will then amount to 189,553 Euros – after allocation – and that the “*Report à Nouveau*” account will amount to 3,507,616 Euros.

The Shareholders' meeting **fully authorizes** the Board - with the option to subdelegate to the general manager – to proceed to any and all necessary amendments and, more generally, complete all required formalities.

Second resolution

Ratification of the appointment of Mr. Robert Sayle as director

The Shareholders' meeting, held under the quorum and majority conditions required for regular shareholders' meetings,

ratifies the appointment by the Board's meeting held on December 20, 2011 of Mr. Robert Sayle as new director of the Company in replacement for Mr. Philippe Vassor who resigned, until the end of the latter's mandate which will take place on the date of the regular shareholders' meeting held for the approval of the annual financial statements of the financial year ending on June 30, 2012.

Third resolution

Ratification of the appointment of Mr. James Kevin Lines as director

The Shareholders' meeting, held under the quorum and majority conditions required for regular shareholders' meetings,

ratifies the appointment by the Board's meeting held on December 20, 2011, of Mr. James Kevin Lines as new director of the Company in replacement for Mr. Joe Liemandt who resigned, until the end of the latter's mandate which will take place on the date of the regular shareholders' meeting held for the approval of the annual financial statements of the financial year ending on June 30, 2012.

Fourth resolution

Special distribution

The Shareholders' meeting, held under the quorum and majority conditions required for regular shareholders' meetings, after having been read the Board's report and the report of the independent expert, Ricol Lasteyrie represented by Ms. Sonia Bonnet-Bernard, and having taken knowledge of the Company's annual financial statements as of June 30, 2011,

decides to exceptionally distribute the amount of 1.40 Euros per share for each of the 16,480,037 shares of the Company's share capital, i.e. a total amount of 23,072,051.80 Euros, out of the account “premium over par” for an amount of 21,918,449.21 Euros and of the

account “*Report à nouveau*” (retained earnings account) for an amount of 1,153,602.59 Euros, which will be respectively reduced to 2,100,521.79 Euros and 2,538,624.41 Euros.

Subject to the approval of the first resolution (Allocation of profit to the legal reserve), the Shareholders’ meeting acknowledges that the “*Report à Nouveau*” account (retained earnings account) would be reduced to 2,354,013.41 Euros, and not to 2,538,624.41 Euros, further to the allocation of 5% of the profits of the financial year ended on June 30, 2011 to the legal reserve.

The Shareholders’ meeting also **decides** that the total amount of the special distribution shall be adjusted, if relevant, in the event that the Company issues new shares, in particular after the exercise of stock-options or BSAAR.

The Shareholders’ meeting precises that the treasury shares held by the Company when the special distribution is paid up shall not be eligible for this payment and, consequently, the distribution’s amount corresponding to those treasury shares shall be allocated to the Company’s account « *Report à nouveau* ».

The Shareholders’ meeting acknowledges that the distribution out of the account “premium over par” for an amount of 21,918,449.21 Euros, subject to the potential adjustment of the special distribution amount will not correspond, in principle, to a distribution subject to the allowance pursuant to article 158-3-2 of the French General Tax code for individuals having their residence in France.

The Shareholders’ meeting acknowledges that the distribution out of the account “*Report à nouveau*” (retained earnings account) for an amount of 1,153,602.59 Euros, subject to the potential adjustment of the special distribution amount, will correspond, from a French tax law perspective, to a distribution subject to the allowance pursuant to article 158-3-2 of the French General Tax code for individuals having their residence in France.

If necessary, it being specified that the shareholders are invited to contact their usual tax counsel to determine their applicable tax regime, it is reminded that the gross amount allocated to each share is € 1.40 and would correspond:

- up to € 0.07 to a distribution subject to the allowance pursuant to article 158-3-2 of the French General Tax code for individuals having their residence in France. However, if a shareholder chooses the withholding tax option in compliance with article 117 quarter of the French General Tax code, he would not be entitled to this allowance;
- up to €1.33 to a contribution repayment in compliance with the provisions of article 112 1° of the French General Tax code.

Fifth resolution

Terms and conditions of payment of the aforementioned special distribution

The Shareholders’ meeting, held under the quorum and majority conditions required for regular shareholders’ meetings,

decides that the special distribution shall be made in cash on the payment date to each holder of one or several shares of the Company’s share capital.

The Shareholders' meeting **authorizes** the Board to pay out of the accounts "premium over par" and "*Report à nouveau*" the necessary amounts of the aforesaid special distribution to the shares arising in particular from the exercise of stock-options or BSAAR prior to the payment date of this special distribution.

More generally, the Shareholders' meeting **fully authorizes** the Board, with power to sub delegate to the CEO, to take any and all measures necessary to complete this special distribution, and in particular to carry out its payment, decide its payment date, ascertain the number of shares giving right to the aforesaid distribution at the payment date, make the required adjustments of the amounts transferred to the non-distributable reserve account further to the appraisal of the number of BSAAR and stock-options concerned, and more generally, to make any acknowledgment, communications, confirmations or supplementary acts, and any formalities which would be required.

Sixth resolution

Decisions to be made in order to maintain the rights of the holders of bons de souscriptions et/ou d'acquisition d'actions remboursables (« BSAAR ») in connection with the aforesaid special distribution

The Shareholders' meeting, held under the quorum and majority conditions required for regular shareholders' meetings,

After having been read the board of directors' report,

decides, in accordance with article L. 228-99 of the French Commercial Code, the applicable regulations and the provisions of the applicable BSAAR Plan, to take any measure necessary to enable the holders of BSAAR, who would not have exercised their BSAAR before the date the aforesaid special distribution becomes available for payment, to receive cash in the same amount or proportion and on the same terms (save for enjoyment), as if they had been shareholders at the time these transactions took place should they exercise their rights later within the applicable exercise period, and, to that end, to transfer to a non-distributable reserve account a total amount of 1,649,284 Euros, resulting from an amount of 1,566,819.80 Euros out of the "Premium over par" account, and an amount of 82,464.20 Euros out of the "*Report à Nouveau*" account, based on a total number of 1,178,060 BSAAR.

Consequently, the Shareholders' meeting **fully authorizes** the Board with power to sub delegate to the CEO to:

- assess the number of BSAAR valid on the payment date decided by the Board of directors;
- adjust the special distribution's amount which shall be transferred to the non-distributable reserve account in order to take into consideration the number of BSAAR which are valid on the payment date decided by the Board of directors;
- pay to the holders of BSAAR, who would exercise their rights at a later date, the portion of the special distribution to which they are entitled;
- acknowledge, in the event of non-exercise of the BSAAR by any of the holders within the applicable exercise periods, the lapse of their right to a portion of the special distribution, in proportion to the number of exercised BSAAR; as a consequence and

in this case, authorize the Board to decide the allocation of the remaining amount, subject to the provisions of applicable laws and regulations;

- inform the holders of BSAAR of the protection measures which have been taken, in accordance with article R.228-92 of the French Commercial Code; and
- more generally, to do whatever would be necessary to realize the measures to be taken to maintain the rights of the BSAAR holders in connection with the aforesaid special distribution.

Seventh resolution

Decisions to be made in order to maintain the rights of the holders of stock-options in connection with the aforesaid special distribution

The Shareholders' meeting, held under the quorum and majority conditions required for regular shareholders' meetings,

after having been read the Board's report,

decides, pursuant article L. 228-99, as referred to in article L. 225-181 of the French Commercial code, the applicable regulations and the applicable stock-options plans, to take any measure necessary to enable the holders of stock-options, who would not have exercised their stock-options at the date on which the aforesaid special distribution becomes available for payment, to receive cash in the same amount or proportion and on the same terms (save for enjoyment), as if they had been shareholders at the time these transactions took place, should they exercise their rights within the applicable exercise period, and, to that end, to transfer to a non-distributable reserve account a total amount of 547,085 Euros, resulting from an amount of 519,730.75 Euros out of the "Premium over par" account, and an amount of 27,354.25 Euros out of the "*Report à Nouveau*" account, based on a total number of 390,775 stock-options.

Consequently, the Shareholders' meeting **fully authorizes** the Board, with power to sub delegate to the CEO, to:

- assess the number of stock-options valid on the payment date decided by the Board of directors
- adjust the special distribution's amount which shall be transferred to the non-distributable reserve account in order to take into consideration the number of stock-options which are valid on the payment date decided by the Board of directors;
- pay to the holders of stock-options, who would exercise their rights at a later date, the portion of the special distribution to which they are entitled;
- acknowledge, in the event of non-exercise of the stock-options by any of the holders within the applicable exercise periods, the lapse of their right to a portion of the special distribution, in proportion to the number of exercised stock-options, as a consequence and in this case, authorize the Board to decide the allocation of the remaining amount, subject to the provisions of applicable laws and regulations;
- inform the stock-options holders of the protecting measures adopted; and
- more generally, to do whatever would be necessary to realize the measures to be taken to maintain the rights of the stock-options holders in connection with the aforesaid special distribution.

Eighth resolution

Authority to handle legal formalities

The Shareholders' meeting, held under the quorum and majority conditions required for regular shareholders' meetings,

fully authorizes the bearer of an original or a copy of these minutes, or an abstract there from, to comply with all statutory public notice requirements and more generally to complete all required formalities.

A/ Formalities to be accomplished to attend to the Shareholders' meeting

The Shareholders' meeting is composed of all the shareholders regardless of the number of shares held.

Any shareholder may be represented at the Shareholders' meeting by another shareholder, by his spouse or by his partner in a Civil Solidarity Pact (*pacte civil de solidarité -PACS*). Any shareholder may also be represented by any other individual or corporate body of his choice (article L. 225-106 of the French Commercial Code).

In accordance with the provisions of Article R. 225-85 of the French Commercial Code, the right to attend to the Shareholders' meeting is subject to the shares being duly registered in the name of the shareholder or the intermediary entered on the former's behalf (in accordance with the seventh indent of Article L. 228-1 of French Commercial Code) at midnight, CET, three business days before the Shareholders' meeting, either in the nominative shares register held by InfoVista SA (or its appointed intermediary) or in the register of bearer shares held by the authorized intermediary.

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 forth in Article R. 225-85 of the French Commercial Code (with referral to Article R. 225-61 of French Commercial Code) 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 February 3, 2011.

B/ Attendance to the Shareholders' meeting

Shareholders wishing to attend physically to the Shareholders' meeting will be able to ask for an admission card as follows:

- For the nominative shareholder: on the Shareholders' meeting day, go directly to the admission desk with an identity card, or require an admission card to BNP PARIBAS Securities Services – CTS Assemblées Générales – Les Grands Moulins de Pantin – 9, rue du Débarcadère – 93761 Pantin Cedex.
- For the bearer shareholder: ask to the authorised intermediary who manages its share account to have an admission card sent.

For not personally attending shareholders wishing to vote by correspondence or to be represented (by granting proxy) to the Chairman of the Shareholders' meeting, their spouse or partner in a Civil Solidarity Pact (Pacs), or any other person, will be able to:

- For the nominative shareholder: address the postal voting form or the proxy form, attached to the convening notice, to the following address: BNP PARIBAS Securities Services – CTS Assemblées Générales – Les Grands Moulins de Pantin – 9, rue du Débarcadère – 93761 Pantin Cedex.
- For the bearer shareholder: ask for this postal voting form or proxy form to the authorised intermediary who manages its share account, as from the date of the convening notice to the Shareholders' meeting. The postal voting form or the proxy form shall be enclosed with an attending certificate delivered by the financial intermediary and addressed to the following address: BNP PARIBAS Securities Services – CTS Assemblées Générales – Les Grands Moulins de Pantin – 9, rue du Débarcadère – 93761 Pantin Cedex.

Postal votes will only be accepted if the duly completed form is received by the company or by BNP Paribas Securities Services no later than the last day prior to the Shareholders' meeting, before 3:00 p.m., CET.

Shareholders are entitled to request, within the statutory time limit, the informational documents referred to in Article R.225-81 and R.225-83 of the French Commercial Code by written request to: BNP PARIBAS Securities Services – CTS Assemblées Générales – Les Grands Moulins de Pantin – 9, rue du Débarcadère – 93761 Pantin Cedex.

In accordance with the provisions of Article R. 225-79 of the French Commercial Code, the notification of a proxy's appointment or dismissal can also be carried out by electronic media as follows:

- For pure registered shareholders: by emailing with a digital signature provided by an authorised third party certifier to the following address:

paris.bp2s.france.cts.mandats@bnpparisbas.com stating the name of the Company concerned, the Shareholders' meeting date, their name, first name, address and their BNP PARIBAS Securities Services ID as well as the name and first name of the appointed or dismissed proxy;

- For administered registered shareholders or bearer shareholders: by emailing with a digital signature provided by an authorised third-party certifier to the following address:

paris.bp2s.france.cts.mandats@bnpparisbas.com stating the name of the Company concerned, the Shareholders' meeting date, their name, first name, address and their complete bank details, as well as the name and first name of the appointed or dismissed proxy; then requiring from their authorised intermediary who manages their share account to send a written confirmation to: BNP PARIBAS Securities Services – CTS Assemblées Générales – Les Grands Moulins de Pantin – 9, rue du Débarcadère – 93761 Pantin Cedex.

In order for proxy's appointments or dismissals expressed by electronic media to be validly taken into account, confirmation must be received at the latest the day prior to the Shareholder's meeting, at 3 p.m., CET. Proxy's appointments or dismissals expressed by letter must be received at the latest the day prior to the Shareholder's meeting, at 3 p.m., CET.

Moreover, only those proxy's appointments or dismissals notifications can be sent to the E-mail address aforementioned and any other request or notification regarding another purpose shall not be taken into account.

C/ Shareholders' written questions

Any shareholder shall be entitled to submit written questions to the Board of Directors, 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 (INFOVISTA – 6, rue de la Terre de Feu, 91940 Les Ulis), by registered letter with return receipt, no later than 4 days (business days) prior to the date of the Shareholders' meeting.

D/ Shareholders' right of communication

All documents and information provided for in article R. 225-73-1 of French Commercial Code can be consulted on the company web site: www.infovista.com, from the 21st day before the Shareholders' meeting.

The Board of Directors