

**InfoVista SA**  
a *société anonyme*  
with a capital of 8,899,219.98 euros  
registered office : 6, rue de la Terre de Feu – 91940 Les Ulis  
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**DRAFT OF THE TEXT OF THE RESOLUTIONS TO BE SUBMITTED  
TO THE REGULAR SHAREHOLDERS' MEETING  
HELD EXTRAORDINARILY ON FEBRUARY 8, 2012**

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**First 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.

**Second 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.

**Third 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.

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.

#### **Fourth 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.

#### **Fifth 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.

### **Sixth 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.

### **Seventh 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.