

The Depository Trust Company

IMPORTANT

B#: 0522-06

DATE: November 08, 2006

TO: ALL PARTICIPANTS

CATEGORY: Proxy

FROM: DTC PROXY DEPARTMENT

ATTENTION: PROXY/REORGANIZATION

SUBJECT: INFOVISTA S.A.
AMERICAN DEPOSITORY SHARES
CUSIP # 456817105

The Bank of New York (“BNY”), Depository for the above captioned American Depositary Shares (ADS), has advised DTC that. INFOVISTA SA, the issuer of the ordinary shares underlying these ADS’s, is holding a Shareholder Meeting on December 15, 2006. INFOVISTA SA advises BNY that under the laws of France, in order to attend the Shareholders’ Meeting and vote thereat or vote in opposition to the Board of Directors’ recommendation, an owner will be required, subject to applicable provisions of the laws of France, the By Laws of the Company, and the relevant Deposit Agreement relating to the ADS’s, to comply with the following conditions no later than December 8, 2006:

(1) The original voting instruction card received by the Beneficial Owner of the ADS’s of record on November 8, 2006 must be delivered to the Bank of New York. The voting instruction card must be notarized in France, or in the United States or in other jurisdictions, in which case, if not notarized by an French Notary Public, also legalized by Apostille pursuant to the 1961 Hague Convention.

(2) All ADS’s held by the Beneficial Owner must be delivered to a blocked account with The Depository Trust Company for the account of the Depository. The American Depositary Shares or the Receipts represented by such ADS’s shall remain in the designated blocked account at The Depository Trust Company until the conclusion of the meeting at which such voting rights are to be exercised, at which time they shall be promptly re-delivered to or for the account of the owner. Following any deposit of American Depositary Shares or delivery of Receipts an owner of American Depositary Shares or Receipts may not sell or otherwise dispose of such American

Depository Shares or Receipts, during the period beginning at least five days prior to the date of the Shareholders' Meeting, which is the December 8, 2006 cut-off date, and ending at the end of the day of the Shareholders' Meeting, December 15, 2006. If an owner wishes to vote in opposition to the recommendation of the Board of Directors, he will need to attend the Shareholders' Meeting and to cast his vote.

Upon fulfillment of the conditions above to the satisfaction of the Depository, the latter shall (i) request the Company and the Custodian to issue a share certificate registered in the name of said Beneficial Owner for the number of Shares evidenced by the Beneficial Owner's ADS; (ii) send to the Company certified copies of the Voting Instruction Cards bearing the appointment of proxies; (iii) take any actions which may be necessary or appropriate in order to prevent any transfers of such Beneficial Owners's ADS's in the period beginning five full days prior to the date of the meeting (the "Blocked Period"); (iv) cause the name and address of such Beneficial Owner to be registered in the Shareholders' Registrar ("Libro Soci") of the Company during the Blocked Period; (v) issue or cause to be issued an admission ticket for such meeting during such Blocked Period in respect of the number of Shares represented by such Beneficial Owner's ADS; and (vi) cause the Company, after the meeting, to delete the Beneficial Owner as Shareholder of record and reinstate in such capacity The Bank of New York.

To provide BNY with assurance that ADSs on which it has received voting instructions from a Participant will still be held in that Participant's account on the meeting date, DTC has agreed to segregate positions on which voting instructions have been filed under a separate contra-CUSIP number. The number to be used for this purpose is 456817998. A Participant filing voting instructions with BNY on a position in its DTC account will be asked to provide BNY as a part of those instructions a letter authorizing DTC to have its nominee, Cede & Co., execute a proxy on the Participant's behalf and to take certain other actions (described below). The form of the authorization letter and the proxy are attached; extra copies will be available from BNY Thomas Abbott.

BNY will advise DTC of all voting instructions received under this procedure and provide DTC with the proxy forms and the authorization letters signed by Participants relating to those instructions. For each such instruction, DTC will then execute the proxy, temporarily deduct the position being voted from the Participant's holdings under the INFOVISTA SA ADSs (CUSIP: 456817105, temporarily credit the position to an account maintained for BNY, and indicate that movement in the Participant's account under the INFOVISTA SA ADSs contra-CUSIP (456817998). DTC will return this position to the Participant's account under the base CUSIP number upon instruction from BNY once the voting has been completed, this should occur on or about December 18, 2006.

Inquiries regarding this notice should be directed to Kathy Caziarc (813) 470-1115.

Karl Baker
Attachments

Manager

THE DEPOSITORY TRUST COMPANY
55 WATER STREET-50TH FLOOR
NEW YORK, NEW YORK 10004

VIA FACSIMILE: (212) 571-3050

THE BANK OF NEW YORK, AS DEPOSITARY ("BNY")
101 BARCLAY STREET, 22 WEST
NEW YORK, NEW YORK 10286
ATTN.: ROBERT GOAD
ADR DEPARTMENT

FOR PURPOSES OF VOTING AT THE SHAREHOLDER MEETING OF INFOVISTA SA, A CORPORATION ORGANIZED UNDER THE LAWS OF FRANCE ("THE COMPANY"), TO BE HELD IN FRANCE, ON DECEMBER 15, 2006 ("THE MEETING"), IN ORDER TO ATTEND THE SHAREHOLDERS' MEETING AND VOTE THEREAT OR VOTE IN OPPOSITION TO THE BOARD OF DIRECTORS' RECOMMENDATION,

CEDE & CO. THE NOMINEE OF THE DEPOSITORY TRUST COMPANY ("DTC") CERTIFIES THAT ON THE INSTRUCTIONS OF THE PARTICIPANT NAMED BELOW DTC HAS DELIVERED TO A DTC ACCOUNT MAINTAINED ON BEHALF OF BNY THE NUMBER OF AMERICAN DEPOSITARY SHARES ("ADSs") SPECIFIED BELOW, WHICH ADSs REPRESENT AMERICAN DEPOSITARY SHARES OF THE COMPANY, UNTIL THE BANK OF NEW YORK ADVISES DTC THAT THE MEETING HAS CONCLUDED. CEDE & CO. HEREBY APPOINTS SUCH PARTICIPANT AS ITS AGENT AND PROXY TO GIVE OR CONFIRM ALL SUCH INSTRUCTIONS TO BNY AS MAY BE NECESSARY OR APPROPRIATE TO IDENTIFY THE BENEFICIAL OWNER(S) OF THE NUMBER OF ADSs SPECIFIED BELOW AND TO ENABLE THE PARTICIPANT OR THE BENEFICIAL OWNER(S) OF THE ADSs REPRESENTED BY THE ADSs SPECIFIED BELOW TO ATTEND AND ADDRESS THE MEETING AND VOTE THEREAFTER.

THIS PROXY IS REVOCABLE AT ANY TIME AND IN ANY MANNER, INCLUDING BUT NOT LIMITED TO THE FILING BY CEDE & CO. WITH BNY OF AN INSTRUMENT SIMILAR TO THIS INSTRUMENT RELATING TO THE VOTING OF ADSs SPECIFIED BELOW AT THE MEETING, THE FILING OF WHICH INSTRUMENT SHALL REVOKE ALL THE AGREEMENTS AND INSTRUCTIONS SPECIFIED HEREIN.

NAME OF PARTICIPANT

NUMBER OF AMERICAN DEPOSITARY SHARES

DATED: _____, 20__

FACSIMILE SIGNATURE OF CEDE & CO.
[PARTICIPANT LETTERHEAD]

_____, 20__

The Depository Trust Company
55 Water Street - 50th Floor
New York, NY 10004

RE: INFOVISTA SA
CUSIP No. 456817105
DTC Account No. _____
Number of ADSs: _____

Gentlemen:

In order to enable the beneficial owner(s) of the number specified above (the "Deposited ADSs") of INFOVISTA SA American Depositary Shares to vote at the Shareholder Meeting of INFOVISTA SA scheduled to be held on December 15, 2006, please take the following actions:

- (1) Have your nominees, Cede & Co., complete and sign the attached Proxy with respect to the deposited ADSs and make the signed Proxy available for pick-up by The Bank of New York, ("BNY"); and
- (2) Deliver the Deposited ADSs from the undersigned's above-referenced account to an account with you maintained on behalf of BNY until BNY instructs you to return the Deposited ADSs to the undersigned's above-referenced account.

The undersigned certifies to you that the Deposited ADSs were on November 8, 2006, and are on the date hereof, on deposit in the undersigned's above-referenced account.

Very truly yours,

(Print Participant's Name)

BY:

(Signature)

(Print Name)