



MELEXIS
*PUBLIC LIMITED COMPANY PURSUANT TO BELGIAN LAW
THAT MAKES A PUBLIC APPEAL TO THE SAVINGS OF THE GENERAL PUBLIC*
Rozendaalstraat 12, 8900 Ypres
Ypres Register of Juristic Persons 0435.604.729

Invitation to Ordinary and Extraordinary General Meeting of Shareholders

The Board of Directors of MELEXIS NV hereby invites shareholders to attend the **Ordinary General Meeting** to be held on **Monday 21 April 2008 at 11.00 hrs** together with an **Extraordinary General Meeting** that begins at **10.30 hrs**.

These Meetings will take place at Melexis NV, Rozendaalstraat 12, 8900 Ieper.

AGENDA OF ANNUAL MEETING

1. Reading of the annual report of the Board of Directors.
2. Reading of the report of the Statutory Auditor.
3. Communication of the annual accounts and consolidated annual accounts as at 31 December 2007.
4. Announcement in relation to the Corporate Governance policy of the company and explanation of the Corporate Governance Chapter in the annual report of the Board of Directors.
5. Approval of the annual accounts as at 31 December 2007.
Proposal for resolution: After first reading the annual report and the report of the Statutory Auditor and communication of the annual accounts and consolidated annual accounts as at 31 December 2007, the Chairman makes several further announcements in relation to the Corporate Governance policy of the company and report all relevant corporate governance events that occurred during the previous financial year and provides further explanation of the Corporate Governance Chapter in the annual report of the Board of Directors. The annual accounts as at 31 December 2007 are then approved.
6. Appropriation of result.
Proposal for resolution: The ordinary result is EUR 1.214.096,83. Including the result carried forward from 2006 the total result to be appropriated for 2007 is EUR 56.674.365,90.
It is proposed that this result be divided as follows:
 - result to be carried forward: EUR 30.729.249,90
 - addition to other reserves: EUR 275.026,80
 - payment of gross dividends: EUR 25.670.089,20
7. Discharge of Directors.
Proposal for resolution: The Directors are discharged in respect of their mandate exercised during the previous financial year. The Chairman reports that in the previous financial year there were no transactions not covered by the Articles of Association or which were in breach of the Law on Companies as specified in Article 554 of the Law on Companies.
8. Discharge of the Statutory Auditor.
Proposal for resolution: The Statutory Auditor is discharged in respect of his mandate exercised during the previous financial year.

AGENDA FOR THE EXTRAORDINARY GENERAL MEETING

1. Withdrawal of existing authorization for the Board of Directors to purchase the company's own shares in accordance with Article 620 §1, para. 5 of the Companies Code.





Proposal for resolution: That the existing authorization for the Board of Directors to purchase the company's own shares for a period of 18 months in accordance with Article 620 §1, para. 5 of the Companies Code, described in Art. 44, para. 2 of the Articles of Association, be withdrawn when the new authorization mentioned in point 2 of the Agenda comes into force.

2. a) New authorization for the Board of Directors to purchase the company's own shares in accordance with Article 620 §1, para. 5 of the Companies Code; specification of the maximum number of shares to be acquired, and the minimum and maximum price per share and duration of the authorization.
b) Amendment to Art. 44, para. 2 of the Articles of Association.

Proposal for resolution: That a new decision be taken for the purchase of a maximum of 4.324.186 company shares at a price per share equal to at least the last closing price quoted for these shares on the first market of the Brussels Stock Exchange at the time of acquisition and at no more than €17 per share.

That the Board of Directors be authorized in accordance with Article 620 §1, para. 5 of the Companies Code to proceed with the acquisition by purchasing or exchanging these shares within the aforementioned price range and within a period of 18 months from the announcement of this decision in the Appendices to the Belgian Official Gazette, either directly or through a person acting in his own name but on behalf of the company or through a direct subsidiary company as described in Art. 5, §2, points 1, 2 and 4 of the Companies Code. That Art. 44, para. 2 of the Articles of Association be amended accordingly.

CONDITIONS OF ADMISSION AND PROVISION OF DOCUMENTS

In order to be able to take part in the General Meetings, holders of bearer shares are requested in accordance with Article 28 of the Articles of Association to deposit their bearer certificates at least three (3) working days before the Meeting at the registered offices of the company or with Dexia Bank NV at Pachecolaan 44, 1000 Brussels. They will be admitted to the General Meeting on production of a certificate from which it appears that the shares have been deposited.

Within the same time-limit, holders of dematerialised shares must submit to Dexia Bank NV a certificate delivered by the settlement house from which the non-availability of these shares for examination by the General Meeting is apparent.

Every shareholder may give written proxy to represent him/her at General Meetings. Shareholders can request the authorities drawn up by the Board of Directors by any method from the registered offices of the company or download them from the website referred to below. The original signed authorities must be deposited at the registered offices in accordance with Article 29 of the Articles of Association at least three (3) days before the Meeting.

From 4 April 2008 shareholders may, against submission of their security, obtain a free copy from the registered offices of the documents referred to in agenda items 1, 2 and 3 of the Ordinary General Meeting. These documents will be sent to who have satisfied the aforementioned formalities for admission to the Meeting no later than seven (7) days before the Meeting.

All relevant information relating to these General Meetings, including all documents mentioned in the respective agendas and the draft text of the new Articles of Association, will be available on the website of the company www.melexis.com from 4 April 2008.

No special attendance quorum is required for deliberations and decisions relating to the items on the agenda of the Ordinary General Meeting.

In accordance with Articles 558, 559 and 620 of the Law on Companies the Extraordinary General Meeting may only validly deliberate and decide if those present represent at least half the nominal capital.

On behalf of the Board of Directors





From 4 April onwards, a translation into English of these invitations will be available on our website www.melexis.com

