



**MELEXIS**

*PUBLIC LIMITED LIABILITY COMPANY*  
Rozendaalstraat 12, 8900 Ieper (Belgium)  
Register Legal Persons Ieper 0435.604.729  
(the "company")

---

Convocation to the ordinary and the extraordinary general meeting of shareholders

---

The board of directors of MELEXIS NV is honoured to invite its shareholders to attend the ordinary and the extraordinary general meeting of shareholders that will be held on Tuesday April 22<sup>nd</sup>, 2014 at 11h00 am respectively 12h00 am at the registered office of the company at Rozendaalstraat 12, 8900 Ieper (Belgium).

Since the agenda of the extraordinary general meeting includes amendments to the articles of association of the company, the items on that agenda can only be validly deliberated and decided on when at least half of the registered capital of the company is represented by shareholders present at the meeting.

**AGENDA ORDINARY GENERAL MEETING OF SHAREHOLDERS**

1. Perusal of the annual report of the board of directors for the financial year ending on December 31<sup>st</sup>, 2013, with explanation of the remuneration report that is included in the corporate governance statement.
2. Perusal of the control report of the statutory auditor regarding the financial year 2013.
3. Perusal of the consolidated annual accounts closed on December 31<sup>st</sup>, 2013.
4. Approval of the annual accounts closed on December 31<sup>st</sup>, 2013 with allocation of the financial result.

**Proposed resolution:** *Subsequent to the perusal of the annual report and the report of the statutory auditor and after discussion of the annual accounts and the consolidated annual accounts closed on December 31<sup>st</sup>, 2013, the annual accounts closed on December 31<sup>st</sup>, 2013 are approved.*

*The ordinary result amounts to EUR 438,987,921.99. Including the result carried forward from the financial year ending on December 31<sup>st</sup>, 2012, the total result to be appropriated for the financial year ending on December 31<sup>st</sup>, 2013, amounts to EUR 492,455,985.39. It is proposed that this result be allocated as determined in the annual accounts closed on December 31<sup>st</sup>, 2013, as follows:*

- *Result to be carried forward: EUR 464,175,985.39*
- *Gross Dividend: EUR 28,278,750.50*
- *Addition to other reserves: EUR 1,249.50*

5. Approval of the remuneration report regarding the financial year 2013.

**Proposed resolution:** *The general meeting approves the remuneration report regarding the financial year 2013.*

6. Discharge of the directors.

**Proposed resolution:** *The directors are discharged for their mandate executed during the previous financial year. The president explains that there have been no actions during the previous financial year that concerned a breach of the articles of association or the Belgian Companies Code ("BCC"), as referred to in article 554 BCC.*

7. Discharge of the statutory auditor.

**Proposed resolution:** *The statutory auditor is discharged for its mandate executed during the previous financial year.*



8. Perusal of the end of the mandates of directors

**Proposed resolution:** *The meeting takes note of the expiry of the mandates of Mr. Roland Duchâtelet, Ms. Françoise Chombar and Mr. Rudi De Winter as directors and Ms. Lina Sarro as independent director of the company.*

9. Reappointment of directors and determination of their remuneration

**Proposed resolution:** *The meeting decides to proceed to the reappointment of the following directors for a term of four years starting today and ending immediately after the ordinary general meeting of shareholders of 2018:*

- a. *Mr. Roland Duchâtelet, residing at Eduard Van Steenbergelaan 52, 2100 Antwerp;*
- b. *Ms. Françoise Chombar, residing at Boektlaan 14, 3550 Heusden-Zolder;*
- c. *Mr. Rudi De Winter, residing at Boektlaan 14, 3550 Heusden-Zolder.*

*The directors will receive no remuneration for this mandate.*

#### **AGENDA EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

1. Renewal of the authorization of the board of directors with regard to the acquisition of own shares within the framework of article 620,§1, fifth par. BCC. Determination of the maximum amount of shares to acquire, minimum and maximum price per share and duration of the authorization. This authorization is also given for the acquisition of shares in the company on a regulated market by its direct subsidiaries within the framework of article 627 BCC.

**Proposed resolution:** *The board of directors is granted a new authorization to acquire own shares of the company under the following conditions, either directly or by a person acting in his own name but on behalf of the company or by a direct subsidiary within the framework of article 5, §2, 1°, 2° and 4° BCC:*

- *This authorization is granted for a maximum number of own shares that would cause to achieve the limit of 20% as determined in article 620,§1, first par., 2° BCC;*
- *The acquisition of a share under this authorization has to occur at a price per share between EUR 0,01 and EUR 50,00 at a regulated market on which they are listed;*
- *The par value of the number of own shares to be acquired that the company wishes to acquire, including the previously acquired own shares that are held by the company, may not exceed 20% of the registered capital of the company;*
- *The consideration for the acquisition of these own shares may not exceed the means of the company that are distributable according to article 617 BCC;*
- *The acquisition of own shares under this authorization will include the immediate booking of an unavailable reserve "acquisition of own shares" for the amount of the total acquisition value of the acquired own shares by withdrawal from the available profit reserve for the time the shares are held within the company;*
- *This authorization is granted for a period of 5 years from the date of the approval of this decision.*

2. Confirmation and, as far as required, ratification of the existing authorizations of the board of directors with regard to the disposal of own shares within the framework of article 622,§2, first par. BCC. and article 622,§2, second par., 1° BCC.

**Proposed resolution:** *The meeting confirms explicitly and ratifies as far as required the existing authorizations of the board of directors with regard to the disposal of own shares that are held within the company in the framework of article 622,§2, first par. BCC on the one hand and article 622,§2, second par., 1° BCC on the other hand; these authorizations are granted for an indefinite period of time by the respective decisions of the extraordinary general meeting of 20 April 2009 and have been published together with them.*



*It concerns on the one hand the authority to dispose of own shares that are held by the company under the following conditions:*

- *This authorization is granted for a number of own shares that may not exceed the number of shares of the company that an indirect subsidiary of the company may hold as a legitimate cross-shareholding within the meaning of article 631, § 1 of the companies code;*
- *The disposal of a share under this authority has to occur at the last closing price at which the shares were quoted on the first market of the Brussels stock exchange at the moment of disposal;*
- *The shares concerned may only be disposed of to Melexis Technologies NV, with registered office at 3980 Tessenderlo, Transportstraat 1, RPR Hasselt 0467.222.076, or a company of which Melexis NV holds directly or indirectly more than 99% of the dividend entitled securities;*
- *The reserves the company has made unavailable for distribution due to the acquisition of own shares are transferred back to reserves available for distribution for an amount equal to the acquisition value of the disposed shares.*

*On the other hand it concerns the authorization recorded in article 44 of the articles of association to proceed with the disposal of own shares, without approval of the general meeting, according to article 622,§2, second par., 1° BCC as far as they are disposed of on the regulated market on which they are listed.*

3. Renewal of the authorization of the board of directors with regard to the acquisition and disposal of own shares in the event of a threatening serious harm.
  - 3.1. Withdrawal of existing authorizations of the board of directors.
  - 3.2. Granting to the board of directors of a new authorization with regard to the acquisition of own shares within the framework of article 620,§1, third par. BCC.
  - 3.3. Granting to the board of directors of a new authorization with regard to the disposal of own shares in the framework of article 622,§2, second par., 2° BCC.
  - 3.4. Amendment of article 45 of the articles of association.

***Proposed resolution:*** *The third item on the agenda is approved entirely and the meeting decides to grant the board of directors a new authorization to acquire and dispose of own shares of the company without prior decision of the general meeting when the acquisition or the disposal is necessary to prevent that the company would suffer a threatening serious harm. These authorities are granted for a period of 3 year as from the publishing date of the amendment of the articles of association resulting from this decision.*

*The existing authorizations in the articles of association will be withdrawn as of the entry into force of the new authorizations mentioned before.*

*Article 45 of the articles of association will be amended accordingly, moreover will "20 April 2012" in the last paragraph be replaced by "22 April 2014".*

## **FORMALITIES**

In order to exercise their voting rights at this general meeting, the shareholders have to comply with the following provisions:

### **I. Conditions of admission**

In accordance with article 536, §2 BCC, shareholders are only admitted to the general meeting and can exercise their voting right when they meet the following two conditions:

#### **1. Registration**

The company has to be able to determine whether on **April 8<sup>th</sup>, 2014** at 24h00 (Belgian time) at the latest ("registration date"), a shareholder was in the possession of the number of shares he/she wishes to attend the general meeting with, either by registration in the company's register of registered shares, or by registration on an account in their name with Belfius Bank NV, Pachecolaan 44, 1000 Brussels, Belgium.



## 2. Confirmation of attendance

The shareholders whose shares are registered at the registration date, also have to notify the company no later than **April 16<sup>th</sup>, 2014** at 17h00 ("notification date") that they wish to attend the general meeting, as follows:

- the owners of registered shares must complete the attendance form attached to their individual convocation and must provide this form to the company no later than the notification date;
- the owners of non-material shares must provide the company with a certificate, issued by Belfius Bank Belgium NV, Pachecolaan 44, 1000 Brussels, Belgium, no later than the notification date, demonstrating the number of non-material shares they want to attend with.

Only persons who are shareholder of the company on the registration date and who have confirmed their attendance at the general meeting no later than the notification date, are entitled to attend and to vote at the general meeting.

### II. The right to add items to the agenda and to file resolution proposals

One or more shareholders holding together at least 3% of the share capital of the company, may have items added to the agenda of the general meeting and may file resolution proposals in relation to items already on or to be added to the agenda, by having a notification delivered to the company according to section V below no later than **March 31<sup>st</sup>, 2014** at 17h00 (Belgian time). After receipt of such written notification the company will publish a revised agenda no later than **April 7<sup>th</sup>, 2014**. More information about the aforementioned rights and their execution can be found on the website of the company mentioned in section V below.

### III. The right to ask questions

The shareholders can ask written questions to the board of directors and/or the auditor prior to the general meeting by having such questions delivered to the company by written notification according to section V below by no later than **16 April 2014** at 17h00 (Belgian time). More information about the aforementioned right and its execution can be found on the website of the company mentioned in section V below.

### IV. Power of attorney

Each shareholder can give a written power of attorney to be represented at the general meeting. A shareholder can only appoint one person as its representative. For the appointment of a representative the form prepared by the company has to be used. The originally signed power of attorneys must arrive at the registered office of the company or the address mentioned in section V below by no later than **April 16<sup>th</sup>, 2014** at 17h00 (Belgian time). Within the same delay such form may also be provided to the company by fax or e-mail under the condition that such notification is signed electronically in accordance with the applicable Belgian law. The power of attorney form can be downloaded from the website of the company mentioned in section V below or can be requested in writing from Mr. Geert Reynders or by e-mail to [investor@melexis.com](mailto:investor@melexis.com). The shareholders are requested to follow the instructions mentioned on the power of attorney form to be validly represented at the general meeting. Every appointment of a holder of a power of attorney has to occur according to the applicable Belgian law, moreover with regard to conflicts of interests and the keeping of a register.

### V. Notification and information

The mentioned terms for complying with the formalities to attend the general meeting have been set in accordance with the mandatory provisions of the Belgian Companies Code.

All notifications to the company in the framework of this convocation have to be addressed to:

Melexis NV  
Investor Relations  
Attn. Mr. Geert Reynders  
Transportstraat 1  
3980 Tessenderlo



Telefax: +32 13 670 779

E-mail: [investor@melexis.com](mailto:investor@melexis.com)

All required documents and additional information for purposes of the general meeting are available for the shareholders on the address mentioned in this paragraph 5 or the following website:

[http://www.melexis.com/investor\\_info.aspx](http://www.melexis.com/investor_info.aspx)

The board of directors