

[ONLY FOR TRANSLATION PURPOSES, THE FILLED OUT AND SIGNED PROXY NEEDS TO BE IN DUTCH]

PROXY ¹

The undersigned:
(full name and address of the shareholder)

Owner – joint owner – bare owner – usufructuary – pledgor – pledgee ²
(delete as appropriate)

of _____ registered shares – non material shares
(delete as appropriate)

of MELEXIS NV, with registered office at Rozendaalstraat 12, 8900 Ieper, listed in the register of legal persons of Ieper with company number 0435.604.729.

Herewith appoints as special proxy holder:
(name, place of birth, date of birth and address)

To whom he/she grants proxy to:

1. Participate on his/her behalf in the ordinary and the extraordinary general meeting of shareholders that will be held on Tuesday April 22nd, 2014 at 11h00 am respectively 12h00 am at the registered office of the company at Rozendaalstraat 12, 8900 Ieper (Belgium), with the following agenda:

AGENDA ORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Perusal of the annual report of the board of directors for the financial year ending on December 31st, 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 31st, 2013.
4. Approval of the annual accounts closed on December 31st, 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 31st, 2013, the annual accounts closed on December 31st, 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 31st, 2012, the total result to be appropriated for the financial year ending on December 31st, 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 31st, 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".

[ONLY FOR TRANSLATION PURPOSES, THE FILLED OUT AND SIGNED PROXY NEEDS TO BE IN DUTCH]

Voting instructions ordinary general meeting of shareholders

Complete your voting instructions here:

1. Perusal of the annual report of the board of directors on the financial year 2013, etc.
(does not involve a vote)
2. Perusal of the control report of the statutory auditor on the financial year 2013.
(does not involve a vote)
3. Perusal of the consolidated annual accounts on the financial year 2013.
(does not involve a vote)
4. Approval of the annual accounts on the financial year 2013 and allocation of the financial result.

for	against	abstain
------------	----------------	----------------
5. Approval of the remuneration report on the financial year 2013.

for	against	abstain
------------	----------------	----------------
6. Discharge of the directors.

for	against	abstain
------------	----------------	----------------
7. Discharge of the statutory auditor.

for	against	abstain
------------	----------------	----------------
8. Perusal of the end of the mandates of directors
(does not involve a vote)
9. Reappointment of directors and determination of their remuneration

Mr. Roland Duchâtelet	for	against	abstain
Ms. Françoise Chombar	for	against	abstain
Mr. Rudi De Winter	for	against	abstain

[ONLY FOR TRANSLATION PURPOSES, THE FILLED OUT AND SIGNED PROXY NEEDS TO BE IN DUTCH]

Voting instructions extraordinary general meeting of shareholders

Complete your voting instructions here:

1. Renewal of the authorization of the board of directors with regard to the acquisition of own shares.

for	against	abstain
------------	----------------	----------------

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.

for **against** **abstain**

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.

for **against** **abstain**

- 3.2. Granting to the board of directors of a new authorization with regard to the acquisition of own shares.

for **against** **abstain**

- 3.3. Granting to the board of directors of a new authorization with regard to the disposal of own shares.

for **against** **abstain**

- 3.4. Amendment of article 45 of the articles of association.

for **against** **abstain**

Done at [location] on: [date]

Signature of the shareholder
(preceded by the hand-written words
"Good for proxy")

If the shareholder is not a natural person:

Name of the individual signatory:

Function:

who certifies being authorized to sign this proxy for and on behalf of the shareholder identified on page 1.

[ONLY FOR TRANSLATION PURPOSES, THE SIGNED PROXY NEEDS TO BE IN DUTCH]

¹ This proxy is not a proxy solicitation and cannot be used in the cases contemplated by articles 548 and 549 of the Companies Code.

² In accordance with articles 9 and 29 of the articles of association the joint owners, the pledgers and pledges, the bare owners and usufructuaries of shares are requested to appoint one single proxy holder.