

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

PROXY¹

The undersigned:

(full name and address of the shareholder)

Owner – joint owner – bare owner – usufructuary – pledgor – pledgee²
(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:

Participate on his/her behalf in the annual shareholders' meeting that will be held on Thursday April 20th, 2017 at 11h00 am at the Novotel Ieper Centrum, Sint-Jacobsstraat 15, 8900 Ieper, Belgium, with the following agenda:

AGENDA ANNUAL SHAREHOLDERS' MEETING

1. Annual report of the board of directors for the financial year ending on December 31st, 2016, including the explanation of the remuneration report that can be found in the corporate governance statement.
2. Control report of the statutory auditor regarding the financial year 2016.
3. Consolidated annual accounts for the financial year ending on December 31st, 2016.
4. Approval of the annual accounts for the financial year ending on December 31st, 2016 with allocation of the financial result.

Proposed resolution: Subsequent to the examination of the annual report and the report of the statutory auditor and to the discussion of the annual accounts and the consolidated annual accounts for the financial year ending on December 31st, 2016, the annual accounts for the financial year ending on December 31st, 2016 are approved.

The ordinary result amounts to EUR 5.642.996,15. Including the result carried forward from the financial year ending on December 31st, 2015, the total result to be appropriated for the financial year ending on December 31st, 2016, amounts to EUR 366.227.940,31. It is proposed that this result be allocated as determined in the annual accounts closed on December 31st, 2016, as follows:

- Result to be carried forward: EUR 285.427.940,31
- Gross Dividend: EUR 80.796.430,00 (*)
- Addition to other reserves: EUR 3.570,00

(*) On a per share basis this represents a gross dividend for 2016 of EUR 2,00. Taking into account the gross interim dividend of EUR 1,30 per share paid in October 2016, a balance gross amount of EUR 0,70 will be payable as from April 28th, 2017. The Melexis shares will start trading ex coupon on April 26th, 2017 (opening of the market). The record date is April 27th, 2017 (closing of the market). The actual gross dividend amount (and, subsequently, the balance amount) may fluctuate depending on possible changes in the number of own shares held by Melexis on the dividend payment date.

5. Approval of the remuneration report regarding the financial year 2016.

Proposed resolution: The general meeting approves the remuneration report regarding the financial year 2016.

6. Discharge from liability to the directors.

Proposed resolution: The directors and their permanent representatives are discharged from liability for their mandate executed during the previous financial year.

7. Discharge from liability to the statutory auditor.

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

8. Appointment of the statutory auditor and determination of its remuneration.

Proposed resolution: Following the proposal by the board of directors, in line with the recommendation and preference made by the audit committee in application of article 16, §2 and §5 of the Regulation No 537/2014, the meeting decides to appoint the firm PwC Reviseurs D'Entreprises/Bedrijfsrevisoren, with registered address at 1932 Sint-Stevens-Woluwe, Woluwedal 18, as statutory auditor of the company for a period of three financial years, of which the first financial year is 2017, and ending immediately after the annual general meeting of shareholders of 2020 with regard to financial year 2019. Mrs Sofie Van Grieken, registered auditor, and Mr. Koen Vanstraelen, registered auditor, are appointed as permanent representatives of the statutory auditor. The statutory auditor's annual fee amounts to EUR 42.500,00 (plus VAT, out-of-pocket expenses and the IRE/IBR fee) and is subject to annual adjustment based on the consumer price index or as agreed between the parties.

9. Re-appointment of two independent directors and determination of their remuneration

Proposed resolution: *The meeting decides to proceed to the re-appointment of two independent directors, in accordance with article 526ter BCC and provision 4 of the Corporate Governance Code, , for a period of four years, with effect as from today and ending immediately after the annual shareholders' meeting of 2021:*

- *Mr. Shiro Baba, residing at 4-9-17 Tokura 185-0003, Kokubunji, Tokyo , Japan;*
- *Procexcel BVBA, with registered office at Kerseleerveld 10, 2820 Bonheiden, Belgium, listed in the Register for Legal Persons of Antwerpen, division of Mechelen with company number 0845.762.695, with permanent representative Ms. Jenny Claes, residing at Kerseleerveld 10, 2820 Bonheiden, Belgium.*

The directors will receive an annual gross remuneration of EUR 15.000,00 for this mandate.

10. Resignation of Mr. Rudi De Winter as non-executive director of the Board.

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VOTING INSTRUCTIONS ANNUAL SHAREHOLDERS' MEETING

Complete your voting instructions here:

1. Annual report of the board of directors on the financial year 2016
(does not involve a vote)
2. Control report of the statutory auditor on the financial year 2016
(does not involve a vote)
3. Consolidated annual accounts on the financial year 2016
(does not involve a vote)
4. Approval annual accounts for the financial year 2016 with allocation of the result
 for **against** **abstain**
5. Approval remuneration report financial year 2016
 for **against** **abstain**
6. Discharge liability directors
 for **against** **abstain**
7. Discharge liability statutory auditor
 for **against** **abstain**
8. Appointment statutory auditor and remuneration
 for **against** **abstain**
9. Re-appointment two independent directors and remuneration
 for **against** **abstain**

10. Resignation Rudi De Winter
(does not involve a vote)

Done at [location] on: [date]

Signature of the shareholder
(pre-ceeded 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.

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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.