

MELEXIS

Public limited liability company

Rozendaalstraat 12, 8900 Ieper (Belgium)
Register Legal Persons Ghent, division of Ieper 0435.604.729
(the “company”)

Convocation to the annual shareholders’ meeting

The board of directors of MELEXIS NV is honoured to invite its shareholders to attend the annual shareholders’ meeting that will be held on Tuesday April 23rd, 2019 at 11h00 am at the **Sheraton Brussels Airport Hotel, Brussels National Airport, 1930 Zaventem, Belgium.**

AGENDA ANNUAL SHAREHOLDERS’ MEETING

1. Discussion of the statutory annual report of the board of directors regarding the statutory annual accounts for the financial year ended on December 31st, 2018, with explanation of the remuneration report that is included in the corporate governance statement
Comments by the board of directors: Pursuant to Articles 95-96 of the Belgian Companies Code, the directors have drafted an annual report in which they account for their management. This agenda item does not require a resolution of the general meeting.
2. Discussion of the report of the statutory auditor regarding the statutory annual accounts for the financial year ended on December 31st, 2018.
Comments by the board of directors: Pursuant to Articles 143-144 of the Belgian Companies Code, the statutory auditor has drafted a detailed report. This agenda item does not require a resolution of the general meeting.
3. Discussion of the report of board of directors and the report of the statutory auditor on the consolidated annual accounts for the financial year ended on December 31st, 2018.
Comments by the board of directors: This agenda topic relates to the submission of the consolidated annual accounts of the company. Pursuant to Article 119 of the Belgian Companies Code, the directors have drafted a report on these annual accounts. Pursuant to Article 148 of the Belgian Companies Code, the statutory auditor has drafted a detailed report. This agenda item does not require a resolution of the general meeting.
4. Approval of the statutory annual accounts and other documents to be deposited in accordance with the Belgian Companies Code for the financial year ended on December 31st, 2018, with allocation of the financial result.
Proposed resolution: Subsequent to the examination of the statutory annual report of the board of directors and the report of the statutory auditor and to the discussion of the statutory annual accounts, and other documents to be deposited in accordance with the Belgian Companies Code, and the consolidated annual accounts for the financial year ended on December 31st, 2018, the

statutory annual accounts, and other documents to be deposited in accordance with the Belgian Companies Code, for the financial year ended on December 31st, 2018, are approved.

The ordinary result amounts to EUR 6.657.422,40. Including the result carried forward from the financial year ended on December 31st, 2017, the total result to be appropriated for the financial year ended on December 31st, 2018, amounts to EUR 216.623.895,87. The shareholders' meeting approves that this result be allocated as determined in the annual accounts closed on December 31st, 2018, as follows:

- Result to be carried forward: EUR 127.743.895,87
- Gross Dividend: EUR 88.876.073,00 (*)
- Addition to other reserves: EUR 3.927,00

(*) On a per share basis this represents a gross dividend for 2018 of EUR 2,20. Taking into account the gross interim dividend of EUR 1,30 per share paid in October 2018, a balance gross amount of EUR 0,90 will be payable as from April 26th, 2019. The Melexis shares will start trading ex coupon on April 24th, 2019 (opening of the market). The record date is April 25th, 2019 (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 ended on December 31st, 2018.

Proposed resolution: The shareholders' meeting approves the remuneration report regarding the financial year ended on December 31st, 2018.

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 financial year ended on December 31st, 2018.

7. Discharge from liability to the statutory auditor.

Proposed resolution: The statutory auditor is discharged from liability for its mandate executed during the financial year ended on December 31st, 2018.

8. Approval of change of control provisions in accordance with Article 556 of the Belgian Companies Code.

Proposed resolution: The Shareholders' meeting approves and confirms, in accordance with Article 556 of the Belgian Companies Code, Article 12 (k) of the agreement dated 17 September 2018 between Melexis NV (as Guarantor), Melefin NV (as Borrower) and Caisse d'épargne et de prévoyance hauts de France (as Lender), which entitles the Lender to, forthwith or at any time thereafter by notice to the Obligors (the Borrower and the Guarantor), cancel the Facility (as defined in the agreement) and declare all outstanding Loans (as defined in the agreement) to be immediately due and payable, whereupon they become immediately due and payable, together with all interest accrued up to the date of such payment and all other amounts payable by the Obligors (the Borrower and the Guarantor) pursuant to the agreement, if, in relation to the Guarantor, two or more persons acting in concert or any individual person (a) acquire legally and/or beneficially, and either directly or indirectly, more than 50 per cent of the issued share capital of the Guarantor; or (b) have the de facto or de iure power to exercise, directly or indirectly, a decisive influence on the designation of a majority of the directors of the Guarantor or on the business orientation of the Guarantor.

9. Approval of change of control provisions in accordance with Article 556 of the Belgian Companies Code.

Proposed resolution: *The Shareholders' meeting approves and confirms, in accordance with Article 556 of the Belgian Companies Code, Article 14.1, f), e. of the Credit Regulations of Belfius Bank NV dated June 2012, referred to in the agreement dated 29 June 2018 between Melexis NV (as Borrower), Melefin NV (as Borrower) and Belfius Bank NV (as Lender), which entitles the Lender to, at all times, suspend, in whole or in part, or terminate, immediately and without prior notice, the credit facility, one of the forms of the credit facility or the credit line and to demand the immediate reimbursement of all its claims, if, in relation to a Borrower, the administration of the legal entity is modified or if one of the working partners or a partner with joint and several liability or one of the majority shareholders withdraws or passes away.*

10. Approval of change of control provisions in accordance with Article 556 of the Belgian Companies Code.

Proposed resolution: *The Shareholders' meeting approves and confirms, in accordance with Article 556 of the Belgian Companies Code, Article 20, §2, d) of the General Conditions relating to Credit Facilities for Businesses of BNP Paribas Fortis NV, referred to in the agreement dated 17 May 2018 between Melexis NV (as Borrower), Melefin NV (as Borrower) and BNP Paribas Fortis NV (as Lender), which entitles the Lender to suspend or terminate, in respect of both the amounts drawn down and the amounts not yet drawn down, in whole or in part, immediately and without prior notice, the credit facility or any form of use thereof, if, in respect of the Borrower, a substantial change in the shareholder structure occurs, which could affect the composition of the governing bodies (and the persons in charge of the management and day-to-day management) or the overall risk assessment of the Bank.*

11. Approval remuneration independent directors

Proposed resolution: *Following the proposal by the board of directors and in line with the recommendations of the remuneration committee, the Shareholder's meeting approves that the independent directors will receive a remuneration of EUR 20.000 for their mandate.*

FORMALITIES

I. Conditions of admission

In order to be admitted and to exercise their voting rights on the annual shareholders' meeting, the shareholders of the company must comply with Article 536, §2 Belgian Companies Code and the articles of association of the company, and fulfil the following two conditions:

1. Registration

The company has to be able to determine whether on **April 9th, 2019** at 24h00 (Belgian time) ("**Registration Date**"), a shareholder was in the possession of the number of shares with which the shareholder wishes to attend the annual shareholders' meeting:

- by registration in the company's register of registered shares, or
- by registration in the accounts of a certified account holder or relevant settlement institution for dematerialized shares.

2. Confirmation of attendance

The shareholders whose shares are registered at the Registration Date, also have to notify the company no later than **April 17th, 2019** at 17h00 ("**Notification Date**") that they wish to attend the annual shareholders' 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 dematerialized shares must provide the company with a certificate issued by their respective certified account holder or relevant settlement institution, no later than the Notification Date, confirming the total number of dematerialized shares registered in their name in their account on the Registration Date, with which the shareholders wish to attend to the annual meeting.

Only persons who are shareholder of the company on the Registration Date and who have confirmed their attendance at the annual shareholders' meeting no later than the Notification Date, are entitled to attend, speak and vote at the annual shareholders' meeting.

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

Shareholders who alone or together with other shareholders hold at least 3% of the share capital of the company, have the right to put additional items on the agenda of the annual shareholders' meeting and to table draft resolutions in relation to items that have been or are to be included in the agenda. Shareholders wishing to exercise this right, will have to deliver a notification to the company according to section V below no later than **April 1st, 2019** at 17h00 (Belgian time). The company will confirm the receipt of such written notifications within 48 hours and will publish a revised agenda no later than **April 8th, 2019**. 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

Each shareholder has the right to ask questions to the directors and/or the auditor prior to the annual shareholders' meeting. Questions can be asked during the meeting or can be submitted in writing prior to the meeting. Written questions must be delivered by notification according to section V below by no later than **April 17th, 2019** 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 annual shareholders' meeting. A shareholder can only appoint one person as its representative. The shareholders who wish to be represented by means of a power of attorney, are requested to use the form therefore prepared by the board of directors which is made available at the website of the company mentioned in section V below or can be requested in writing from Mrs. Hilde Noels or by e-mail to investor@melexis.com. The originally signed power of attorneys must reach the company by post at its registered office or the address mentioned in section V below by no later than **April 17th, 2019** at 17h00 (Belgian time). In addition, the form may also be provided to the company, within the same timing, by fax or e-mail under the condition that such notification is signed electronically in accordance with the applicable Belgian law. 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, in particular 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.

In order to be admitted to the shareholders' meeting, proxy holders must be able to prove their identity by means of a valid ID card or passport.

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

Melexis NV
Investor Relations
Attn. Mrs. Hilde Noels
c/o Transportstraat 1
3980 Tessenderlo
Belgium
Phone : +32 13 670 779
Telefax : +32 13 672 134
E-mail: 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: <https://www.melexis.com/en/investors/share-information/shareholders-meetings>

The board of directors