

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 extraordinary shareholders’ meeting

The board of directors of MELEXIS NV is honoured to invite its shareholders to attend the extraordinary shareholders’ meeting that will be held on Tuesday April 23rd, 2019 at 12h00 am at the **Sheraton Brussels Airport Hotel, Brussels National Airport, 1930 Zaventem, Belgium**.

AGENDA EXTRAORDINARY SHAREHOLDERS’ MEETING

1. Change of the date of the annual shareholders’ meeting

Proposed resolution: *The shareholders’ meeting approves to change the date of the annual shareholders’ meeting from 20 April at eleven (11) hours to the second Tuesday of the month May at eleven (11) hours, and resolves to change Article 26 of the Articles of Association to:*

*“The annual meeting will be held each year on the **second Tuesday of May** at 11 a.m.. Should this day be a public holiday **in Belgium**, the Meeting will be held on the **following** working day, at the same timing. A special or extraordinary general meeting may be convened whenever the interest of the company requires, and must be convened whenever shareholders representing one-fifth of the subscribed capital request it. Unless otherwise mentioned in the letter convening the meeting the general meeting is held in the principal office of the Company.”*

*“De jaarvergadering wordt elk jaar gehouden op de **tweede dinsdag van mei** om 11.00 uur. Indien deze dag een wettelijke feestdag is **in België**, wordt de vergadering op de **eerstvolgende** werkdag gehouden, op hetzelfde uur. Een bijzondere of buitengewone algemene vergadering kan worden bijeengeroepen telkens het belang van de vennootschap het vereist en moet worden bijeengeroepen telkens de aandeelhouders die samen een vijfde van het geplaatst kapitaal vertegenwoordigen er om vragen. Tenzij anders vermeld in de oproeping vinden de algemene vergaderingen plaats op de zetel van de vennootschap.”*

2. 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 section of the Belgian Companies Code.
Proposed resolution: *The general meeting resolves to renew the authorisations granted to the board of directors to acquire own shares of the Company, either directly or by a person acting in his or her own name but on behalf of the Company or by a direct subsidiary within the meaning of Article 5, §2, 1°, 2° and 4° of the Belgian Companies Code. The Company is subject to the following conditions for the acquisition of own shares in the context of Article 620 of the Belgian Companies Code:*

- *This authorization applies to a number of own shares that is at most equal to the number of shares as a result of which, due to the acquisition thereof, the limit of 20% referred to in Article 620, § 1, first section, 2° of the Belgian Companies Code would have been achieved;*
- *The acquisition of a share in the framework of this authorization must take place at a price per share between EUR 0,01 and EUR 100,00;*
- *The par value of the number of own shares to be acquired that the Company wishes to purchase, including the previously acquired own shares held by the Company, may not exceed twenty per cent (20%) of the share capital of the Company;*
- *The compensation for the acquisition of these own shares may not exceed the Company's resources that, in accordance with Article 617 of the Belgian Companies Code, are eligible for distribution;*
- *The acquisition of the shares in the framework of this authorization will entail the immediate creation of a non-distributable reserve 'acquisition of own shares' equal to the global purchase price of the acquired shares, and this by means of a withdrawal from the available profit reserve. The creation of a non-distributable reserve is only mandatory if and for as long as the shares are held in portfolio;*
- *This authorization is valid for a period of 5 years from the publication of this decision in the Belgian Official Gazette.*

3. Modification of Article 29 of the Articles of Association in respect of participation to a shareholders' meeting by proxy.

Proposed resolutions: *The shareholders' meeting decides to replace article 29 of the Articles of Association and its title as follows:*

*"ARTICLE 29 – RULES FOR PARTICIPATION **PARTICIPATION BY PROXY***

Each shareholder may appoint only one person as proxy for a specific general meeting. A deviation from this may only be made in accordance with the relevant provisions of the Companies Code. A person acting as a proxy holder may hold a proxy from more than one shareholder. Where a proxy holder holds proxies from several shareholders, he may vote differently for one certain shareholder and differently for another shareholder.

*The appointment of a proxy shall be made in writing or via an electronic form, if the notice of the meeting specifies this option, and must be signed by the shareholder, and as the case may be, with an advanced **or qualified** electronic signature that meets the relevant legal provisions in this regard. The proxy must be notified to the Company in writing. Such notification may also be made by electronic means, in accordance with the instructions laid down in the notice calling the meeting. The company should receive the proxy no later than the sixth (6th) day prior to the date of the meeting.*

The Board of Directors may impose a condition on the shareholders that a model proxy (with voting instructions) should be used.

As regards the calculations as per the quorum and majority rules, only proxies submitted by shareholders who fulfil the formalities that are required to be fulfilled in order to be admitted to the meeting, as provided in Article 28 of these Articles of Association and the Companies Code, shall be taken into account.

In case of a potential conflict of interest as defined in the Companies Code between a shareholder and the proxy holder that he has appointed, the proxy holder shall be bound to disclose the specific facts that would be of interest to the shareholder to enable the shareholder to assess whether there is a risk that the proxy holder would attempt to achieve any interest other than the interest of the shareholder, and the proxy may only vote subject to the condition that he has specific voting instructions for each item on the agenda."

"ARTIKEL 29 - ~~WIJZE VAN DEELNEMING~~ DEELNAME BIJ VOLMACHT

Elke aandeelhouder mag voor een bepaalde algemene vergadering slechts één persoon aanwijzen als volmachtdrager. Daarvan kan slechts worden afgeweken in overeenstemming met de desbetreffende regels van het Wetboek van Vennootschappen. Een persoon die als volmachtdrager optreedt, mag een volmacht van meer dan één aandeelhouder bezitten. Ingeval een volmachtdrager volmachten van meerdere aandeelhouders bezit, kan hij namens een bepaalde aandeelhouder anders stemmen dan namens een andere aandeelhouder.

*De aanwijzing van een volmachtdrager gebeurt schriftelijk of, indien de oproeping deze mogelijkheid vermeldt, via een elektronisch formulier en moet worden ondertekend door de aandeelhouder, in voorkomend geval met een geavanceerde **of een gekwalificeerde** elektronische handtekening die voldoet aan de wettelijke bepalingen terzake. De kennisgeving van de volmacht aan de Vennootschap dient schriftelijk te gebeuren. Die kennisgeving kan ook langs elektronische weg gebeuren, volgens de instructies vermeld in de oproeping. De vennootschap moet de volmacht uiterlijk op de zesde (6de) dag vóór de datum van de vergadering ontvangen.*

De raad van bestuur kan de aandeelhouders opleggen dat een modelvolmacht (met steminstructies) wordt gebruikt.

Voor de berekening van de regels inzake quorum en meerderheid wordt uitsluitend rekening gehouden met de volmachten die zijn ingediend door de aandeelhouders die voldoen aan de formaliteiten die vervuld moeten worden om tot de vergadering te worden toegelaten, zoals bepaald in artikel 28 van deze statuten en in het Wetboek van Vennootschappen.

Ingeval van een potentieel belangenconflict zoals omschreven in het Wetboek van Vennootschappen tussen een aandeelhouder en de volmachtdrager die hij heeft aangewezen, moet de volmachtdrager de precieze feiten bekendmaken die voor de aandeelhouder van belang zijn om te beoordelen of er gevaar bestaat dat de volmachtdrager enig ander belang dan het belang van de aandeelhouder nastreeft en mag de volmachtdrager slechts stemmen op voorwaarde dat hij voor ieder onderwerp op de agenda over specifieke steminstructies beschikt."

4. Remote attendance

Proposal to add a new Article 29bis in the Articles of Association in respect of remote attendance to the shareholders' meeting.

Proposed resolution: *The shareholders' meeting decides to add a new article 29bis in the Articles of Association as follows:*

"When such possibility is provided for in the convening notice and subject to the conditions and formalities included therein, a shareholder has the possibility to participate remotely in the general meeting by electronic means of communication provided by the company as permitted by law. As far as compliance with the conditions regarding attendance and majority is concerned, shareholders who attend the general meeting in this way are deemed to be present at the place where the general meeting is held."

"Wanneer deze mogelijkheid wordt voorzien in de oproeping en onder de voorwaarden en formaliteiten hierin gesteld, heeft een aandeelhouder de mogelijkheid om op afstand deel te nemen aan de algemene vergadering door middel van een door de vennootschap ter beschikking gesteld elektronisch communicatiemiddel zoals toegelaten door de wet. Wat de naleving van de voorwaarden inzake aanwezigheid en meerderheid betreft, worden de aandeelhouders die op die

manier aan de algemene vergadering deelnemen, geacht aanwezig te zijn op de plaats waar de algemene vergadering wordt gehouden."

5. Modification of article 33 of the Articles of Association in respect of deliberations

Proposed resolution: The shareholders' meeting decides to replace article 33 of the Articles of Association as follows:

*"An attendance list that mentions the names of the shareholders and the number of shares that they represent at the meeting is signed by each shareholder or by his proxy prior to the opening of the session. **If participation by electronic means of communication is possible in accordance with Article 29bis, the identity and capacity of the person wishing to attend the meeting will be checked and guaranteed through a qualified signature that meets the relevant legal provisions in this regard. By means of a qualified signature the relevant shareholder will be considered as present.***

The directors shall reply to the questions put to them by the shareholders during the meeting or in writing, concerning the Directors' Report or concerning the matters contained in the agenda, in conformity with the provisions of Section 540 of the Companies Code. The auditors shall also reply to the questions concerning the Auditors' Report, put to them by shareholders during the meeting or in writing, in conformity with the provisions of Section 540 of the Companies Code. If several questions relate to the same subject, the directors and auditors may provide a single answer to the same. As soon as the notice calling the meeting is published, the shareholders may raise the aforesaid questions in writing, in accordance with the relevant provisions of the Companies Code.

Unless the law provides otherwise, resolutions are adopted by a simple majority of votes cast, regardless of the proportion of the capital represented by the shareholders present or represented, and blank or invalid votes are not counted as votes cast.

Should with respect to a resolution about an appointment no candidate achieve an absolute majority of the votes cast, a second ballot will be organized between the two candidates who have achieved the highest number of votes. If this second ballot ends in a tie, the older candidate will be held to be elected."

*"Een aanwezigheidslijst waarop de naam van de houders van effecten en het aantal effecten wordt vermeld waarmee ze aan de vergadering deelnemen, wordt door ieder van hen of door hun lasthebber ondertekend alvorens de zitting wordt geopend. **Indien deelname via een elektronisch communicatiemiddel conform artikel [29bis] mogelijk is, zal de identiteit en hoedanigheid van de persoon die aan de vergadering wenst deel te nemen gecontroleerd worden en gewaarborgd worden via een gekwalificeerde handtekening. Door middel van deze gekwalificeerde handtekening zal de betreffende aandeelhouder als aanwezig worden beschouwd.***

De bestuurders geven antwoord op de vragen die hen, tijdens de vergadering of schriftelijk, worden gesteld door de aandeelhouders met betrekking tot hun verslag of tot de agendapunten, met inachtneming van de bepalingen van artikel 540 van het Wetboek van Vennootschappen. De commissarissen geven eveneens antwoord op de vragen die hen tijdens de vergadering of schriftelijk worden gesteld door de aandeelhouders met betrekking tot hun verslag, met inachtneming van de bepalingen van artikel 540 van het Wetboek van Vennootschappen. Wanneer verschillende vragen over hetzelfde onderwerp handelen, mogen de bestuurders en de commissarissen daarop één antwoord geven. Zodra de oproeping gepubliceerd is, kunnen de aandeelhouders bovenvermelde vragen schriftelijk stellen, overeenkomstig de desbetreffende bepalingen van het Wetboek van Vennootschappen.

Behoudens andersluidende wettelijke bepalingen, worden de besluiten genomen bij gewone meerderheid van de uitgebrachte stemmen, ongeacht het door de aanwezige of vertegenwoordigde aandeelhouders vertegenwoordigde deel van het kapitaal en worden blanco en ongeldige stemmen niet bij de uitgebrachte stemmen geteld.

Wanneer bij een beslissing tot benoeming geen enkele kandidaat de volstrekte meerderheid van de uitgebrachte stemmen behaalt, gaat men over tot een herstemming tussen de beide kandidaten die de meeste stemmen hebben behaald. Indien bij de herstemming het aantal stemmen gelijk is, is de oudste kandidaat verkozen."

6. Powers to give in order to carry out the execution of the resolutions

Proposed resolution: *The shareholders' meeting decides to give proxy to any associate or notary of the office "Van Halteren, Geassocieerde Notarissen", acting separately, for the establishment of the coordinated Articles of Association.*

ATTENDANCE AND MAJORITY REQUIREMENTS

At least half of the existing shares needs to be present or represented to validly deliberate on the proposals 1 to and including 6 of the agenda of this extraordinary shareholders' meeting.

Proposal 2 of the agenda requires a majority of at least 80% of the votes cast in order to be approved while propositions 1, 3, 4 and 5 require a majority of at least 75% of the votes cast in order to be approved. Proposal 6 of the agenda requires a normal majority of the votes cast in order to be approved.

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