

- FOR TRANSLATION PURPOSES ONLY -

MELEXIS

Public limited liability company

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

MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS held on Tuesday April 23rd, 2019 at the Sheraton Brussels Airport Hotel Brussels National Airport, 1930 Zaventem, Belgium

The meeting is opened at 11h00 CET under the chairmanship of Mr. Roland Duchâtelet, Chairman of the Board of Directors.

Language

The Chairman notes that, in accordance with the Law, Dutch is the official language of the meeting. He invites the persons who do not speak this language to express themselves in English.

Bureau

In accordance with Article 30 of the Articles of Association is appointed as secretary of the meeting:

Ms. Cindy MISCORIA, who works in the Company as General Counsel.

Are appointed as recorders of the votes:

Ms. Karen VAN GRIENSVEN, who is CFO of the Company;

Ms. Hilde NOELS, who is Corporate Paralegal of the Company;

The other Directors present complete the Bureau, being:

Ms. Françoise CHOMBAR,

Procexcel BVBA, represented by Ms. Jenny CLAES,

Mr. Shiro BABA

Ms. Martine BAELMANS.

Mr. Geert Reynders, Investor Relations, was also present to answer any questions from the shareholders.

Verifications by the Bureau – Attendance list

The Chairman reports to the meeting about the verifications and conclusions made by the Bureau during and after the fulfillment of the registration formalities by the participants, in view of the composition of the meeting:

I. The convocation to this General Meeting has been published as follows:

- ✔ by means of an announcement published in:
 - ✓ the Belgian Official Journal on 20 March 2019;
 - ✓ De Tijd on 20 March 2019.

- ✔ by means of media that may reasonably be relied upon for the effective dissemination of information to the public throughout the European Economic Area and that is accessible fast and on a non-discriminatory basis, i.e. by a publication of the convocation, proxies and rights of the shareholders on the website of the company and through e-mail with all required documentation attached to all people subscribed to the Investor Relations distribution list;

- ✔ by means of publication of the convocation on the platform (STORI) of the competent Supervisor, which is FSMA;

- ✔ by means of notification sent on 20 March 2019 by letter to the holders of registered shares, or, for the recipients who have expressly agreed in writing to receive the convocation by e-mail, through e-mail, as mentioned in Article 533 of the Belgian Companies Code and by e-mail to the Directors and the Statutory Auditor of the Company.

II. The convocation mentioned sub I, as well as all other information mentioned in Article 533bis, §2, of the Belgian Companies Code, has been made available for the shareholders on the website of the Company www.melexis.com without interruption as of 20 March 2019 until today. This information will remain available on the website for a period of five (5) years as of today.

III. The Company hasn't received any notices from shareholders holding alone or together at least 3% of the share capital of the Company that wished to make use of their right to have items added to the agenda or to file resolution proposals in relation to items already on or to be added to the agenda in accordance with Article 533ter of the Belgian Companies Code. Consequently the agenda as included in the convocation mentioned sub I remained unchanged.

IV. The Bureau has concluded and informs the Meeting:

- ✔ that all shareholders mentioned on the attendance list have timely complied with the provisions of Article 536, §2 of the Belgian Companies Code and the Articles of Association which have to be complied with in order to be admitted to the Meeting;

- ✔ that all proxies that have been presented comply with the provisions of Article 547bis, §§1 and 2 of the Belgian Companies Code and have been timely received by the Company. None of the proxy holders appointed in the proxies has a capacity as mentioned in Article 547bis, §4 of the Belgian Companies Code that could cause a potential conflict of interest between an appointed proxy holder and the shareholder that he represents, except for Ms. CHOMBAR Françoise, Mr. DUCHATELET Roland and Ms. VAN GRIENSVEN Karen, aforementioned, who declare to have a

position in the Company as directors, respectively Chief Financial Officer, as mentioned before after their name, and who declare having received specific voting instructions for each and every item on the agenda;

- ☑ that the Articles of Association of the Company do not give the shareholders the opportunity to participate in the Meeting by means of an electronic communication tool made available by the Company as mentioned in Article 538bis of the Belgian Companies Code, nor allow to vote at distance prior to the Meeting by letter or electronically by means of a form made available by the Company as described in Article 550 of the Belgian Companies Code.

The accuracy of these facts is examined by the Meeting and acknowledged as being correct. Therefore all shareholders mentioned on the attendance list, including all proxy holders appointed in the submitted proxies, are admitted to the Meeting to participate in the deliberation and voting over the items on the agenda of the Meeting.

Subsequently the Meeting approves the attendance list as determined by the Bureau in its entirety as well as all attached private proxies that have been presented to the Bureau, and also approves the proxy holders appointed in these proxies. To the extent necessary each and every potential nullity in the proxies submitted to the Bureau, in form or for any other reason, is explicitly waived. This approval is provided with unanimity.

From the attendance list it appears that 178 shareholders are present or represented with a total of 29.152.042 shares.

V. The share capital of the Company amounts to five hundred sixty four thousand eight hundred thirteen euro and eighty six eurocent (EUR 564.813,86), represented by forty million four hundred thousand (40.400.000) shares without nominal value mentioned.

VI. All the shares of the Company are voting shares and each share is entitled to one (1) vote, except for thousand seven hundred eighty five (1.785) shares that have been acquired by the Company itself and three hundred forty four thousand three hundred fifty six (344.356) shares that have been acquired by the limited liability company “Melexis Technologies”, Register of Legal Entities of Hasselt 0467.222.076, with registered office at 3980 Tessenderlo, Transportstraat 1, which is an indirect controlled subsidiary of the Company, and which shares to date are still held in possession by the Company respectively by its indirectly controlled subsidiary, and because of which their voting rights are currently suspended.

VII. No bonds, warrants or certificates have been issued.

VIII. In de period between the publication of the convening notice and April 17th, 2019, the company received no written questions of shareholders who wish to make use of their preliminary right to ask questions according to Article 540, last paragraph, of the Belgian Companies Code. The Chairman invites the attendees who wish to do so to ask questions in relation to the items on the agenda. The chairman and the Managing Director treat the oral questions

IX. The convening formalities as stated in the applicable legal provisions were correctly observed.

The Meeting unanimously confirms this explanation by the Chairman and proceeds with the discussion of the agenda.

The Chairman explains the general policy of the Company and the group in a global context.

Thereupon the Chairman gives the floor to Ms. Françoise Chombar, managing director, who draws attention to a few key points of the annual report of the Board of Directors on the financial year 2018.

Thereupon the Chairman gives the floor to Ms. Sofie Van Grieken, auditor, who shortly explains the audit report.

X. Present Meeting was convened to deliberate and to decide upon the following

AGENDA AND RESOLUTION PROPOSALS AS MENTIONED IN THE CONVENING NOTICE REFERRED TO SUB I:

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

The Chairman records that the meeting refrains from having the annual report of the board of directors and the audit report of the auditor read. With the exception of the remuneration report, neither of both reports require a decision.

2. Discussion of the report of the statutory auditor regarding the statutory annual accounts for the financial year ended on December 31st, 2018.

This agenda item does not have to be approved by the shareholders.

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.

This agenda item does not have to be approved by the shareholders.

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.

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.

Numer of shares with a valid vote:	40.053.859
Number of valid votes cast:	29.152.042
Number of votes for:	29.069.510
Number of votes against:	70.000
Number of abstentions:	12.532

5. Approval of the remuneration report regarding the financial year ended on December 31st, 2018.

The Chairman subsequently clarifies to the Meeting the remuneration report, which is part of the corporate governance statement in the annual report of the Board of Directors

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

Numer of shares with a valid vote:	40.053.859
Number of valid votes cast:	29.152.042
Number of votes for:	25.754.159
Number of votes against:	2.930.431
Number of abstentions:	467.452

6. Discharge from liability to the directors.

Resolution: The directors and their permanent representatives are discharged from liability for their mandate executed during the financial year ended on December 31st, 2018.

Numer of shares with a valid vote:	40.053.859
Number of valid votes cast:	29.152.042
Number of votes for:	29.069.510
Number of votes against:	70.000
Number of abstentions:	12.532

7. Discharge from liability to the statutory auditor.

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

Numer of shares with a valid vote:	40.053.859
Number of valid votes cast:	29.152.042
Number of votes for:	28.939.210
Number of votes against:	200.300
Number of abstentions:	12.532

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

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.*

Numer of shares with a valid vote:	40.053.859
Number of valid votes cast:	29.152.042
Number of votes for:	28.646.686
Number of votes against:	505.356
Number of abstentions:	0

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

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.

Numer of shares with a valid vote:	40.053.859
Number of valid votes cast:	29.152.042
Number of votes for:	28.646.686
Number of votes against:	505.356
Number of abstentions:	0

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

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.*

Numer of shares with a valid vote:	40.053.859
Number of valid votes cast:	29.152.042
Number of votes for:	28.646.686
Number of votes against:	505.356
Number of abstentions:	0

11. Approval remuneration independent directors

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.*

Numer of shares with a valid vote:	40.053.859
Number of valid votes cast:	29.152.042
Number of votes for:	29.060.781
Number of votes against:	91.241
Number of abstentions:	20

It is explicitly confirmed and recorded that for all the above mentioned decisions each proxy holder has voted according to the voting instructions of the shareholder that appointed him. The Company will keep a joint register of the voting instructions on behalf of all proxy holders and will keep such register at its registered office in view of the compliance with the information duty towards the shareholders according to Article 547bis, §3, of the Belgian Companies Code.

Closing of the Meeting

There being no other items on the agenda, this annual meeting is closed by the Chairman at 12h17.

After reading, the members of the Bureau and the shareholders who request to do so, sign the minutes.