

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

**PROXY<sup>1</sup>**

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

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Owner – joint owner – bare owner – usufructuary – pledgor – pledgee - custodian<sup>2</sup>  
(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)

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To whom he/she grants proxy to:

Participate on his/her behalf in the annual shareholders' meeting that will be held on April 23<sup>rd</sup>, 2019 at 11h00 at the Sheraton Brussels Airport Hotel, Brussels National Airport, 1930 Zaventem, Belgium, with the following agenda:

**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 31<sup>st</sup>, 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.

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<sup>1</sup> This proxy is not a proxy solicitation and cannot be used in the cases contemplated by articles 548 and 549 BCC.

<sup>2</sup> 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 and custodians are requested to appoint one single proxy holder.

2. Discussion of the report of the statutory auditor regarding the statutory annual accounts for the financial year ended on December 31<sup>st</sup>, 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 31<sup>st</sup>, 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 31<sup>st</sup>, 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 31<sup>st</sup>, 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 31<sup>st</sup>, 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 31<sup>st</sup>, 2017, the total result to be appropriated for the financial year ended on December 31<sup>st</sup>, 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 31<sup>st</sup>, 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 31<sup>st</sup>, 2018.

**Proposed resolution:** The shareholders' meeting approves the remuneration report regarding the financial year ended on December 31<sup>st</sup>, 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 31<sup>st</sup>, 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 31<sup>st</sup>, 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.*

**VOTING INSTRUCTIONS ANNUAL SHAREHOLDERS' MEETING**

Complete your voting instructions here:

1. Statutory annual report of the board of directors on the financial year 2018  
**(does not involve a vote)**
2. Report of the statutory auditor regarding the statutory annual accounts on the financial year 2018  
**(does not involve a vote)**
3. Report on the consolidated annual accounts on the financial year 2018  
**(does not involve a vote)**
4. Approval statutory annual accounts for the financial year 2018 with allocation of the result  
 **for**             **against**             **abstain**
5. Approval remuneration report financial year 2018  
 **for**             **against**             **abstain**
6. Discharge liability directors  
 **for**             **against**             **abstain**
7. Discharge liability statutory auditor  
 **for**             **against**             **abstain**
8. Approval change of control provisions  
 **for**             **against**             **abstain**
9. Approval change of control provisions  
 **for**             **against**             **abstain**
10. Approval change of control provisions  
 **for**             **against**             **abstain**
11. Approval remuneration independent directors  
 **for**             **against**             **abstain**

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.