

**[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 – pledgee - custodian²
(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 to the annual shareholders' meeting that will be held on May 12th, 2020 at 11h00 at the statutory seat of the company, Rozendaalstraat 12, 8900 Ieper, Belgium³:

AGENDA ANNUAL SHAREHOLDERS' MEETING

1. Acknowledgement and explanation of the annual report of the board of directors regarding the statutory annual accounts for the financial year ended on December 31st, 2019, with explanation of the remuneration report that is included in the corporate governance statement.

Explanatory statement: Pursuant to Articles 95-96 of the Belgian Companies Code (Articles 3:5 and 3:6 of the new Belgian Code on Companies and Associations), the directors have drafted an annual report

¹ This proxy is not a proxy solicitation and cannot be used in the cases contemplated by articles 548 and 549 of the Belgian Companies Code (articles 7:144 and 7:145 of the new Belgian Code on companies and associations).

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 and custodians are requested to appoint one single proxy holder.

³ Due to the outbreak of COVID-19, there will be no reception after the Meeting. Regardless of any relaxation of the measures by the government, shareholders are strongly encouraged to attend the Meeting virtually via the internet at www.melexis.com/en/investors.

in which they account for their management. This agenda item does not require a resolution of the shareholders.

2. Acknowledgement and explanation of the statutory auditor's report regarding the statutory annual accounts for the financial year ended on December 31st, 2019.

Explanatory statement: Pursuant to Articles 143-144 of the Belgian Companies Code (Articles 3:74 and 3:75 of the new Belgian Code on Companies and Associations), the statutory auditor has drafted a detailed report. This agenda item does not require a resolution of the shareholders.

3. Acknowledgement and explanation of the consolidated annual accounts, the report of the board of directors and the statutory auditor's report with regard to the consolidated annual accounts for the financial year ended on December 31st, 2019.

Explanatory statement: The board of directors submits the consolidated annual accounts for discussion. Pursuant to Article 119 of the Belgian Companies Code (Article 3:32 of the new Belgian Code on Companies and Associations), the directors have drafted a report on the consolidated annual accounts. Pursuant to Article 148 of the Belgian Companies Code (Article 3:80 of the new Belgian Code on Companies and Associations), the statutory auditor has drafted a detailed report on the consolidated annual accounts. This agenda item does not require a resolution of 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, 2019, with allocation of the financial result.

Proposed resolution: Subsequent to the acknowledgement and discussion of the reports of the board of directors and 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, 2019, the statutory annual accounts for the financial year ended on December 31st, 2019, are approved.

The ordinary result amounts to EUR 783,458,667.01. Including the result carried forward from the financial year ended on December 31st, 2018, the total result to be appropriated for the financial year ended on December 31st, 2019, amounts to EUR 911,202,562.88. The shareholders' meeting approves that this result be allocated as determined in the annual accounts closed on December 31st, 2019, as follows:

- Result to be carried forward: EUR 854,886,103.88
- Gross dividend: EUR 52,517,679.50 (*)
- Addition to other reserves: EUR 3,798,779.50

() On a per share basis this represents a gross dividend for 2019 of EUR 1.30. On 1 April 2020, the Board of Directors decided to propose to the annual shareholders' meeting to pay out over the result of 2019 a total dividend of 1.30 EUR gross per share, which was paid in October 2019 as interim dividend, meaning a final dividend would not be paid.*

5. Approval of the remuneration report regarding the financial year ended on December 31st, 2019.

Proposed resolution: The shareholders' meeting approves the remuneration report regarding the financial year ended on December 31st, 2019.

6. Approval of the remuneration policy.

Proposed resolution: The shareholders' meeting approves the remuneration policy and will apply it in accordance with the provisions of the bill of parliament 0553/001 filed on October 4, 2019 in the Chamber and implementing the Second Shareholders Rights Directive (SRD II), the Belgian Code on Companies and Associations and the Belgian Corporate Governance Code 2020 (Code 2020).

7. Discharge from liability to the directors.

Proposed resolution: *The directors and their permanent representatives are, by separate vote for each director, discharged from liability for their mandate executed during the financial year ended on December 31st, 2019.*

8. 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, 2019.*

9. Re-appointment of the statutory auditor and determination of their 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 general meeting decides to appoint the firm BV PwC 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 2020, and ending immediately after the annual general meeting of shareholders of 2023 with regard to financial year 2022. 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 fee of fiscal year 2019 amounts to EUR 62,850.00 (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.*

VOTING INSTRUCTIONS ANNUAL SHAREHOLDERS' MEETING

Complete your voting instructions here:

1. Statutory annual report of the board of directors on the financial year 2019
(does not involve a vote)
2. Report of the statutory auditor regarding the statutory annual accounts on the financial year 2019
(does not involve a vote)
3. Report on the consolidated annual accounts on the financial year 2019
(does not involve a vote)
4. Approval statutory annual accounts for the financial year 2019 with allocation of the result
 - **for**
 - **against**
 - **abstain**
5. Approval remuneration report financial year 2019
 - **for**
 - **against**
 - **abstain**
6. Discharge liability directors
 - **for**
 - **against**
 - **abstain**
7. Discharge liability statutory auditor
 - **for**
 - **against**
 - **abstain**
8. Approval re-appointment of the statutory auditor and determination of their remuneration
 - **for**
 - **against**
 - **abstain**
9. Approval remuneration policy
 - **for**
 - **against**
 - **abstain**

Done at [location] on: [date]

Signature of the shareholder (preceded 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.