

- 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 May 9<sup>th</sup>, 2023 at Melexis Technologies NV, Transportstraat 1, 3980 Tessenderlo, Belgium**

The meeting is opened at 11h03 CET under the chairmanship of Ms. Françoise Chombar, Chair of the Board of Directors.

#### Language

The Chair notes that, in accordance with the Law, Dutch is the official language of the meeting. She 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. Nadine VAES, who works in the Company as Paralegal;

The following directors complete the Bureau:

Mr. Roland DUCHÂTELET

Mr. Marc BIRON

The members of the bureau are physically present.

Mr. Shiro Baba, director and permanent representatives of the auditor Ms. Sofie Van Grieken and Mrs. Griet Helsen, are participating in the meeting remotely and via electronic means.

## Verifications by the Bureau – Attendance list

The Chair 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 7 April 2023;
  - ✓ De Standaard Online on 7 April 2023.
  
- ✔ 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 notifications sent on 7 April 2023 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 7:129 of the Belgian Code on Companies and Associations, has been made available for the shareholders on the website of the Company [www.melexis.com](http://www.melexis.com) without interruption as of 7 April 2023 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 7:130 of the Belgian Code on Companies and Associations. 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 7:134 of the Belgian Code on Companies and Associations 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 7:143 of the Belgian Code on Companies and Associations and have been timely received by the Company. None of the proxy holders appointed in the proxies has a capacity as mentioned in Article 7:143 of the Belgian Code on Companies and Associations that could cause a potential conflict of interest between an appointed proxy holder and the shareholder that he represents, except for Ms. Françoise CHOMBAR, Ms. Cindy Miscoria and Ms. Karen VAN GRIENSVEN, who declare to have a position in the Company as director, legal counsel and executive with a management

position, as mentioned before after their name, and who declare having received specific voting instructions for each and every item on the agenda;

- ☑ that the Company requested the shareholders to participate in the Meeting by means of an electronic communication tool made available by the Company and allows to vote at distance prior to the Meeting by letter by means of a form made available by the Company. As justified in the convocation, the Company does not offer the opportunity to shareholders to vote electronically at the meeting itself. However, the electronic communication tool does allow the shareholders to directly, simultaneously and uninterruptedly take note of the discussions taking place during the meeting, and to participate in deliberations and exercise the right to ask questions.

The accuracy of these facts has been 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, were 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 497 shareholders are present or represented with a total of 31,217,794 shares.

V. The share capital of the Company amounts to five hundred sixty-four thousand eight hundred thirteen euro and eighty-six eurocents (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.

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

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

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

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

Thereupon the Chair gives the floor to Mr. Marc Biron, managing director, who draws attention to the strategy of the company and a few key points of the annual report of the Board of Directors on the financial year 2022.

IX. In the period between the publication of the convening notice and May 3<sup>rd</sup>, 2023, the company received no written questions of shareholders who wished to make use of their preliminary right to ask questions according to Article 7:139, last paragraph, of the Belgian Code on Companies and Associations.

The Chair invites the attendees who wish to do so to ask questions in relation to the items on the agenda. Ms. Françoise Chombar and Mr. Marc Biron treat the oral questions.

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

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 31<sup>st</sup>, 2022, with explanation of the remuneration report that is included in the corporate governance statement.

***Explanatory statement:*** Pursuant to Articles 3:5 and 3:6 of the Belgian Code on Companies and Associations (the “BCCA”), the directors have drafted an annual report 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 31<sup>st</sup>, 2022.

***Explanatory statement:*** Pursuant to Articles 3:74 and 3:75 of the BCCA, 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 31<sup>st</sup>, 2022.

***Explanatory statement:*** The board of directors submits the consolidated annual accounts for discussion. Pursuant to Article 3:32 of the BCCA, the directors have drafted a report on the consolidated annual accounts. Pursuant to Article 3:80 of the BCCA, 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 BCCA for the financial year ended on December 31<sup>st</sup>, 2022, 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 BCCA, and the consolidated annual accounts for the financial year ended on December 31<sup>st</sup>, 2022, the statutory annual accounts for the financial year ended on December 31<sup>st</sup>, 2022, are approved.

*The ordinary result amounts to EUR 155,833,204. Including the result carried forward from the financial year ended on December 31<sup>st</sup>, 2021, the total result to be appropriated for the financial year ended on December 31<sup>st</sup>, 2022, amounts to EUR 886,610,270. The shareholders’ meeting approves that this result be allocated as determined in the annual accounts closed on December 31<sup>st</sup>, 2022, as follows:*

- Result to be carried forward: EUR 745,210,270
- Gross dividend: EUR 141,400,000 (\*)

*(\*) The Board of Directors approved on January 27<sup>th</sup>, 2023 to propose to the shareholders’ meeting to pay out over the result of 2022 a total dividend of 3.50 EUR gross per share. This amount contains an interim dividend of 1.30 EUR per share which was paid in October 2022 and a final dividend of 2.20 EUR per share which will be payable after approval of the shareholders’ meeting. The Melexis shares will start trading ex coupon on May 10<sup>th</sup>, 2023 (opening of the market). The record date is May 11<sup>th</sup>, 2023 (closing of the market) and the dividend will be payable as from May 12<sup>th</sup>, 2023.*

<b>Number of shares with a valid vote:</b>	<b>40,400,000</b>
Number of valid votes cast:	31,217,794
Number of votes for:	31,140,281
Number of votes against:	59,954
Number of abstentions:	17,559

5. Approval of the remuneration report regarding the financial year ended on December 31<sup>st</sup>, 2022.

**Proposed resolution:** *The shareholders' meeting approves the remuneration report regarding the financial year ended on December 31<sup>st</sup>, 2022.*

<b>Number of shares with a valid vote:</b>	<b>40,400,000</b>
Number of valid votes cast:	31,217,794
Number of votes for:	29,579,796
Number of votes against:	1,637,998
Number of abstentions:	0

6. 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 31<sup>st</sup>, 2022.*

<b>Number of shares with a valid vote:</b>	<b>40,400,000</b>
Number of valid votes cast:	31,217,794
Number of votes for:	30,552,467
Number of votes against:	639,642
Number of abstentions:	25,685

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>, 2022.*

<b>Number of shares with a valid vote:</b>	<b>40,400,000</b>
Number of valid votes cast:	31,217,794
Number of votes for:	30,895,769
Number of votes against:	296,340
Number of abstentions:	25,685

8. Re-appointment of the statutory auditor and determination of their remuneration

**Proposed resolution:** *The shareholders' meeting approved the appointment of SRL PwC Reviseurs d'Entreprises, with registered office at 1831 Diegem, Culliganlaan 5, as statutory auditor for a 3-year*

term. This company shall appoint Mrs. Griet Helsen, statutory auditor for representing it and entrust her with the execution of this term of office, in the name and for the account of the SRL. The term of office shall terminate at the end of the general meeting of shareholders called to rule on the annual accounts of the financial year that will be closed on 31 December 2025.

The statutory auditor's annual fees add up to EUR 96.418 (plus VAT, sundry expenses and IRE contribution), and shall be adapted each year, based on the consumer price index or with the parties' agreement.

<b>Number of shares with a valid vote:</b>	<b>40,400,000</b>
Number of valid votes cast:	31,217,794
Number of votes for:	31,156,222
Number of votes against:	61,572
Number of abstentions:	0

9. Approval of change of control provisions in accordance with Article 7:151 BCCA.

**Proposed resolution:** The shareholders' meeting approves and confirms, in accordance with Article 7:151 BCCA, Article 14.1 (f, e) of the Credit Regulations for companies of Belfius Bank NV dated June 2012, referred to in the agreement dated 1 December 2022 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 of EUR 75,000,000, 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.

<b>Number of shares with a valid vote:</b>	<b>40,400,000</b>
Number of valid votes cast:	31,217,794
Number of votes for:	31,197,496
Number of votes against:	20,298
Number of abstentions:	0

10. Approval of change of control provisions in accordance with Article 7:151 BCCA.

**Proposed resolution:** The shareholders' meeting approves and confirms, in accordance with Article 7:151 BCCA, 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 25 October 2022 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 of EUR 75,000,000 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.

<b>Number of shares with a valid vote:</b>	<b>40,400,000</b>
Number of valid votes cast:	31,217,794

Number of votes for:	31,197,496
Number of votes against:	20,298
Number of abstentions:	0

11. Approval of change of control provisions in accordance with Article 7:151 BCCA.

**Proposed resolution:** *The shareholders' meeting approves and confirms, in accordance with Article 7:151 BCCA, Article 8 (n) of the General Regulations Credits, edition 2022, of ING Belgium NV, referred to in the agreement dated 28 December 2022 between Melexis NV (as Borrower), Melefin NV (as Borrower) and ING Belgium NV (as Lender), which entitles the Lender to, without notice, put an end to the credit of EUR 50,000,000, in whole or in part, or suspend its consequences, in whole or in part, in case of a change of control over the Borrower (as defined in article 1:14 BCCA).*

<b>Number of shares with a valid vote:</b>	<b>40,400,000</b>
Number of valid votes cast:	31,217,794
Number of votes for:	31,197,496
Number of votes against:	20,298
Number of abstentions:	0

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 7:143 of the Belgian Code on Companies and Associations.

Closing of the Meeting

No technical issues or incidents occurred which obstructed or disturbed electronic participation in the general meeting.

There being no other items on the agenda, this annual meeting is closed by the Chair at 12h23 CET.

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