

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 shareholders’ meeting

The board of directors of MELEXIS NV is honored to invite its shareholders to attend the ordinary and extraordinary shareholders’ meeting (the “Meetings”) that will be held on Tuesday May 9th, 2022 at 11h00 am at Melexis Technologies NV, Transportstraat 1, 3980 Tessenderlo, Belgium.

Shareholders are strongly encouraged to attend the Meeting virtually. Shareholders who wish to attend the Meeting virtually are asked to provide their votes through a power of attorney before the Meeting.

AGENDA

Ordinary Part

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, 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 31st, 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 31st, 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 31st, 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 31st, 2022, the statutory annual accounts for the financial year ended on December 31st, 2022, are approved.

The ordinary result amounts to EUR 155,833,204. Including the result carried forward from the financial year ended on December 31st, 2021, the total result to be appropriated for the financial year ended on December 31st, 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 31st, 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 27th, 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 10th, 2023 (opening of the market). The record date is May 11th, 2023 (closing of the market) and the dividend will be payable as from May 12th, 2023.

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

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

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 31st, 2022.

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 31st, 2022.

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.

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.

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.*

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).*

Extraordinary part

1. Authorization of the Board of Directors to acquire own securities

Proposed resolution: *Resolution to include the following provision in the articles of association:*

"In accordance with Article 7:215 and following of the Companies and associations code and within the limits provided for in these articles of association, the company is authorised to acquire a maximum of 20% of its own securities on or off the stock exchange, at a unit price which will comply with the legal requirements, but which will in any case not be more than 10% below the lowest closing price of the last thirty trading days prior to the acquisition and not more than 5% above the highest closing price of the last thirty trading days prior to the acquisition. This authorisation is valid for a period of five years as from the publication of this authorisation in the Annexes to the Belgian Official Journal. This authorisation is also valid for the acquisition on or off the stock exchange by a direct subsidiary as referred to in and within the limits of article 7:221, first paragraph of the Companies and associations code."

Shareholders are informed that in case this resolution is not passed, the existing authorisation will continue its effect for its remaining term.

2. Authorization of the Board of Directors to acquire and dispose of own securities in the event that such acquisition or disposal is necessary to prevent an imminent and serious harm to the company.

Proposed resolution: *Resolution to include the following provision in the articles of association:*

“By decision of the shareholders’ meeting held on [DD month YYYY], the board of directors was authorised, subject to compliance with the provisions of the Companies and associations code, to acquire shares of the company on its own behalf, in the event such acquisition is necessary to prevent an imminent and serious harm to the company. This authorisation is valid for three years as from the date of publication of the authorisation in the Annexes to the Belgian Official Journal.

By decision of the shareholders’ meeting held on [DD month YYYY], the board of directors was authorised to dispose, on or off the stock exchange, of shares of the company acquired pursuant to the first and second paragraphs of this article, at a price to be determined by the board of directors, in order to prevent an imminent and serious harm to the company. The authorisation shall also be valid for the disposal of such shares of the company by a direct subsidiary as referred to in and within the limits of Article 7:221, first paragraph of the Companies and associations code. The authorisation is valid for three years as from the date of the publication of the authorisation in the Annexes to the Belgian Official Journal.”

3. Waiver of the application of the provisions of article 7:91 BCCA.

Proposed resolution: Resolution to include the following provision in the articles of association:

“The company may, to the extent allowed by law, deviate from the provisions of article 7:91 of the Companies and associations code for all persons in scope of these provisions.”

4. Vote by correspondence.

Proposed resolution: Resolution to include the possibility for shareholders to vote at shareholders’ meeting by correspondence, by including the following provision in the articles of association:

“Participation in writing - Shareholders can also cast their votes by correspondence prior to shareholders’ meetings in accordance with article 7:146 of the Companies and associations code. In addition, the board of directors can give shareholders the opportunity to cast their votes prior to shareholders’ meetings via the company website, by means of a form provided by the company, in accordance with Article 7:146 of the Companies and associations code.”

5. Amendment of the articles of association, *inter alia* to bring them in line with the decisions taken and with the BCCA.

Proposed resolution: *The shareholders’ meeting decides to adopt a new text of the articles of association, among other things to bring them in line with the decisions taken and with the BCCA. A copy of the new articles of association in which all proposed amendments to the current text are indicated, were attached to the convening notice and were made available on the company’s website from the day of the publication of the convening notice until the day of the shareholders’ meeting. Since the proposed amendments, except for the decisions taken separately, are mainly (i) terminological in nature, (ii) concern references to the BCCA (instead of to the Belgian Companies Code) or (iii) are of a purely technical nature as a result of changes in the applicable legal provisions, the shareholders’ meeting decides to approve these amendments not individually, amendment by amendment, but as a whole, by approving the new articles of association which include all of these amendments.*

FORMALITIES

I. Conditions of admission

In order to be admitted and to exercise their voting rights at the Meeting, the shareholders must comply with Article 7:134, §2 BCCA and the articles of association of the company, and fulfill the following two conditions:

1. Registration

The company has to be able to determine that on **April 25th, 2023** at 24h00 CET (“**Registration Date**”), the shareholder was in the possession of the number of shares with which the shareholder wishes to participate in the Meeting:

- by registration in the company’s share register of registered shares (*aandelen op naam*), or
- by registration in the accounts of a certified account holder or relevant settlement institution for dematerialized shares (*gedematerialiseerde aandelen*).

2. Confirmation of attendance

The shareholders whose shares are registered at the Registration Date, also have to notify the company no later than **May 3rd, 2023** at 17h00 CET (“**Notification Date**”) that they wish to attend the Meeting and whether they want to do so **in person or virtually**, as follows:

- the owners of registered shares must complete the attendance form made available on the company’s website (<https://www.melexis.com/en/investors/share-information/shareholders-meetings>) and must provide this form to the company no later than the Notification Date in accordance with section VI below;
- the owners of dematerialized shares must request their financial institution to inform Belfius Bank Belgium of their intention to attend the Meeting (via e-mail to vergad-assem@belfius.be), immediately and no later than the Notification Date mentioned below, confirming the total number of dematerialized shares registered in their name in their account on the Registration Date, with which the shareholders wish to participate in the annual meeting.

Only persons who are registered as shareholders of the company on the Registration Date and who have confirmed their attendance at the Meeting no later than the Notification Date, are entitled to attend, speak and vote at the Meeting or to attend the Meeting virtually.

II. Virtual meeting attendance

Details on how to attend the Meeting virtually are provided on the website of the company (www.melexis.com/en/investors).

If a shareholder wishes to attend the Meeting virtually, the company can request additional information such as a valid e-mail address, securities account and mobile phone number for authentication purposes.

Since this virtual meeting is not set up as a means to participate to the Meeting from distance as provided in article 7:137 BCCA, shareholders attending the Meeting virtually **are invited to provide their votes through a power of attorney or mail before the Meeting**, in accordance with section V and VI below. To avoid complexity and ensure a smooth and efficient virtual meeting, there will be no functionality to vote electronically during the Meeting.

III. 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 Meeting and to submit 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 in accordance with

section VI below no later than **April 17th, 2023** at 17h00 CET. The company will confirm the receipt of such written notifications within 48 hours and will publish a revised agenda no later than **April 24th, 2023**. More information about the aforementioned rights and their execution can be found on the website of the company mentioned in section VII below.

IV. The right to ask questions

Each shareholder has the right to ask questions to the directors and/or the statutory auditor during the Meeting and in writing prior to the Meeting. Written questions must be delivered by notification according to section VI below by no later than **May 3rd, 2023** at 17h00 CET. More information about the aforementioned right and its execution can be found on the website of the company mentioned in section VII below.

V. Power of attorney

Shareholders who have complied with all admission conditions set out in section I above, but who do not wish to attend the Meeting, as well as shareholders who wish to attend the Meeting virtually in accordance with section II above, can give a written power of attorney to be represented at the Meeting. A shareholder can only appoint one person as its representative by means of a power of attorney. Such holder of a power of attorney may, but need not, also be a shareholder of the company. The shareholders who wish to be so represented, are requested to use the form therefore prepared by the board of directors and made available on the company's website (<https://www.melexis.com/en/investors/share-information/shareholders-meetings>). The originally signed powers of attorney must reach the company by post at its registered office or the address mentioned in section VII below by no later than **May 3rd, 2023** at 17h00 CET. In addition, the power of attorney form may also be provided to the company, within the same timing, by e-mail under the condition that such notification is signed electronically in accordance with the applicable Belgian law using at least a simple electronic signature. 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.

In order to be admitted to the Meeting, holders of a power of attorney must be able to prove their identity by means of a valid ID card or passport. Representatives of legal entities must provide recent copies of documents establishing their identity and their capacity to represent such entities.

VI. Notification and information

All notifications to the company in the framework of this convocation have to be addressed to:

Melexis NV
Legal Department
Attn. Ms. Nadine Vaes
c/o Transportstraat 1
3980 Tessenderlo
Belgium
E-mail: legal@melexis.com

All required documents and additional information for purposes of the Meeting are available for the shareholders on the address mentioned in this section VII or the following website: <https://www.melexis.com/en/investors/share-information/shareholders-meetings>

VII. Data protection

The company refers to its “*General policy on data processing and protection*”, available on its website (<https://www.melexis.com/en/legal/privacy-policy>). For further questions or comments regarding this personal data or to exercise your rights as a data subject, please contact us at privacy@melexis.com.

The board of directors