

INFORMATIVE DOCUMENT

Summary of the main amendments to the Articles of Association that will be submitted for approval at the extraordinary general meeting of Melexis NV (the "Company") on November 29, 2023

Current statutes	Proposal for change
Title I – Corporate status - Name – Principal office - Purpose - Duration	
Article 1	<p>Article 1 – Corporate status and name</p> <ul style="list-style-type: none"> The reference to "makes or has made a public appeal to the savings of the general public" is deleted, as the Belgian Code on Companies and Associations ("BCCA") has removed this definition and henceforth refers to "listed company." Instead, a reference to the legal definition of a "regulated market" is included. The other changes are a clean-up/simplification/improvement of the text.
Article 2	<p>Article 2 – Principal office</p> <ul style="list-style-type: none"> The BCCA provides that the articles of association must only specify the Region where the registered office of the Company is located. The board of directors has the power to establish administrative seats, branches, agencies, offices, branches and depots. The BCCA requires listed companies to include in their articles of association the email address through which shareholders can communicate with them, as well as their website.
Article 3	<p>Article 3 - Object</p> <ul style="list-style-type: none"> The terminology was changed to align with the new terminology of the BCCA. The term "purpose" ("doel") was replaced by the term "object" ("voorwerp"). The Company's activities have not changed.
Article 4	<p>Article 4 - Duration</p> <ul style="list-style-type: none"> This is a purely terminological adjustment.
Title II - Capital	
Article 5	<p>Article 5 - Capital</p> <ul style="list-style-type: none"> The terminology was changed to align with the new terminology of the BCCA. The term "subscribed capital" ("maatschappelijk kapitaal") was replaced by the term "capital" ("kapitaal"). A clarification is included that each share represents an equal share of capital.
Article 6	<p>Article 6 – Amendment of the capital</p> <ul style="list-style-type: none"> The terminology was changed to align with the new terminology of the BCCA. The term "registered capital" was replaced by the term "capital." The reference to the old Companies Code was replaced by a reference to the relevant article in the BCCA.
Article 7	Article 7 - Notification of substantial shareholdings
Article 8	<p>Article 8 - Nature of the shares</p> <ul style="list-style-type: none"> These are purely terminological changes with the aim of simplifying/improving the text.
Article 9	<p>Article 9 - Exercise of rights accruing to the shares</p> <ul style="list-style-type: none"> These are clarifications of the text

	<ul style="list-style-type: none"> The paragraph regarding the exercise of membership rights in the case of split bare ownership/usufruct was deleted because it is included in Article 7:26 BCCA and does not deviate from the legal standard.
Article 10	Article 10 – Legal successors
Article 11	<p>SUBJECT TO APPROVAL Article 11 - Acquisition and disposal of own shares</p> <ul style="list-style-type: none"> The reference to the old Companies Code was replaced by a reference to the relevant article in the BCCA. The legal maximum from the old Article 620 Companies Code of 20% of the issued capital was adopted in the new wording. The price must not be more than 10% below the lowest closing price of the last thirty trading days prior to the transaction and not more than 5% above the highest closing price of the last thirty trading days prior to the transaction. Furthermore, it is explicitly included that the authorization also applies to acquisition by a direct subsidiary. The authorization to acquire and pledge the Company's own shares as described in the new articles of association must be approved by the shareholders on 29 November.
Article 12	<p>Article 12 - Bonds and subscription rights.</p> <ul style="list-style-type: none"> These are textual changes aimed at simplifying/improving the text and adapting it to the terminology of the BCCA.
Title III - Governance and oversight	
Article 13	<p>Article 13 - Composition of the board of directors</p> <ul style="list-style-type: none"> The Company opts for a monistic governance model with a board of directors of at least 5 members. The text was simplified, but without changing the content.
Article 14	<p>Deleted</p> <ul style="list-style-type: none"> This is included in the BCCA.
Article 15	<p>Article 14 - Chairmanship</p> <ul style="list-style-type: none"> The text was simplified, but without changing the content.
Article 16	<p>Article 15 - Meetings of the board of directors.</p> <ul style="list-style-type: none"> Convening notices were modernized and made simpler. Furthermore, the text was simplified, but without changing the content.
Article 17	<p>Article 16 - Deliberation</p> <ul style="list-style-type: none"> The recognized practice of giving power of attorney to another member of the board of directors for a particular meeting was inscribed in the articles of association. Under the BCCA, the board of directors can make unanimous decisions in writing even if there is no urgency or exceptional circumstances. For the other changes, it is a simplification and adaptation of the text to the new terminology of the BCCA.
Article 18	<p>Article 17 - Minutes</p> <ul style="list-style-type: none"> The changes concern an alignment with the BCCA.

Article 19	Article 18 - Remuneration <ul style="list-style-type: none"> The changes involve adapting the text to the terminology of the BCCA.
Article 20	Article 19 - Powers of the board of directors. <ul style="list-style-type: none"> The changes involve adapting the text to the terminology of the BCCA.
Article 21	Article 20 - Advisory committees. <ul style="list-style-type: none"> The BCCA abolishes the executive committee. The new text reflects this adjustment: the executive committee is eliminated and the audit committee and nomination and remuneration committee remain.
Article 22	Article 21 - Daily management <ul style="list-style-type: none"> The changes involve adapting the text to the terminology of the BCCA. The definition of executive board is included in the BCCA and thus should no longer be in the articles of association.
Article 23	Article 22 - Representation <ul style="list-style-type: none"> The reference to the executive committee is deleted. Otherwise, the text is adapted to the terminology of the BCCA.
Article 24	Article 23 - Control <ul style="list-style-type: none"> The amendments concern an adaptation of the text to the terminology of the BCCA. References to the old Companies Code have been deleted. Furthermore, the text was simplified without changing the content.
Title IV - General meeting of shareholders	
Article 25	Deleted
Article 26	Article 24 - Annual meeting, special and extraordinary general meeting <ul style="list-style-type: none"> It is specified that the general meeting will be held at the company's registered office or at any other place in Belgium as indicated in the convening notice. Under the Companies Code, shareholders who alone or together represent 10% of the capital may request the convening of a general meeting. In the old Companies Code, that threshold was 20%. The text was amended accordingly.
Article 27	Article 25 - Convening <ul style="list-style-type: none"> This is a simplification of the text.
Article 28	Article 26 - Admission <ul style="list-style-type: none"> This is a simplification of the text by including a reference to the BCCA.
Article 29 - 29bis	Article 27 - Participation in the general meeting of shareholders <ul style="list-style-type: none"> This one article now describes the 2 [3] participation options in a simplified way by including references to the BCCA: participation by proxy, [written participation] and remote participation. The option for written participation (sub b) must be approved by shareholders on 29 November.
Article 30	Article 28 - Bureau <ul style="list-style-type: none"> These are textual changes aimed at simplifying/improving the text and adapting it to the terminology of the BCCA.

Article 31	Article 29 - Postponement <ul style="list-style-type: none"> The text was updated to reflect the new thresholds in the BCCA (see new Article 24).
Article 32	Article 30 - Number of votes <ul style="list-style-type: none"> The Company maintains the principle of one share is one vote and does not use multiple voting rights. The references to the advisory vote that holders of bonds, warrants and certificates have been removed as this is explicitly included in the BCCA.
Article 33	Article 31 - Deliberations <ul style="list-style-type: none"> The text was shortened and simplified by falling back on the provisions of the BCCA. The BCCA provides that abstentions are not counted in either the numerator or the denominator for calculating the majority. The text of this article was modified accordingly.
Article 34	Article 32 - Minutes <ul style="list-style-type: none"> The signature requirements for copies of minutes were relaxed in line with the provisions of the BCCA.
Title V - Financial statements - Profit distribution	
Article 35	Article 33 - Financial year
Article 36	Article 34 - Annual accounts <ul style="list-style-type: none"> The text was shortened and simplified by falling back on the provisions of the BCCA.
Article 37	Article 35 - Appropriation of profits <ul style="list-style-type: none"> The changes involve adapting the text to the terminology of the BCCA.
Article 38	Article 36 - Interim dividends <ul style="list-style-type: none"> The changes involve adapting the text to the terminology of the BCCA.
Article 39	Article 37 - Payment of dividends <ul style="list-style-type: none"> The text was shortened and simplified by falling back on the common law provisions on the statute of limitations.
Title VI - Dissolution - Liquidation	
Article 40	Article 38 - Dissolution and liquidation <ul style="list-style-type: none"> The text was shortened and simplified by falling back on the provisions of the BCCA.
Article 41	Article 39 - Appointment of liquidators. <ul style="list-style-type: none"> This is an adaptation of the text to terminology of the BCCA.
Article 42	Article 40 - Distribution <ul style="list-style-type: none"> This is an adaptation of the text to terminology of the BCCA.
Title VII - General provisions	
Article 43	Article 41 – Election of domicile <ul style="list-style-type: none"> The choice of domicile now also applies for managing directors.
Article 44	Article 42 - Reference to common law <ul style="list-style-type: none"> This is an adaptation of the text to terminology of the BCCA.
Article 45	Deleted