

## MELEXIS

Public limited liability company  
who makes a public appeal for savings

Rozendaalstraat 12, 8900 Ieper (Belgium)  
Register Legal Persons Ghent, division of Ieper 0435.604.729  
(the “company”)

## Convocation to the extraordinary general shareholders’ meeting

The board of directors of MELEXIS NV is honored to invite its shareholders to attend the extraordinary general shareholders’ meeting (the “Meetings”) that will be held on Wednesday November 29th, 2023 at 15h00 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

1. Amendment of the articles of association to bring them in line with the Belgian Code on Companies and Associations (“BCCA”).

**Proposed resolution:** *The shareholders’ meeting decides to adopt a new text of the articles of association to bring them in line with the BCCA and on this occasion to update, reformulate, renumber, supplement and/or simplify the articles of association where necessary, however, without affecting the essential provisions, and to accordingly adopt an adapted text for the articles of association in accordance with the draft made available to all shareholders on the company’s website together with an informative document summarizing the main changes to the articles of association.*

*Since the proposed amendments, mainly (i) are terminological in nature, (ii) concern references to the BCCA (instead of to the Companies Code) or (iii) are of a purely technical nature due to changes in the applicable legal provisions, the shareholders’ meeting decides not to approve these amendments individually, amendment by amendment, but as a whole, by approving the new articles of association containing all these amendments.*

2. Authorization of the Board of Directors to acquire its 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.”*

3. Voting by correspondence.

**Proposed resolution:** Resolution to include the possibility for shareholders to vote at shareholders' meetings 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."*

## **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 **November 15th, 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 **November 23rd, 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](mailto: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 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](https://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 **November 7th, 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 **November 14th, 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 **November 23rd, 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 power of attorneys must reach the company by post at its registered office or the address mentioned in section VII below by no later than **November 23rd, 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](mailto: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](mailto:privacy@melexis.com).

The board of directors