

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 annual shareholders’ meeting (the “Meeting”) that will be held on Tuesday May 14th, 2024 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.

ANNUAL SHAREHOLDERS’ MEETING AGENDA

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, 2023, 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, 2023.

***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, 2023.

***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, 2023, 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, 2023, the statutory annual accounts for the financial year ended on December 31st, 2023, are approved.

The ordinary result amounts to EUR 478,820,666. Including the result carried forward from the financial year ended on December 31st, 2022, the total result to be appropriated for the financial year ended on December 31st, 2023, amounts to EUR 1,224,030,936. The shareholders' meeting approves that this result be allocated as determined in the annual accounts closed on December 31st, 2023, as follows:

- Result to be carried forward: EUR 1,074,550,936
- Gross dividend: EUR 149,480,000 (*)

(*) The Board of Directors approved on February 5th, 2024 to propose to the shareholders' meeting to pay out over the result of 2023 a total dividend of EUR 3.70 gross per share. This amount contains an interim dividend of EUR 1.30 per share which was paid in October 2023 and a final dividend of EUR 2.40 per share which will be payable after approval of the shareholders' meeting. The Melexis shares will start trading ex coupon on May 15th, 2024 (opening of the market). The record date is May 16th, 2024 (closing of the market) and the dividend will be payable as from May 17th, 2024.

5. Approval of the remuneration report regarding the financial year ended on December 31st, 2023.

Proposed resolution: The shareholders' meeting approves the remuneration report regarding the financial year ended on December 31st, 2023.

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, 2023.

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, 2023.

8. Determination of the statutory auditor's remuneration.

Proposed resolution: The statutory auditor's fee of fiscal year 2023 amounts to EUR 143,418 (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.

9. Appointment of statutory auditor for certifying the corporate sustainability reporting.

Proposed resolution: The Directive (EU) 2022/2464 of 14 December 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU with regard to corporate sustainability reporting (the "CSRD") requires that an assurance engagement with limited assurance be performed on the sustainability information. Pending the transposition of the CSRD into national law, the shareholders' meeting appoints the auditing firm PwC Bedrijfsrevisoren BV for this engagement as of and for the year ending on 31 December 2024. PwC Bedrijfsrevisoren BV/PwC Reviseurs d'Entreprises SRL appoints Ms. Griet Helsen, acting on behalf of Griet Helsen BV, as its permanent representative. This engagement is considered as a legal assignment as will be provided in the national law transposing the CSRD, unless the national law transposing the CSRD is not enacted on the date on which PwC Bedrijfsrevisoren BV issues its assurance report or imposes other requirements for the appointment of the party responsible for certifying the sustainability information.

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 30th, 2024** 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 8th, 2024** 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 22nd, 2024** 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 29th, 2024**. 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 8th, 2024** 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 8th, 2024** 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