

**[ONLY FOR TRANSLATION PURPOSES,  
THE FILLED OUT AND SIGNED PROXY NEEDS TO BE IN DUTCH]**

**PROXY<sup>1</sup>**

The undersigned:  
(full name and address of the shareholder)

Owner – joint owner – bare owner – usufructuary – pledgor – pledgee – custodian<sup>2</sup>  
(delete as appropriate)

of \_\_\_\_\_ registered shares – dematerialized shares  
(delete as appropriate)

of MELEXIS NV, with registered office at Rozendaalstraat 12, 8900 Ieper, listed in the register of legal persons of Ieper with company number 0435.604.729.

Herewith appoints as special proxy holder:  
(name, place of birth, date of birth and address)

To whom he/she grants proxy to:

Participate on his/her behalf to the ordinary and extraordinary shareholders' meeting that will be held on May 13th, 2025 at 11h00 at Melexis Technologies NV, Transportstraat 1, 3980 Tessenderlo-Ham, Belgium:

**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 31<sup>st</sup>, 2024, 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>, 2024.

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<sup>1</sup> This proxy is not a proxy solicitation and cannot be used in the cases contemplated by articles 7:144 and 7:145 of the Belgian Code on companies and associations.

<sup>2</sup> In accordance with articles 9 and 30 of the articles of association the joint owners, the pledgers and pledges, the bare owners and usufructuaries of shares and custodians are requested to appoint one single proxy holder.

**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>, 2024.

**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>, 2024, 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>, 2024, the statutory annual accounts for the financial year ended on December 31<sup>st</sup>, 2024, are approved.

The ordinary result amounts to EUR 227,356,874 Including the result carried forward from the financial year ended on December 31<sup>st</sup>, 2023, the total result to be appropriated for the financial year ended on December 31<sup>st</sup>, 2024, amounts to EUR 1,301,907,810. The shareholders' meeting approves that this result be allocated as determined in the annual accounts closed on December 31<sup>st</sup>, 2024, as follows:

- Result to be carried forward: EUR 1,148,017,703
- Purchase of own shares: EUR 4,410,107
- Gross dividend: EUR 149,480,000 (\*)

(\*) The board of directors approved on February 3<sup>rd</sup>, 2025 to propose to the shareholders' meeting to pay out over the result of 2024 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 2024 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 20<sup>th</sup>, 2025 (opening of the market). The record date is May 21<sup>st</sup>, 2025 (closing of the market) and the dividend will be payable as from May 22<sup>nd</sup>, 2025.

5. Approval of the remuneration report regarding the financial year ended on December 31<sup>st</sup>, 2024.

**Proposed resolution:** The shareholders' meeting approves the remuneration report regarding the financial year ended on December 31<sup>st</sup>, 2024.

6. Approval of the updated remuneration policy. The principles of the policy remain valid since the previous remuneration policy as well as the most recent remuneration report were approved with a convincing majority by the shareholders. We highlight the following changes regarding variable remuneration:
  - CEO and executive management now share the same methodology to foster shared accountability and increase transparency;
  - Target and maximum payout opportunity were increased to align them with peers;
  - ESG performance criteria have been added.

**Proposed resolution:** The shareholders' meeting approves the remuneration policy drawn up in accordance with article 7:89/1 of the BCCA and the Belgian Corporate Governance Code 2020 (the "Code 2020").

7. 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, 2024.*

8. 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>, 2024.*

9. Determination of the statutory auditor's remuneration and notification of change in representation.

**Proposed resolution:** *The statutory auditor's fee of fiscal year 2024 amounts to EUR 144,792.63 (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.*

*The annual general meeting takes note of the change of representative of PwC Bedrijfsrevisoren BV/PwC Reviseurs d'Entreprises SRL, having its registered address at 1831 Diegem, Culliganlaan 5, in compliance with article 3:60 of the Code of Companies and Associations, will be represented as from May 13<sup>th</sup>, 2025, by Griet Helsen BV, at its turn represented by Griet Helsen, registered auditor, in the exercise of its mandate as the statutory auditor, replacing Mieke Van Leeuwe BV, represented by Mieke Van Leeuwe.*

10. Re-appointment of director.

**Proposed resolution:** *The meeting decides to proceed to the re-appointment of Mr. Marc Biron as director for a period of four years, with effect as from today and ending immediately after the annual shareholders' meeting that will decide on the annual accounts of the financial year ended on December 31<sup>st</sup>, 2028.*

*As executive director, Mr. Marc Biron does not receive any remuneration for this mandate.*

11. Re-appointment of independent director.

**Proposed resolution:** *The meeting decides to proceed to the re-appointment of Ms. Maria Pia De Caro as independent director for a period of four years, with effect as from today and ending immediately after the annual shareholders' meeting that will decide on the annual accounts of the financial year ended on December 31<sup>st</sup>, 2028.*

*Upon recommendation of the Nomination and Remuneration Committee, the board of directors proposes to re-appoint Ms. Maria Pia De Caro as independent director and confirms it has no indication of any element that could call into question her independence as described in the Corporate Governance Code 2020.*

12. Appointment of non-executive director.

**Proposed resolution:** *The meeting decides to appoint Vlinvlin BV (permanently represented by Ling Qi) as non-executive director for a term of four years starting today and ending immediately after the annual shareholders' meeting deciding on the annual accounts for the financial year ending on December 31<sup>st</sup>, 2028.*

*Explanatory note: Based on the advice of the Nomination and Remuneration Committee, the board of directors decided on March 31<sup>st</sup>, 2025 to propose Ms. Ling Qi for appointment.*

*Ms. Ling Qi has more than 20 years of international business management experience in China. After winning an English language competition from a field of one thousand competitors, she organized international trade fairs and trade missions for the city government of Shenyang and was the personal translator for the mayor of Shenyang. She left politics to host a weekly TV program with news and interviews of foreign expats in China. In 1996, she became vice-president of the animation film company OHY in charge of the company's business in the US. In 2000, Ling Qi married Belgian director Wouter Dierickx with whom she founded Sophie Animation Ltd. Currently, she is CEO of two multimedia and animation film companies. Alongside this, Ling Qi has been consulting for foreign invested companies in China, has extensive experience in the semiconductor industry, amongst other things, having served as a board member for a wafer foundry and board member of a Belgian private bank. She holds a degree in international trade and English from the University of Liaoning and obtained a certificate of Dutch at University of Antwerp.*

13. Appointment of independent director.

**Proposed resolution:** *The meeting decides to appoint Mr. Kazuhiro Takenaka, as independent director for a period of four years, with effect as from today and ending immediately after the annual shareholders' meeting that will decide on the annual accounts of the financial year ended on December 31<sup>st</sup>, 2028.*

*Explanatory note: Mr. Takenaka has a long and successful career of over 45 years in the semiconductor and electronics engineering industry, working for well-known companies such as Nissan Motor and Seiko Epson. He possesses extensive technical knowledge and hands-on experience in semiconductor process and product development, manufacturing, supply chain management, outsourcing, and yield improvement. He has a proven track record of leading departments and divisions, driving innovation, production consolidation, technology strategies and commercialization. Notably, as Deputy Director of Seiko Epson's Micro Device Division from 2012 to 2017, he oversaw all aspects of the business unit, including technology development, production, product design, and sales. Under his leadership, the division achieved profitability within 5 years, generating \$270 million in revenue. Mr. Takenaka has also collaborated extensively with international stakeholders, working on partnerships with US companies and building relationships in markets across Europe, Asia, and the USA. He brings valuable insights and a diverse perspective to the Board, particularly in markets beyond automotive.*

*Upon recommendation of the Nomination and Remuneration Committee, the board of directors proposes to appoint Mr. Kazuhiro Takenaka as independent director and confirms it has no indication of any element that could call into question his independence as described in the Corporate Governance Code 2020.*

14. Approval of the directors' remuneration.

**Proposed resolution:** *Following the proposal by the board of directors, upon recommendation of the Nomination and Remuneration Committee, the Meeting approves that the independent and/or non-executive directors will receive a fixed remuneration of EUR 25,000 for their mandate. Non-European Directors are entitled an additional EUR 1,000 attendance incentive for each individual intercontinental travel to physically attend board meetings.*

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

**Proposed resolution:** *Following the proposal formulated by the board of directors, acting on the recommendation of the audit committee and following the proposal formulated by the workers council, the general meeting appoints the statutory auditor PwC Bedrijfsrevisoren BV, with registered office at Culliganlaan 5, 1831 Diegem, for the engagement of limited assurance on the sustainability information of the company for a period of two years. In compliance with article 3:60 §2 of the Code of Companies and Associations, the aforementioned firm designates Mieke Van Leeuwe BV to carry out the mandate, with Mieke Van Leeuwe, registered auditor, as permanent representative for the accounting year ending as per December 31<sup>st</sup>, 2024, and Griet Helsen BV, with Griet Helsen, registered auditor, as permanent representative for the accounting year ending as per December 31<sup>st</sup>, 2025. The mandate expires after the general meeting that is called to approve the sustainability information per December 31<sup>st</sup>, 2025.*

*The general meeting confirms that the mandate is given to PwC Bedrijfsrevisoren BV to also report on the sustainability information per December 31<sup>st</sup>, 2024.*

*The fee for this engagement amounts to EUR 98,000 for the accounting year ending as per December 31<sup>st</sup>, 2024 and EUR 80,000 for the accounting year ending as per December 31<sup>st</sup>, 2025 (plus VAT, out-of-pocket expenses, IBR/IRE fee and lump sum expense as reimbursement for technology and compliance costs).*

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

**Proposed resolution:** *The Meeting approves and confirms, in accordance with Article 7:151 BCCA, Article 7.3.6 of the General Credit Terms and Conditions of October 27<sup>th</sup>, 2024 of KBC Bank NV, as amended and referred to in the agreement dated January 20<sup>th</sup>, 2025 between Melexis NV (as Borrower), Melefin NV (as Borrower) and KBC Bank 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 100,000,000 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 management bodies or the overall risk assessment of the Bank.*

## **VOTING INSTRUCTIONS ANNUAL SHAREHOLDERS' MEETING**

Complete your voting instructions here:

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, 2024, with explanation of the remuneration report that is included in the corporate governance statement  
**(does not involve a vote)**
2. Acknowledgement and explanation of the statutory auditor's report regarding the statutory annual accounts for the financial year ended on December 31st, 2024  
**(does not involve a vote)**
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, 2024  
**(does not involve a vote)**
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, 2024, with allocation of the financial result
  - **for**
  - **against**
  - **abstain**
5. Approval of the remuneration report regarding the financial year ended on December 31st, 2024
  - **for**
  - **against**
  - **abstain**
6. Approval of the updated remuneration policy
  - **for**
  - **against**
  - **abstain**
7. Discharge from liability to the directors
  - **for**
  - **against**
  - **abstain**
8. Discharge from liability to the statutory auditor
  - **for**
  - **against**
  - **abstain**
9. Determination of the statutory auditor's remuneration and notification of change in representation
  - **for**
  - **against**
  - **abstain**
10. Re-appointment of director
  - **for**
  - **against**
  - **abstain**

11. Re-appointment of independent director

- **for**
- **against**
- **abstain**

12. Appointment of non-executive director

- **for**
- **against**
- **abstain**

13. Appointment of independent director

- **for**
- **against**
- **abstain**

14. Approval of director's remuneration

- **for**
- **against**
- **abstain**

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

- **for**
- **against**
- **abstain**

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

- **for**
- **against**
- **abstain**

Done at [location] on: [date]

Signature of the shareholder (preceded by the hand-written words "Good for proxy")

If the shareholder is not a natural person:

Name of the individual signatory:

Function:

who certifies being authorized to sign this proxy for and on behalf of the shareholder identified on page 1.