

**PROXY**

The undersigned:

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.....

Holder of ..... shares.

Hereinafter referred to as "the principal".

Appoints as special proxy(ies), each empowered to act separately and with the right of substitution:

Mr/Ms.....  
Place of birth: .....  
Date of birth:.....  
Place of residence: .....

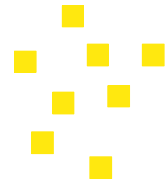
Hereinafter referred to as "the proxy".

To whom he grants proxy to participate on his behalf, with all the shares that he possesses, in the **general meeting** of shareholders of the public limited company "**MELEXIS NV**", registered in the register of legal persons of leper under number 0435.604.729, with its registered office at Rozendaalstraat 12, 8900 leper.

This meeting will be held on 20/04/2010 at 11 hrs. at the offices of Melexis NV, Rozendaalstraat 12, 8900 leper, with the following agenda:

**AGENDA OF ANNUAL MEETING**

1. **Reading of the annual report of the Board of Directors.**
2. **Reading of the report of the Statutory Auditor.**
3. **Communication of the annual accounts and consolidated annual accounts as at 31 December 2009.**
4. **Announcement in relation to the Corporate Governance policy of the company and explanation of the Corporate Governance Chapter in the annual report of the Board of Directors.**
5. **Approval of the annual accounts as at 31 December 2009.**  
*Proposal for resolution: After first reading the annual report and the report of the Statutory Auditor and communication of the annual accounts and consolidated annual accounts as at 31 December 2009, the Chairman makes several further announcements in relation to the Corporate Governance policy of the company and report all relevant corporate governance events that occurred during the previous financial year and provides further explanation of the Corporate Governance Chapter in the*



annual report of the Board of Directors. The annual accounts as at 31 December 2009 are then approved.

**6. Appropriation of result.**

**Proposal for resolution:** The ordinary result is EUR (2.184.132,21). Including the result carried forward from 2008 the total result to be appropriated for 2009 is EUR 48.727,42.

It is proposed that this result be divided as follows:

- result to be carried forward: EUR 48.727,42

**7. Discharge of Directors.**

**Proposal for resolution:** The Directors are discharged in respect of their mandate exercised during the previous financial year. The Chairman reports that in the previous financial year there were no transactions not covered by the Articles of Association or which were in breach of the Law on Companies as specified in Article 554 of the Law on Companies.

**8. Discharge of the Statutory Auditor.**

**Proposal for resolution:** The Statutory Auditor is discharged in respect of his mandate exercised during the previous financial year.

**9. Reappointment of the Directors:**

**Proposal for resolution:** The meeting decides to reappoint as directors of the company Mr. Roland

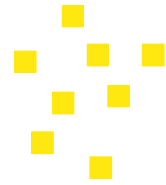
Duchâtelet, Mr. Rudi De Winter and Ms. Françoise Chombar from the day of the Ordinary General Meeting of Shareholders 2010 until the day of the Ordinary General Meeting of Shareholders to be held in 2014. Their mandates are honorary mandates.

The Meeting decides to reappoint as independent directors Mr. Steve Hix and Ms. Lina Sarro from the day of the Ordinary General Meeting of Shareholders 2010 until the day of the Ordinary General Meeting of Shareholders to be held in 2014. The said directors are not affected by any incompatibility under the law, including the independence criteria contained in Article 526ter of the Belgian Companies Code, and are not in a position that could jeopardize their independence. The said directors shall receive remuneration for their mandate as independent director.

**10. Reappointment of the Statutory Auditor - BDO**

**Bedrijfsrevisoren Burg. Ven CVBA:**

**Proposal for resolution:** The Meeting decides to reappoint the professional partnership in the form of a co-operative company with limited liability BDO Bedrijfsrevisoren, having its registered office at 1930 Zaventem, Elsinore Building - Corporate Village, Da Vincilaan 9 - Box E 6, as Statutory Auditor for a period of 3 years, which ends after the Ordinary General Shareholders' Meeting relating to the 2012 financial



year. BDO Bedrijfsrevisoren appoints Mr Gert Claes, company auditor, as its permanent representative. The annual fees for this mandate amount to EUR 44.975, exclusive of expenses, and are linked to the index of consumer prices.

In particular, the proxy is authorized to do the following on behalf of the principal:

- take part in the aforementioned general meeting and any meetings that may take place thereafter with the same agenda, if the planned annual meeting cannot proceed validly as planned, to deliberate and cast his vote on all proposals put to those meetings..

- for that purpose, either in person or by substitution, make statements, record instruments, sign minutes, documents and registers, elect domicile and in general, do anything that is necessary or useful with a promise of approval and ratification by the undersigned.

This proxy is governed exclusively by Belgian law and subject to the sole jurisdiction of the courts of Antwerp.

Done at ..... on:  
...../...../2010.

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**(DOCUMENT USED ONLY FOR TRANSLATION PURPOSES)**