



Microelectronic Integrated Systems

- FOR TRANSLATION PURPOSES ONLY -

"MELEXIS"

*PUBLIC LIMITED COMPANY PURSUANT TO BELGIAN LAW  
THAT MAKES A PUBLIC APPEAL TO THE SAVINGS OF THE GEN-  
ERAL PUBLIC*

Rozendaalstraat 12, 8900 Ypres  
Ypres Register of Juristic Persons 0435.604.729

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Annual Shareholders' Meeting 2010

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In the year two thousand and ten, on April 20th at 11 hrs CET.

The meeting takes place at the registered office of the limited liability company with the legal form of a naamloze vennootschap "MELEXIS NV", Ypres Register of Juristic Persons 0435 604 729, with registered office at Rozendaalstraat 12, 8900 Ypres,

Attendance list:

Are present or are represented, the shareholders whose identity and if required their trustee, together with the total amount of shares for which they can produce a certificate of unavailability as requested in the conditions of admission, or those which are registered in their name, mentioned in the attendance list, which will be included in these minutes to become an inseparable whole.

The meeting is chaired by DUCHATELET Roland Joseph Louis, born in Antwerp (Merksem) on November 14, 1946, place of residence 3800 ST-TRUIDEN, Staaien 20.

Appointed as recorders of the votes:

1/ CHOMBAR Francoise Marie Cyrilla, place of residence 3550 Heusden-Zolder, Boektlaan 14;

2/ DE WINTER Rudi Leonie Emiel, place of residence 3550 Heusden-Zolder, Boektlaan 14.

Appointed as secretary: VAN GRIENSVEN Karen Ellen Antonia Augusta, place of residence 2100 Antwerpen-Deurne, Ter Rivierenlaan 180.

STATEMENT BY THE CHAIRMAN:

The chairman precedingly explains the following:

I. The capital of Melexis amounts to five hundred thousand eight hundred and thirteen EUR and eighty six eurocent (EUR 564.813,86), represented by forty three million two hundred and forty-one thousand eight hundred and sixty shares (43.241.860) without nominal value mentioned.

II. All the shares are voting shares, except one million seven hundred and twenty five thousand nine hundred forty three (1.725.943) shares, of which one million six hundred and sixty-one thousand seven hundred and twenty-six (1.661.726) shares were bought by the Company and sixty four thousand two hundred seventeen (64.217) shares by "Melexis Tessenderlo", limited liability company with the legal form of a naamloze vennootschap, Hasselt Register of Juristic Persons 0467.222.076, with registered office at 3980 Tessenderlo, Transportstraat 1, which is an indirectly controlled subsidiary of the Company, and which shares are still held in possession by the Company respectively its indirectly controlled subsidiary.

III. There are no obligations, warrants or certificates.

IV. The Company is a public limited company pursuant to Belgian law that makes a public appeal to the savings of the general public.

V. The invitation for the general meeting was done by means of an announcement placed in the following media:

1. The Official Belgian Gazette of March 25, 2010. (i.e. "Belgisch Staatsblad")
2. De Standaard of March 25 2010.

VI. That the holders of nominal shares and all directors and the statutory auditor got an invitation on April 2, 2010.

VII. That at least 15 (15) days prior to the general meeting, at the registered office in Ypres, the shareholders could examine the documents mentioned in the agenda and that these documents were at their disposal in accordance with article 535 of the Belgian Companies Code and also electronically at the website of the company.

VIII. Said meeting was called to deliberate upon and to decide upon the following items mentioned in the agenda:

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 Belgian Companies Code as specified in Article 554 of the Belgian Companies Code.

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. 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

ntem, Elsinore Building - Corporate Village, Da Vincilaan 9 - Box  
Statutory Auditor for a period of 3 years, which ends after the  
General Meeting of Shareholders relating to the 2012 financial  
Bedrijfsrevisoren appoints Mr Gert Claes, company auditor, as  
nent representative. The annual fees for this mandate amount to  
5, exclusive of expenses, and are linked to the index of consumer

The meeting confirms these statements and decides as follows:

FIRST DECISION:

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.

Vote:

Voting against:

Abstain from voting:

Voting in favor: all others:

SECOND DECISION:

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.

Voting:

Voting against:

Abstain from voting:

Voting in favor: all others:

ISION:

tors are discharged in respect of their mandate exercised during  
ous financial year. The Chairman reports that in the previous  
year there were no transactions not covered by the Articles of  
on or which were in breach of the Belgian Companies Code as  
in Article 554 of the Belgian Companies Code.

Voting against:

Abstain from voting:

Voting in favor: all others:

FOURTH DECISION:

The Statutory Auditor is discharged in respect of his mandate exercised during the previous financial year.

Voting:

Voting against:

Abstain from voting:

Voting in favor:all others:

FIFTH DECISION;

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.

Voting:

Voting against:

rom voting:

favor: all others:

SIXTH DECISION:

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 Meeting of Shareholders 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.

Voting:

Voting against:

Abstain from voting:

Voting in favor: all others:

CLOSING OF THE MEETING:

No other items on the agenda. Meeting is declared closed by the chairman at ..... hours CET.

The secretary reads the present minutes of the meeting.

After reading, de members of the bureau and the shareholders who request to do so, sign the minutes.

DUCHATELET Roland,  
chairman

VAN GRIENSVEN Karen,  
secretary

CHOMBAR Françoise,  
Recorder of the votes

DE WINTER Rudi,  
recorder of the votes