

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:

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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 **extraordinary 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 20/04/2009 at the offices of Melexis NV, Rozendaalstraat 12, 8900 leper, with the following agenda:

AGENDA OF THE MEETING

1. Amendment of Article 7 of the Articles of Association concerning notification of major holdings in the Company in accordance with the current legislation on the subject.

Proposal for resolution:

Article 7 of the Articles of Association be amended and now run as follows:

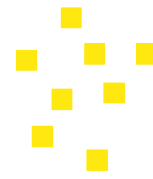
"ARTICLE 7 – NOTIFICATION OF MAJOR HOLDINGS

For the application of Articles 6 to 17 of the Act of 2 May 2007 on the publication of major holdings in issuers whose shares are admitted to trading on a regulated market and including various provisions, the applicable quota is set at five per cent (5%) or multiples of five per cent (5%)."

2. Deletion of last paragraph in Article 11 of the Articles of Association concerning application of Article 622 § 2, first and second paragraph, 1° of the Companies Act (W.Venn.).

Proposal for resolution:

The last paragraph in Article 11 of the Articles of Association be deleted on condition of approval of agenda points 11 and 12 hereinafter.



3. Extension of maximum duration of directors' mandates in Article 13, paragraph 3 of the Articles of Association.

Proposal for resolution:

The maximum duration of the directors' mandates be increased from 3 to 4 years. Article 13, paragraph 3 of the Articles of Association be revised accordingly.

4. Amendment of paragraphs 1 to 3 in Article 21 of the Articles of Association concerning advisory committees in accordance with the Act of 17 December 2008 in particular the setting up of an audit committee in listed companies and financial enterprises.

Proposal for resolution:

Paragraphs 1 to 3 of Article 21 of the Articles of Association be amended and replaced in full by the following provisions:

"The Board of Directors shall set up from its number and under its liability an audit committee in accordance with Article 526A of the Companies Code. In addition the Board of Directors may also set up one or more other advisory committees, including an appointment committee and/or a remuneration committee. Notwithstanding the application of the mandatory legal provisions relating to the audit committee, the Board of Directors shall specify the composition and the mandates of these committees and it shall decide on any remuneration and the duration of the mandates of their members.

The appointment committee makes recommendations to the Board of Directors relating to the appointment of directors, while the remuneration committee makes proposals to the Board of Directors regarding the remuneration policy for non-executive directors and the remuneration policy for the executive management.

The audit committee has as a minimum the tasks and obligations indicated in Article 526A, § 4 of the Companies Code."

5. Amendment of paragraph 3 in Article 24 of the Articles of Association concerning appointment and dismissal of supervisory director(s) in accordance with among other things the above-mentioned Act of 17 December 2008.

Proposal for resolution:

Paragraph 3 in Article 24 of the Articles of Association be amended and replaced in full by the following text:

"The supervisory directors are appointed for a renewable period of three years, notwithstanding any more stringent standards applicable for listed companies. On pain of compensation they may during their mandate only be dismissed for legitimate reasons by the general meeting, on condition of observance of the procedure described in Article 136 of the Companies Code and on condition of compliance with the obligation to supply information provided in Article 135, § 2 of the Companies Code"

6. Revision of regulation relating to examination of audit report of supervisory director(s) at the annual meeting in paragraph 2 of Article 36 of the Articles of Association.

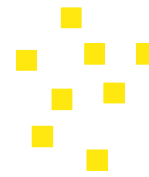
Proposal for resolution:

In paragraph 2 of Article 36 of the Articles of Association the text "*, should it so happen*" be deleted.

7. Revision of regulation relating to appointment of liquidators in Article 41 of the Articles of Association.

Proposal for resolution:

At the end of the first sentence of Article 41 of the Articles of Association the text "*, and in the absence of such appointment, the liquidation shall be carried out by the Board of Directors*" be deleted.



8. Withdrawal of the existing authorisations of the Board of Directors relating to acquisition and disposal of own shares.

Proposal for resolution:

All existing authorisations of the Board of Directors relating to acquisition and disposal of own shares in the Articles of Association be withdrawn with effect from the entry into force of the new authorisations proposed in agenda points 9 and following hereinafter.

9. Granting to the Board of Directors of a new power concerning the purchase of own shares in accordance with Article 620, § 1, fifth paragraph of the Companies Code. Determination of maximum number of shares to be acquired, minimum and maximum remuneration per share and duration of the authorisation.

Proposal for resolution:

The Board of Directors be given a new authorisation to proceed with the acquisition of own shares of the Company on the following conditions:

- This authorisation applies for a number of own shares that is as a maximum equal to the number of shares by which as a result of their acquisition the limit of 20% referred to in Article 620, §1, first paragraph, 2° of the Companies Code would be reached;

- The acquisition of a share under this authorisation shall be carried out at a price per share equal to at least the last closing price at which these shares were listed on the first market of the Brussels Stock Exchange at the time of the acquisition and a maximum of seventeen euro (17.00 EUR) per share purchased;

- The accounting par value of the number of own shares to be purchased that the Company wishes to purchase including the previously acquired own shares that the Company holds in portfolio, may not be higher than twenty per cent (20%) of the subscribed capital of the Company;

- The remuneration for the purchase of these own shares may not exceed the funds of the Company that are distributable in accordance with Article 617 of the Companies Code;

- The purchase of the shares under this authorisation shall involve the immediate creation of an unavailable 'acquisition of own shares' reserve in the amount of the total acquisition value of the shares purchased, by prior withdrawal from the available profit reserve. The creation of an unavailable reserve is only compulsory, if and as long as the shares are held in portfolio;

- This authorisation applies for a period of 5 years from the date on which this resolution is approved.

10. Granting to the Board of Directors of a new power concerning the purchase of own shares in accordance with Article 620, § 1, third paragraph of the Companies Code.

Proposal for resolution:

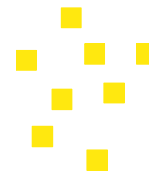
The Board of Directors be given a new power to proceed with the acquisition of own shares of the Company without prior resolution of the general meeting if the acquisition is necessary to prevent the Company suffering a threatening serious loss.

This authorisation applies for a period of 3 years from the date of publication of the amendment of the Articles of Association resulting from this resolution.

11. Granting to the Board of Directors of a new power concerning disposal of own shares within the framework of Article 622 § 2, first paragraph of the Companies Code.

Proposal for resolution:

The Board of Directors be given a new authorisation to proceed with the disposal of own shares that it holds in portfolio under the following conditions:



- This authorisation applies for a number of own shares that is as a maximum equal to the number of shares by which the limits would be reached for legally holding cross-participations by the indirect subsidiaries of the Company within the meaning of Article 631, §1 of the Companies Code;

- The disposal of a share under this authorisation shall be carried out at the last closing price at which these shares were listed on the first market of the Brussels Stock Exchange at the time of the disposal;

- The shares involved may only be disposed of to Melexis Tessenderlo NV, with registered office in 3980 Tessenderlo, Transportstraat 1, RPR Hasselt 0467.222.076 or a company of which the Company directly or indirectly (i.e. via companies of which the Company directly owns more than ninety nine per cent (99%) of the securities entitled to dividend) owns more than ninety nine per cent (99%) of the securities entitled to dividend;

- The unavailable 'acquisition of own shares' reserve created by the Company for holding the own shares in portfolio is after disposal written off in the amount of the acquisition value of the shares disposed of by increasing the available reserve.

- This authorisation applies for an unlimited period from the date on which this resolution is approved.

12. Granting to the Board of Directors of a new power concerning disposal of own shares within the framework of Article 622, § 2, second paragraph, 1° of the Companies Code.

Proposal for resolution:

The Board of Directors be given a new authorisation to proceed with the disposal of own shares, without consent of the general meeting, in accordance with Article 622, §2, second paragraph, 1° of the Companies Code, where they are disposed of on the regulated market on which they are listed.

This authorisation applies for an unlimited period from the date on which this resolution is approved.

13. Granting to the Board of Directors of a new power concerning disposal of own shares within the framework of Article 622, § 2, second paragraph, 2° of the Companies Code.

Proposal for resolution:

The Board of Directors be given a new authorisation to proceed with the disposal of own shares, without consent of the general meeting, in accordance with Article 622, §2, second paragraph, 2° of the Companies Code to avoid a threatening serious loss for the Company.

This authorisation applies for a period of 3 years from the date of publication of the amendment of the Articles of Association resulting from this resolution.

14. Revision of the Articles of Association in accordance with the resolutions concerning agenda points 9 to 13.

Proposals for resolution:

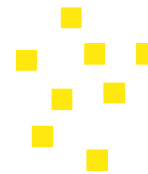
1/ In the title of "TITLE VIII" of the Articles of Association the term "TRANSITIONAL PROVISIONS" be replaced by the words "AUTHORISATIONS RELATING TO ACQUISITION AND DISPOSAL OF OWN SHARES".

2/ The existing Article 44 of the Articles of Association be deleted in full.

4/ Under TITLE VIII in the Articles of Association a new Article 44 be added concerning disposal of own shares that shall run as follows:

"ARTICLE 44 – DISPOSAL OF OWN SHARES

In application of Article 622, §2, second paragraph, 1° of the Companies Code the Board of Directors has the right by virtue of Article 620, §1 of the Companies Code to dispose of the shares acquired without resolution of the general meeting, where they are disposed of on the regulated market on which they are listed."



3/ After above-mentioned new Article 44 in the Articles of Association a new Article 45 concerning acquisition and disposal of own shares in case of threatening serious loss be added that shall run as follows:

“ARTICLE 45 – ACQUISITION AND DISPOSAL OF OWN SHARES IN CASE OF A THREATENING SERIOUS LOSS

The Board of Directors is authorised to decide to acquire own shares in accordance with Article 620, §1, third paragraph of the Companies Code, without prior resolution of the general meeting, if this acquisition is necessary to avoid the company suffering a threatening serious loss.

The Board of Directors is authorised to decide to dispose of own shares in accordance with Article 622, §2, second paragraph, 2° of the Companies Code, without prior resolution of the general meeting, if this disposal is necessary to avoid the Company suffering a threatening serious loss.

Above-mentioned authorisations, in case of a threatening serious loss, apply for a period of three years counting from the publication of the amendment of the Articles of Association dated 20 April 2009 in the Annexes to the Belgian Official Journal.”

15. Granting of authorisations to the Board of Directors and to the executing notary.

Proposal for resolution: The general meeting give a mandate to the Board of Directors for the execution of the decisions taken concerning all the above agenda points and to the executing notary for the drawing up and deposit of a coordinated version of the Articles of Association together with the deposit of the deed.

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

- take part in the aforementioned extraordinary 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:
...../...../2009.

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