

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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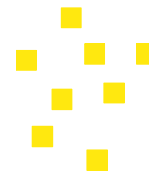
Hereinafter referred to as "the proxy".

To whom he grants proxy to participate on his behalf, with all the shares that he possesses, in the **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 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 2008.
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 2008.
***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 2008, 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 2008 are then approved.*
6. Appropriation of result.



Proposal for resolution: The ordinary result is EUR 10.196.172,38. Including the result carried forward from 2007 the total result to be appropriated for 2008 is EUR 40.925.422,28.

It is proposed that this result be divided as follows:

- result to be carried forward: EUR 3.024.213,94
- addition to other reserves: EUR 12.944.727,93
- payment of gross dividends: EUR 25.956.480,41

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. Resignation of independent director.

Proposal for resolution: The meeting accepts the resignation of Triakon NV, with Mr Lucien De Schampheleere as permanent representative, as independent director of the company with effect from the date of the 2009 annual meeting.

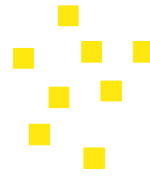
10. Appointment of independent director.

Proposal for resolution: The meeting decides to appoint as new independent director of the Company Mrs Jenny Claes, 2820 Bonheiden, Kerseleersveld 10, with effect from today until after the annual meeting to be held in 2013. She is appointed as independent director within the meaning of Article 526B of the Companies Code. The said director is not affected by any incompatibility under the law, including the independence criteria contained in Article 526B of the Companies Code, and is not in a position that could jeopardise her independence. Mrs Claes is also independent director of Epiq NV, with registered office in 3980 Tessenderlo, Transportstraat 1, RPR Hasselt 0436.764.274, a company that is indirectly controlled by Mr Roland Duchâtelet, also director and (in)directly shareholder of the Company. The general meeting confirms that this mandate of independent director does not infringe the independence criteria of Article 526B of the Companies Code and, more generally, does not jeopardise the independence of Mrs Claes with regard to the Company. The said director shall receive a remuneration in accordance with the corporate governance charter and the articles of association for the exercise of her mandate as independent director.

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:
...../...../2009.

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