

**MELEXIS**  
**PUBLIC LIMITED COMPANY PURSUANT TO BELGIAN LAW**  
**THAT MAKES A PUBLIC APPEAL TO THE SAVINGS OF THE GENERAL PUBLIC**  
Rozendaalstraat 12, 8900 Ypres  
Ypres Register of Juristic Persons 0435.604.729  
(the "Company")

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## Invitation to Ordinary and Extraordinary General Meeting of Shareholders

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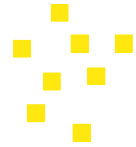
The Board of Directors of MELEXIS NV hereby invites shareholders to attend the **Ordinary General Meeting** to be held on **Monday 20 April 2009 at 11.00 hrs** together with an **Extraordinary General Meeting** that begins at **10.30 hrs**.

These Meetings will take place at Melexis NV, Rozendaalstraat 12, 8900 Ieper.

### 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 Schamphelaere 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.

## AGENDA FOR THE EXTRAORDINARY GENERAL 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:**

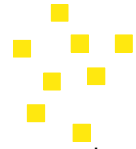
Paragraphs 1 to 3 of Article 21 of the Articles of Association be amended and replaced in full by the following provisions:

*“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.

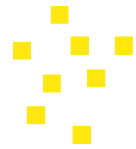
10. Granting to the Board of Directors of a new power concerning the purchase of own shares in accordance with Article 620, § 1, <sup>third</sup> paragraph of the Companies Code.

**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***

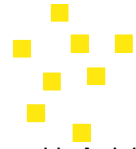
*In application of Article 622, §2, second paragraph, 1° of the Companies Code the Board of Directors has the right by virtue of Article 620, §1 of the Companies Code to dispose of the shares acquired without resolution of the general meeting, where they are disposed of on the regulated market on which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

## CONDITIONS OF ADMISSION AND PROVISION OF DOCUMENTS

In order to be able to take part in the General Meetings, holders of dematerialised shares are requested in accordance with Article 28 of the Articles of Association to deposit, at least 3 working days before the Meeting, a certificate delivered by the settlement house from which the non-availability of these shares for examination by the General Meeting is apparent, at the registered offices of the company or with Dexia Bank NV at Pachecolaan 44, 1000 Brussels.

Every shareholder may give written proxy to represent him/her at General Meetings. Shareholders can request the authorities drawn up by the Board of Directors by any method from the registered offices of the Company or download them from the website referred to below. The original signed authorities must be deposited at the registered offices in accordance with Article 29 of the Articles of Association at least 3 days before the Meeting.

From 3 April 2009 shareholders may, against submission of their security, obtain a free copy from the registered offices of the documents referred to in agenda items 1, 2 and 3 of the Ordinary General Meeting. These documents will be sent to who have satisfied the aforementioned formalities for admission to the Meeting no later than 7 days before the Meeting.

All relevant information relating to these General Meetings, including all documents mentioned in the agenda of the annual meeting and the draft text of the new Articles of Association and the mandates to be represented during this meeting, will be available on the website of the company [www.melexis.com](http://www.melexis.com) from 3 April 2009.

No special attendance quorum is required for deliberations and decisions relating to the items on the agenda of the Ordinary General Meeting.

In accordance with Articles 558, 559, 620 and 622 of the Law on Companies the Extraordinary General Meeting may only validly deliberate and decide if those present represent at least half the nominal capital.

On behalf of the Board of Directors

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***From April 3<sup>rd</sup> 2009 onwards, a translation into English of these invitations will be available on our website [www.melexis.com](http://www.melexis.com)***

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