



**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

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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 the shareholders to attend the **Ordinary General Meeting** to be held on **Friday 20 April 2012 at 11.00 hrs** together with an **Extraordinary General Meeting** that begins at **12.00 hrs**.

This meetings will take place at Melexis NV, Transportstraat 1, 3980 Tessenderlo.

### AGENDA GENERAL MEETING OF SHAREHOLDERS

1. Perusal of the annual report of the board of directors for the financial year closed on December 31<sup>st</sup>, 2011.
  2. Information on the Corporate Governance policy of the company and explanation of the Corporate Governance statement in the annual report of the board of directors, including the remuneration report.
  3. Perusal of the control report of the statutory auditor.
  4. Discussion and approval of the annual accounts and the consolidated annual accounts closed on December 31<sup>st</sup>, 2011.  
***Proposed resolution:** Subsequent to the perusal of the annual report and the report of the statutory auditor and after discussion of the annual accounts and the consolidated annual accounts closed on December 31<sup>st</sup>, 2011, the annual accounts closed on December 31<sup>st</sup>, 2011 are approved.*
  5. Allocation of the financial result.  
***Proposed resolution:** The ordinary result amounts to EUR 38.796.650,52. Including the result carried forward from the financial year ending on December 31<sup>st</sup>, 2010, the total result to be appropriated for the financial year ending on December 31<sup>st</sup>, 2011, amounts to EUR 41.253.101,72. It is proposed that this result be divided as determined in the annual accounts closed on December 31<sup>st</sup>, 2011, as follows:*
    - Result to be carried forward: EUR 15.307.985,72
    - Gross Dividend: EUR 24.948.080,40
    - Addition to other reserves: EUR 997.035,60
  6. Approval of the remuneration report.  
***Proposed resolution:** Subsequent to the information on the Corporate Governance policy of the Company, the president elaborates on all relevant Corporate Governance events that have occurred during the closed financial year. The president also gives further explanation on the Corporate Governance statement in the annual report of the board of directors and especially on the remuneration report. Thereupon the remuneration report of the financial year closed on December 31<sup>st</sup>, 2011 is approved.*
  7. Discharge of the directors.  
***Proposed resolution:** The directors are discharged for their mandate executed during the previous financial year. The president explains that there have been no actions during the previous financial year that concerned a breach of the articles of association or the Belgian Companies Code (BCC) as referred to in article 554 BCC.*
  8. Discharge of the statutory auditor.
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**Proposed resolution:** *The statutory auditor is discharged for its mandate executed during the previous financial year.*

9. Resignation of an independent director

**Proposed resolution:** *The meeting accepts the resignation of Mr. Steven R. Hix, residing at 3507 Northwest 14<sup>th</sup> Avenue, Camas, Washington 98607, United States of America, as independent director with effect as from April 21<sup>st</sup>, 2011.*

10. Appointment of a new independent director and determination of its remuneration

**Proposed resolution:** *The meeting decides to proceed to the appointment of a new independent director and appoints for this function, for a period with effect as from April 21<sup>st</sup>, 2011 and ending immediately after the ordinary general meeting of shareholders of 2014: Phix Focus Inc., with registered office at 600 SE Maritime Avenue, Vancouver, WA 98661, United States of America, with legal representative Mr. Steven R. Hix, aforementioned. The director will receive an annual remuneration of EUR 15,000.00 for this mandate.*

11. Raising of the remuneration of the independent directors

**Proposed resolution:** *The meeting approves the raising of the annual remuneration for each of the independent directors to EUR 15,000.00.*

## AGENDA FOR THE EXTRAORDINARY GENERAL MEETING

The references to the articles of the articles of association in the agenda hereinafter are the article numbers as included in the existing co-ordinated articles of association drawn up on 20 April 2009.

1. Cancellation of shares

- 1.1. Cancellation of 2,841,860 own shares held by the Company and cancellation and write off of the unavailable reserves built up following the purchase of shares of the company.  
1.2. Authorisation of the Board of Directors  
1.3. Amendment of article 5 of the articles of association.

**Proposed resolution:** *The meeting decided to cancel 2,841,860 own shares acquired and held by the Company and to cancel and write off the unavailable reserve that was built up when these shares were acquired . Consequently, the authorised capital is currently represented by 40,400,000 equal shares without nominal value. The general meeting gives all powers to the Board of Directors to execute this resolution and also to proceed with the material cancellation of the shares and the corresponding amendment of the register of shares. The second paragraph in article 5 of the articles of association is accordingly amended as follows: "It is represented by forty million four hundred thousand (40,400,000) equal shares without nominal value."*

2. Amendment to the articles of association following the legislation with regard to the exercise of certain rights of shareholders in listed companies.

- 2.1. Amendment of article 27 (CONVENING OF THE MEETING)

**Proposed resolution:** *Article 27 is substituted entirely by the following text: "ARTICLE 27 - CONVENING OF THE MEETING. The notices for a general meeting are made on behalf of the Board of Directors by the chairman, two directors, an ad hoc proxy or the auditors. They are made in accordance with the formalities and other regulations of the Belgian Company Code. The notices of the meeting specify the agenda, with specification of the items and the proposed resolution, and all other information obligatory by law."*

- 2.2. Amendment of article 28("ADMISSION").

**Proposed resolution:** *In article 28 the last paragraph regarding the definition of a working day is removed and the first two paragraphs are substituted entirely by the following text: "The right to participate in a general meeting and to exercise voting rights at such meeting will be granted only on the basis of the accounting registration of the registered shares of the shareholder, on the date of registration, either by means of their registration in the company's shareholders' register, or by means of their registration on the accounts of an authorised custody account keeper or clearing institution, regardless of the number of shares held by the shareholder on the day of the general meeting. The fourteenth day before the general meeting, at midnight (00.00 CET) is the date of registration. The shareholder informs the company or the appointed person, on the*



sixth (6th) day before the date of the general meeting at the latest that he wants to participate in the general meeting. The authorised custody account keeper or the clearing institution provides the shareholder with a certificate proving, depending on the circumstances, the number of dematerialised shares that are registered in the name of the shareholder on its accounts on the date of registration and for which the shareholder has declared its will to participate in the general meeting. The Board of Directors will keep a register for each shareholder that has notified the company of its wish to participate in the general meeting, which sets out its name and address or registered office, the number of shares held by the shareholder on the date of registration and for which he has declared his will to participate in the general meeting, as well as a description of the documents that prove that the shareholder held the shares on the date of registration.”

2.3. Amendment of article 29 ("REPRESENTATION").

**Proposed resolution:** Article 29 will be renamed and substituted entirely by the following text: “ARTICLE 29 – PARTICIPATION. Each shareholder may only appoint one person as proxyholder. Deviation is only possible in accordance with the applicable provisions of the Belgian Company Code. A person who acts as a proxyholder, may hold a proxy for more than one person. In case a proxyholder holds proxies for multiple shareholders, the proxyholder can vote differently for different shareholders. A proxyholder shall be appointed by a shareholder in writing or, if the notice of the meeting allows this, by means of an electronic form, signed by the shareholder, where applicable by means of an advanced electronic signature which meets the applicable legal requirements. Notification of the proxy to the company needs to be in writing. This notification may also be given electronically, to the e-mail address indicated in the notice of the meeting. The company needs to receive the proxy on the sixth (6th) day preceding the date of the meeting at the latest. The Board of Directors may decide that a model proxy (with voting instructions) needs to be used. In order to calculate the rules with regard to quorum and majority, only proxies that have been submitted by shareholders in accordance with the formalities that need to be fulfilled in order to be admitted to the meeting, as set out in article 28 of these articles of association and the Belgian Company Code, will be taken into account. In case of a potential conflict of interest as set out in the Belgian Company Code, between a shareholder and the proxyholder he appointed, the proxyholder must make known the facts that are important to the shareholder to assess whether there is any danger that the proxyholder has a personal interest other than the shareholder's interest and the proxyholder may only vote provided that for every item on the agenda he has specific voting instructions.”

2.4. Amendments of article 31 (“ADJOURNMENT”).

**Proposed resolution:** In article 31, first paragraph, the term of “three weeks” will be replaced by “five weeks”.

2.5. Amendment of article 33 ("DELIBERATION").

**Proposed resolution:** In article 33 the last paragraph regarding the method of voting is removed and the second paragraph is substituted entirely by the following text: “Directors answer the questions that are submitted to them during the meeting or in writing by shareholders with respect to their report or to the items on the agenda, in accordance with the provisions of article 540 of the Belgian Company Code. Auditors also answer the questions that are submitted to them during the meeting or in writing by shareholders with respect to their report, in accordance with the provisions of article 540 of the Belgian Company Code. If various questions relate to the same subject, the directors and auditors may give a single answer. As soon as the notice of the meeting has been published, the shareholders can ask the aforementioned questions in writing, in accordance with the provisions in question of the Belgian Company Code.”

3. New authorisations regarding the purchase and disposal of shares of the company.

3.1. Granting to the Board of Directors of a new power regarding the purchase of shares of the company in accordance with article 620, § 1, third paragraph of the Belgian Company Code.

3.2. Granting to the Board of Directors of a new power regarding the disposal of shares of the company in the context of article 622 § 2, first paragraph of the Belgian Company Code.

3.3. Amendment of article 45 of the articles of association.

**Proposed resolution:** The Board of Directors is granted a new power to acquire shares of the company without a prior resolution issued by the general meeting when the acquisition is necessary to prevent the company from suffering an imminent serious disadvantage. These powers apply for a period of 3 years starting from the date of notification of the amendment to the articles of association resulting from this resolution. Article 45 of the



articles of association is amended accordingly, more specifically in the last paragraph where “20 April 2009” is substituted by “20 April 2012”.

## FORMALITIES

In order to exercise their voting rights at the general meeting of shareholders and the extraordinary general meeting of shareholders, the shareholders have to comply with the following rules:

1. The right to add items to the agenda and to file resolution proposals

One or more shareholders holding together at least 3% of the share capital of the Company, may have items added to the agenda of the general meeting and the extraordinary general meeting of 20 April 2012 and may file resolution proposals in relation to items already on or to be added to the agenda, by written notification to the Company no later than Thursday **29 March 2012**. After receipt of such written notification the Company will publish a revised agenda on Thursday **5 April 2012**. Shareholders who would like to pursue this possibility, must comply with the instructions given on the website-address mentioned in paragraph 5 below.

2. Record date and notification

The right to attend and to vote at the general meeting and the extraordinary general meeting, is only granted to the shareholders whose shares are registered in their name no later than Friday **6 April 2012** at 24.00 hours (Belgium time) either by registration in the Company’s register of registered shares, or by registration on an account in their name with Dexia Bank Belgium NV, Pachecolaan 44, 1000 Brussel, Belgium. The shareholders whose shares are registered at the record date of Friday 6 April 2012, also have to notify the Company no later than Monday **16 April 2012** that they wish to attend the general meeting and the extraordinary general meeting, as follows:

- the owners of registered shares must complete the attendance form attached to their individual convocation and must notify this form to the Company no later than Monday 16 April 2012;
- the owners of non-material shares must provide the Company with a certificate, issued by Dexia Bank Belgium NV, Pachecolaan 44, 1000 Brussel, Belgium, demonstrating the number of non-material shares with which they want to attend.

3. Powers of attorney

Each shareholder can give a written power of attorney to be represented at the general meeting or the extraordinary general meeting of shareholders. The shareholders may request in any way the power of attorney prepared by the board of directors at the registered office of the Company or may download it from the website-address mentioned in paragraph 5 below. The originally signed power of attorneys must arrive at the registered office of the Company or the address mentioned in paragraph 5 below no later than Monday **16 April 2012**.

4. The right to ask questions

The shareholders can ask written questions to the board of directors prior to the general meeting and the extraordinary general meeting of 20 April 2012, by notifying such questions to the Company by no later than **Monday 16 April 2012**. Shareholders who would like to pursue this possibility, must comply with the instructions given on the website-address mentioned in paragraph 5 below.

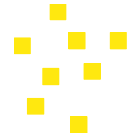
5. Notification and information

The mentioned terms for complying with the formalities to attend the general meeting and the extraordinary meeting have been set in accordance with the mandatory provisions of the Act of 20 December 2010 relating to the execution of certain rights of shareholders in listed companies.

All notifications to the Company in the framework of this convocation must be addressed to one of the following addresses:

Melexis NV  
Investor Relations  
Attn. Mr. Geert Reynders  
Transportstraat 1

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3980 Tessenderlo  
Telefax: +32 13 670 779  
E-mail: [investor@melexis.com](mailto:investor@melexis.com)

All required documents and additional information for purposes of the general meeting and the extraordinary general meeting are available for the shareholders on the address mentioned in this paragraph 5 or at the following website-address:

- [http://www.melexis.com/investor\\_info.aspx](http://www.melexis.com/investor_info.aspx)

The board of directors

