

[ONLY FOR TRANSLATION PURPOSES, THE SIGNED PROXY NEEDS TO BE IN DUTCH]

PROXY

The undersigned:

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:

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 Ieper under number 0435.604.729, with its registered office at Rozendaalstraat 12, 8900 Ieper.

This meeting will be held on 20/04/2012 at Transportstraat 1, 3980 Tessenderlo, with the following agenda:

AGENDA OF ANNUAL MEETING

1. Perusal of the annual report of the board of directors for the financial year closed on December 31st, 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 31st, 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 31st, 2011, the annual accounts closed on December 31st, 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 31st, 2010, the total result to be appropriated for the financial year ending on December 31st, 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 31st, 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 31st, 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.

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 14th Avenue, Camas, Washington 98607, United States of America, as independent director with effect as from April 21st, 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 21st, 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, afore-mentioned. 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.

This proxy is governed exclusively by Belgian law and subject to the sole jurisdiction of the courts of Antwerp.

Done at _____ on: _____/_____/2012.

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