

[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 extraordinary 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 the offices of Melexis Technologies, Transportstraat 1, 3980 Tessenderlo, with the following agenda:

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".*

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: _____/_____/2012.

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