



MELEXIS

PUBLIC LIMITED LIABILITY COMPANY
Rozendaalstraat 12, 8900 Ieper (Belgium)
Register Legal Persons Ieper 0435.604.729
(the "company")

Convocation to the ordinary general meeting of shareholders

The board of directors of MELEXIS NV is honoured to invite its shareholders to attend the ordinary general meeting that will be held on Monday April 22nd, 2013 at 11h00 am at the registered office of the company at Rozendaalstraat 12, 8900 Ieper (Belgium).

The official opening of the new building in Ieper will take place on the same day. You are kindly invited to participate in the activities that are organized in the afternoon. Please inform us when you wish to participate by sending an e-mail to investor@melexis.com. We will then provide you a detailed programme.

AGENDA ORDINARY GENERAL MEETING

1. Perusal of the annual report of the board of directors on the financial year 2012 including comments on the remuneration report included in the corporate governance statement.
2. Perusal of the control report of the statutory auditor on the financial year 2012.
3. Approval of the remuneration report on the financial year 2012.

Proposed resolution: *The general meeting approves the remuneration report on the financial year 2012.*

4. Perusal of the consolidated annual accounts on the financial year 2012.
5. Approval of the annual accounts on the financial year 2012 and allocation of the financial result.

Proposed resolution: *Subsequent to the perusal of the annual report and the report of the statutory auditor and after discussion of the annual accounts, the annual accounts on the financial year 2012 are approved.*

The ordinary result amounts to EUR 77,255,043.57. Including the result carried forward from the financial year 2011, the total result to be appropriated for the financial year 2012 amounts to EUR 92,563,029.29. The general meeting decides to allocate the result to be appropriated as determined in the annual accounts on the financial year 2012, as follows:

- *result to be carried forward: EUR 53,468,063.40*
- *gross dividend: EUR 26,260,000.00*
- *addition to other reserves: EUR 15,823,370.69*
- *withdrawal from reserves: EUR 2,988,404.80*

6. 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.*

7. Discharge of the statutory auditor.

Proposed resolution: *The statutory auditor is discharged for its mandate executed during the previous financial year.*



8. Resignation of two independent directors.

Proposed resolution: *The meeting accepts the resignation of the following independent directors, in accordance with article 526ter BCC and provision 2.3 of the Corporate Governance Code, with effect from today:*

- *Phix Focus Inc., with registered office at 600 SE Maritime Avenue, Vancouver, Washington 98661, United States of America, with legal representative Mr. Steven R. Hix, residing at 3507 Northwest 14th Avenue, Camas, Washington 98607, United States of America;*
- *Ms. Jenny Claes, residing at Kerseleerveld 10, 2820 Bonheiden, Belgium.*

The meeting thanks the resigning directors for the way they exercised their mandate, and for the contribution they have delivered to the development of the company.

9. Appointment of two new independent directors and determination of their remuneration.

Proposed resolution: *The meeting decides to proceed to the appointment of two new independent directors, in accordance with article 526ter BCC and provision 2.3 of the Corporate Governance Code, and appoints for this function, for a period of four years, with effect as from today and ending immediately after the ordinary general meeting of shareholders of 2017:*

- *Mr. Shiro Baba, residing at 4-9-17 Tokura 185-0003, Kokubunji, Tokyo, Japan;*
- *Procexcel BVBA, with registered office at Kerseleerveld 10, 2810 Bonheiden, Belgium, listed in the Register for Legal Persons of Mechelen with company number 845.762.695, with permanent representative Ms. Jenny Claes, aforementioned.*

From information available to the company and from information provided by both directors it appears that they satisfy the applicable requirements with respect to independence.

The directors will receive an annual remuneration of EUR 15,000.00 for this mandate.

10. Recognition of the end of the auditor mandate.

Proposed resolution: *The meeting takes note of the end of the 3-year mandate of BDO Bedrijfsrevisoren BV ovve CVBA, with registered office at Da Vincilaan 9 – bus E6, 1930 Zaventem, Elsinore Building – Corporate Village, listed in the Register for Legal Persons of Brussels with company number 431.088.289, with permanent representative Mr. Gert Claes, auditor, and this with effect as from today.*

11. Renewal of the mandate of the statutory auditor and determination of its remuneration.

Proposed resolution: *Following the proposal by the board of directors, the meeting decides to renew the mandate of BDO Bedrijfsrevisoren BV ovve CVBA, with registered office at Da Vincilaan 9 – box E6, 1930 Zaventem, Elsinore Building – Corporate Village, listed in the register for Legal Persons of Brussels with company number 431.088.289, as statutory auditor of the company for a period of three financial years, of which the first financial year is 2013, and ending immediately after the annual general meeting of shareholders of 2016 with regard to financial year 2015. Ms. Veerle Catry, auditor, having her office at Guldensporenpark 100, block K, 9820 Merelbeke, is appointed as permanent representative of the statutory auditor.*

The annual remuneration of the statutory auditor amounts to 32,210 EUR, excl. VAT. This amount is adjusted annually in relation to the index of consumer prices.

FORMALITIES

In order to exercise their voting rights at this general meeting, the shareholders have to comply with the following provisions:

I. Conditions of admission

In accordance with article 536, §2 BCC, shareholders are only admitted to the general meeting and can exercise their voting right when they meet the following two conditions:

1. Registration



The company has to be able to determine whether on **April 8th, 2013** at 24h00 (Belgian time) at the latest (“registration date”), a shareholder was in the possession of the number of shares he/she wishes to attend the general meeting with, either by registration in the company’s register of registered shares, or by registration on an account in their name with Belfius Bank NV, Pachecolaan 44, 1000 Brussels, Belgium for non-material shares.

2. Confirmation of attendance

The shareholders whose shares are registered at the registration date, also have to notify the company no later than **April 16th, 2013** at 17h00 (“notification date”) that they wish to attend the general meeting, as follows:

- the owners of registered shares must complete the attendance form attached to their individual convocation and must provide this form to the company no later than the notification date;
- the owners of non-material shares must provide the company with a certificate, issued by Belfius Bank Belgium NV, Pachecolaan 44, 1000 Brussels, Belgium, no later than the notification date, demonstrating the number of non-material shares they want to attend with.

Only persons who are shareholder of the company on the registration date and who have confirmed their attendance at the general meeting no later than the notification date, are entitled to attend and to vote at the general meeting.

II. 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 may file resolution proposals in relation to items already on or to be added to the agenda, by having a notification delivered to the company according to section V below no later than **March 31st, 2013**. After receipt of such written notification the company will publish a revised agenda no later than **April 7th, 2013**. More information about the aforementioned rights and their execution can be found on the website of the company mentioned in section V below.

III. The right to ask questions

The shareholders can ask written questions to the board of directors and/or the auditor prior to the general meeting by having such questions delivered to the company by written notification according to section V below by no later than **16 April 2013** at 17h00 (Belgian time). More information about the aforementioned right and its execution can be found on the website of the company mentioned in section V below.

IV. Power of attorney

Each shareholder can give a written power of attorney to be represented at the general meeting. A shareholder can only appoint one person as its representative. For the appointment of a representative the form prepared by the company has to be used. The originally signed power of attorneys must arrive at the registered office of the company or the address mentioned in section V below by no later than **April 16th, 2013** at 17h00 (Belgian time). Within the same delay such form may also be provided to the company by fax or e-mail under the condition that such notification is signed electronically in accordance with the applicable Belgian law. The power of attorney form can be downloaded from the website of the company mentioned in section V below or can be requested in writing from Mr. Geert Reynders or by e-mail to investor@melexis.com. The shareholders are requested to follow the instructions mentioned on the power of attorney form to be validly represented at the general meeting. Every appointment of a holder of a power of attorney has to occur according to the applicable Belgian law, moreover with regard to conflicts of interests and the keeping of a register.

V. Notification and information

The mentioned terms for complying with the formalities to attend the general meeting have been set in accordance with the mandatory provisions of the Belgian Companies Code.

All notifications to the company in the framework of this convocation have to be addressed to:



Melexis NV
Investor Relations
Attn. Mr. Geert Reynders
Transportstraat 1
3980 Tessenderlo
Telefax: +32 13 670 779
E-mail: investor@melexis.com

All required documents and additional information for purposes of the general meeting are available for the shareholders on the address mentioned in this paragraph 5 or the following website:
http://www.melexis.com/investor_info.aspx

The board of directors