



**MELEXIS**

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

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Convocation to the ordinary general meeting of shareholders

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The board of directors of MELEXIS NV is honored to invite its shareholders to attend the ordinary general meeting of shareholders that will be held on Monday April 20<sup>th</sup>, 2015 at 11h00 am at the registered office of the company at Rozendaalstraat 12, 8900 Ieper (Belgium).

**AGENDA ORDINARY GENERAL MEETING OF SHAREHOLDERS**

1. Perusal of the annual report of the board of directors for the financial year ending on December 31<sup>st</sup>, 2014, with explanation of the remuneration report that is included in the corporate governance statement.
2. Perusal of the control report of the statutory auditor regarding the financial year 2014.
3. Perusal of the consolidated annual accounts closed on December 31<sup>st</sup>, 2014.
4. Approval of the annual accounts closed on December 31<sup>st</sup>, 2014 with 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 and the consolidated annual accounts closed on December 31<sup>st</sup>, 2014, the annual accounts closed on December 31<sup>st</sup>, 2014 are approved.*

*The ordinary result amounts to EUR 5.535.981,11. Including the result carried forward from the financial year ending on December 31<sup>st</sup>, 2013, the total result to be appropriated for the financial year ending on December 31<sup>st</sup>, 2014, amounts to EUR 469.711.966,50. It is proposed that this result be allocated as determined in the annual accounts closed on December 31<sup>st</sup>, 2014, as follows:*

- *Result to be carried forward: EUR 429.311.966,50*
- *Gross Dividend: EUR 40.398.215,00*
- *Addition to other reserves: EUR 1.785,00*

5. Approval of the remuneration report regarding the financial year 2014.

***Proposed resolution:*** *The general meeting approves the remuneration report regarding the financial year 2014.*

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. Appointment of independent director and determination of the remuneration

**Proposed resolution:** *On advice of the nomination and remuneration committee the board of directors has decided on April, 22<sup>nd</sup> 2014 to co-opt the following director as new and independent director until the next general meeting of shareholders.*

*The meeting decides to proceed to the appointment of the following director, in accordance with article 526ter BCC and provision 2.3. and appendix A of the Corporate Governance Code, for a period of four years, with effect as from today and ending immediately after the ordinary general meeting of shareholders of 2018 :*

*- Ms. Martine Baelmans, residing at 3001 Leuven, Marie Popelinlaan 1;*

*From information available to the company and from information provided by the director it appears that she satisfy the applicable requirements with respect to independence.*

*The director receives an annual gross remuneration of EUR 15.000,00 for this mandate.*

## **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 7<sup>th</sup>, 2015** 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.

2. Confirmation of attendance

The shareholders whose shares are registered at the registration date, also have to notify the company no later than **April 14<sup>th</sup>, 2015** 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 30<sup>rd</sup>, 2015** at 17h00 (Belgian time). After receipt of such written notification the company will publish a revised agenda no later than **April 7<sup>th</sup>, 2015**. 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 **14 April 2015** 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 14<sup>th</sup>, 2015** 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 Mrs. Hilde Noels or by e-mail to [investor@melexis.com](mailto: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. Mrs. Hilde Noels  
c/o Transportstraat 1  
3980 Tessenderlo  
Belgium  
Phone : +32 13 670 779  
Telefax : +32 13 672 134  
E-mail: [investor@melexis.com](mailto: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](http://www.melexis.com/investor_info.aspx)

The board of directors