

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

PROXY ¹

The undersigned:

(full name and address of the shareholder)

Owner – joint owner – bare owner – usufructuary – pledgor – pledgee ²
(delete as appropriate)

of _____ registered shares – non material shares
(delete as appropriate)

of MELEXIS NV, with registered office at Rozendaalstraat 12, 8900 Ieper, listed in the register of legal persons of Ieper with company number 0435.604.729.

Herewith appoints as special proxy holder:

(name, place of birth, date of birth and address)

To whom he/she grants proxy to:

Participate on his/her behalf in the ordinary general meeting of shareholders that will be held on Wednesday April 20th, 2016 at 11h00 am at the **Novotel Ieper Centrum, Sint-Jacobsstraat 15, 8900 Ieper, Belgium**, with the following agenda:

AGENDA ORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Perusal of the annual report of the board of directors for the financial year ending on December 31st, 2015, 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 2015.
3. Perusal of the consolidated annual accounts closed on December 31st, 2015.
4. Approval of the annual accounts closed on December 31st, 2015 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 31st, 2015, the annual accounts closed on December 31st, 2015 are approved.*

The ordinary result amounts to EUR 8.032.977,66. Including the result carried forward from the financial year ending on December 31st, 2014, the total result to be appropriated for the financial year ending on December 31st, 2015, amounts to EUR 437.344.944,16. It is proposed that this result be allocated as determined in the annual accounts closed on December 31st, 2015, as follows:

- *Result to be carried forward: EUR 360.584.944,16*
- *Gross Dividend: EUR 76.756.608,50(*)*
- *Addition to other reserves: EUR 3.391,50*

() On a per share basis this represents a gross dividend for 2015 of EUR 1,90. Taking into account the gross interim dividend of EUR 1,30 per share paid in October 2015, a balance gross amount of EUR 0,60 will be payable as from April 28th, 2016. The Melexis shares will start trading ex coupon on April 26th, 2016 (opening of the market). The record date is April 27th, 2016 (closing of the market). The actual*

gross dividend amount (and, subsequently, the balance amount) may fluctuate depending on possible changes in the number of own shares held by Melexis on the dividend payment date.

5. Approval of the remuneration report regarding the financial year 2015.

Proposed resolution: *The general meeting approves the remuneration report regarding the financial year 2015.*

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. 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 Ms. Veerle Catry, auditor, and this with effect as from today.*

9. 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 2016, and ending immediately after the annual general meeting of shareholders of 2019 with regard to financial year 2018. 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 39.700 EUR, excl. VAT. This amount is adjusted annually in relation to the index of consumer prices.*

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

Voting instructions ordinary general meeting of shareholders

Complete your voting instructions here:

1. Perusal of the annual report of the board of directors on the financial year 2015, etc.
(does not involve a vote)
2. Perusal of the control report of the statutory auditor on the financial year 2015.
(does not involve a vote)
3. Perusal of the consolidated annual accounts on the financial year 2015.
(does not involve a vote)
4. Approval of the annual accounts on the financial year 2015 and allocation of the financial result.
 for against abstain

5. Approval of the remuneration report on the financial year 2015.

for against abstain

6. Discharge of the directors.

for against abstain

7. Discharge of the statutory auditor.

for against abstain

8. Recognition of the end of the auditor mandate

(does not involve a vote)

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

BDO Bedrijfsrevisoren BV ovve CVBA
Represented by Ms. Veerle Catry

for against abstain

Done at [location] on: [date]

Signature of the shareholder
(pre-ceeded by the hand-written words
"Good for proxy")

If the shareholder is not a natural person:

Name of the individual signatory:

Function:

who certifies being authorized to sign this proxy for and on behalf of the shareholder identified on page 1.

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

¹ This proxy is not a proxy solicitation and cannot be used in the cases contemplated by articles 548 and 549 of the Companies Code.

² In accordance with articles 9 and 29 of the articles of association the joint owners, the pledgers and pledges, the bare owners and usufructuaries of shares are requested to appoint one single proxy holder.