

MELEXIS

Public limited liability company

Rozendaalstraat 12, 8900 Ieper (Belgium)
Register Legal Persons Ghent, division of Ieper 0435.604.729
(the “company”)

Convening of the annual shareholders’ meeting

The board of directors of MELEXIS NV is honoured to invite its shareholders to attend the annual shareholders’ meeting that will be held on Thursday April 20th, 2017 at 11h00 am at the **Novotel Ieper Centrum, Sint-Jacobsstraat 15, 8900 Ieper, Belgium.**

AGENDA ANNUAL SHAREHOLDERS’ MEETING

1. Annual report of the board of directors for the financial year ending on December 31st, 2016, including the explanation of the remuneration report that can be found in the corporate governance statement.
2. Control report of the statutory auditor regarding the financial year 2016.
3. Consolidated annual accounts for the financial year ending on December 31st, 2016.
4. Approval of the annual accounts for the financial year ending on December 31st, 2016 with allocation of the financial result.

Proposed resolution: *Subsequent to the examination of the annual report and the report of the statutory auditor and to the discussion of the annual accounts and the consolidated annual accounts for the financial year ending on December 31st, 2016, the annual accounts for the financial year ending on December 31st, 2016 are approved.*

The ordinary result amounts to EUR 5.642.996,15. Including the result carried forward from the financial year ending on December 31st, 2015, the total result to be appropriated for the financial year ending on December 31st, 2016, amounts to EUR 366.227.940,31. It is proposed that this result be allocated as determined in the annual accounts closed on December 31st, 2016, as follows:

- *Result to be carried forward: EUR 285.427.940,31*
- *Gross Dividend: EUR 80.796.430,00 (*)*
- *Addition to other reserves: EUR 3.570,00*

() On a per share basis this represents a gross dividend for 2016 of EUR 2,00. Taking into account the gross interim dividend of EUR 1,30 per share paid in October 2016, a balance gross amount of EUR 0,70 will be payable as from April 28th, 2017. The Melexis shares will start trading ex coupon on April 26th, 2017 (opening of the market). The record date is April 27th, 2017 (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 2016.
Proposed resolution: *The general meeting approves the remuneration report regarding the financial year 2016.*
6. Discharge from liability to the directors.
Proposed resolution: *The directors and their permanent representatives are discharged from liability for their mandate executed during the previous financial year.*
7. Discharge from liability to the statutory auditor.
Proposed resolution: *The statutory auditor is discharged from liability for its mandate executed during the previous financial year.*
8. Appointment of the statutory auditor and determination of its remuneration.
Proposed resolution: *Following the proposal by the board of directors, in line with the recommendation and preference made by the audit committee in application of article 16, §2 and §5 of the Regulation No 537/2014, the meeting decides to appoint the firm PwC Reviseurs D'Entreprises/Bedrijfsrevisoren, with registered address at 1932 Sint-Stevens-Woluwe, Woluwedal 18, as statutory auditor of the company for a period of three financial years, of which the first financial year is 2017, and ending immediately after the annual general meeting of shareholders of 2020 with regard to financial year 2019. Mrs Sofie Van Grieken, registered auditor, and Mr. Koen Vanstraelen, registered auditor, are appointed as permanent representatives of the statutory auditor. The statutory auditor's annual fee amounts to EUR 42.500,00 (plus VAT, out-of-pocket expenses and the IRE/IBR fee) and is subject to annual adjustment based on the consumer price index or as agreed between the parties.*
9. Re-appointment of two independent directors and determination of their remuneration
Proposed resolution: *The meeting decides to proceed to the re-appointment of two independent directors, in accordance with article 526ter BCC and provision 4 of the Corporate Governance Code, , for a period of four years, with effect as from today and ending immediately after the annual shareholders' meeting of 2021:*
 - *Mr. Shiro Baba, residing at 4-9-17 Tokura 185-0003, Kokubunji, Tokyo , Japan;*
 - *Procexcel BVBA, with registered office at Kerseleerveld 10, 2820 Bonheiden, Belgium, listed in the Register for Legal Persons of Antwerpen, division of Mechelen with company number 0845.762.695, with permanent representative Ms. Jenny Claes, residing at Kerseleerveld 10, 2820 Bonheiden, Belgium.*

The directors will receive an annual gross remuneration of EUR 15.000,00 for this mandate.
10. Resignation of Mr. Rudi De Winter as non-executive director of the Board.

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 order to be admitted and to exercise their voting rights on the annual shareholders' meeting, the shareholders of the company must comply with Article 536, §2 BCC and the articles of association of the company, and fulfil the following two conditions:

1. Registration

The company has to be able to determine whether on **April 6th, 2017** at 24h00 (Belgian time) ("**Registration Date**"), a shareholder was in the possession of the number of shares he/she wishes to attend the annual shareholders' meeting with, either by registration in the company's register of registered shares, or via registration in the accounts of a certified account holder or relevant settlement institution for dematerialized shares. The settlement institution, a certified account holder or financial intermediary must issue a certificate to the holder of dematerialized shares, confirming the number of dematerialized shares registered on April 6th, 2017 at 24h00 (Belgian time).

2. Confirmation of attendance

The shareholders whose shares are registered at the Registration Date, also have to notify the company no later than **April 14th, 2017** at 17h00 ("**Notification Date**") that they wish to attend the annual shareholders' 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 dematerialized shares must provide the company with a certificate, issued by their respective certified account holder or relevant settlement institution, no later than the Notification Date, confirming the number of 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 annual shareholders' meeting no later than the Notification Date, are entitled to attend and to vote at the annual shareholders' meeting.

II. The right to add items to the agenda and to file resolution proposals

Shareholders who alone or together with other shareholders hold at least 3% of the share capital of the company have the right to put additional items on the agenda of the annual shareholders' meeting and to table draft resolutions in relation to items that have been or are to be included in the agenda. Shareholders wishing to exercise this right, will have to deliver a notification to the company according to section V below no later than **March 29th, 2017** at 17h00 (Belgian time). After receipt of such written notifications the company will publish a revised agenda no later than **April 5th, 2017**. 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

Each shareholder has the right to ask questions to the directors and/or the auditor prior to the annual shareholders' meeting. Questions can be asked during the meeting or can be submitted in writing prior to the meeting. Written questions must be delivered by notification according to section V below by no later than **April 14th, 2017** 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 annual shareholders' meeting. A shareholder can only appoint one person as its representative. The shareholders who wish to be represented by means of a power of attorney, are requested to use the form therefore prepared by the board of directors which is made available at 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. The originally signed power of attorneys must reach the company by mail at its registered office or the address mentioned in section V below by no later than **April 14th , 2017** at 17h00 (Belgian time). In addition, the form may also be provided to the company, within the same timing, by fax or e-mail under the condition that such notification is signed electronically in accordance with the applicable Belgian law. 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

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: <https://www.melexis.com/en/investors/share-information/shareholders-meetings>

The board of directors