

- FOR TRANSLATION PURPOSES ONLY -

## MELEXIS

Public limited liability company

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

## MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS HELD ON THURSDAY APRIL 20th, 2017 AT THE NOVOTEL IEPER CENTRE, SINT-JACOBSSTRAAT 15, 8900 IEPER

The meeting is opened at 11h00 CET under the chairmanship of Mr. Roland Duchâtelet, Chairman of the Board of Directors.

### Language

The Chairman notes that, in accordance with the Law, Dutch is the official language of the meeting. He invites the persons who do not speak this language to express themselves in English.

### Bureau

In accordance with Article 30 of the Articles of Association is appointed as secretary of the meeting: Ms. Cindy MISCORIA , who works in the Company as General Counsel.

Are appointed as recorders of the votes:

Ms. Karen VAN GRIENSVEN, who is CFO of the Company;

The other present Directors complete the Bureau, being Ms. Françoise CHOMBAR, Procexcel BVBA, represented by Ms. Jenny CLAES, Mr. Shiro BABA and Ms. Martine BAELMANS.

### Verifications by the Bureau – Attendance list

The Chairman reports to the meeting about the verifications and conclusions made by the Bureau during and after the fulfillment of the registration formalities by the participants, in view of the composition of the meeting:

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I. The convocation to this General Meeting has been published as follows:

- ✔ by means of an announcement published in:
  - ✔ the Belgian Official Journal on 17 March 2017;
  - ✔ De Tijd on 17 March 2017.
- ✔ by means of media that may reasonably be relied upon for the effective dissemination of information to the public throughout the European Economic Area and that is accessible fast and on a non-discriminatory basis, i.e. by press announcement.
- ✔ by means of notification sent on 17 March 2017 by normal letter to the holders of registered shares as mentioned in Article 533 of the Belgian Companies Code and by e-mail to the Directors and the Statutory Auditor of the Company.

II. The convocation mentioned sub I, as well as all other information mentioned in Article 533bis, §2, of the Belgian Companies Code, has been made available for the shareholders on the website of the Company [www.melexis.com](http://www.melexis.com) without interruption as of 17 March 2017 until today. This information will remain available on the website for a period of five (5) years as of today.

III. The Company hasn't received any notices from shareholders holding alone or together at least 3% of the share capital of the Company that wished to make use of their right to have items added to the agenda or to file resolution proposals in relation to items already on or to be added to the agenda in accordance with Article 533ter of the Belgian Companies Code. Consequently the agenda as included in the convocation mentioned sub I remained unchanged.

IV. The Bureau has concluded and informs the Meeting:

- ✔ that all shareholders mentioned on the attendance list have timely complied with the provisions of Article 536, §2 of the Belgian Companies Code and the Articles of Association in order to be admitted to the Meeting,
  - ✔ that all proxies that have been presented comply with the provisions of Article 547bis, §§1 and 2 of the Belgian Companies Code and have been timely received by the Company. None of the proxy holders appointed in the proxies has a capacity as mentioned in Article 547bis, §4 of the Belgian Companies Code that could cause a potential conflict of interest between an appointed proxy holder and the shareholder that he represents, except for Mr. DUCHATELET Roland and Ms. VAN GRIENSVEN Karen, aforementioned, who declare to have a position in the Company as director, respectively manager with leading responsibility, as mentioned before after their name, and who declare having received specific voting instructions for each and every item on the agenda;
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- ✔ that the Articles of Association of the Company do not give the shareholders the opportunity to participate in the Meeting by means of an electronic communication tool made available by the Company as mentioned in Article 538bis of the Belgian Companies Code, nor allow to vote at distance prior to the Meeting by letter or electronically by means of a form made available by the Company as described in Article 550 of the Belgian Companies Code.

The accuracy of these facts is examined by the Meeting and acknowledged as being correct. Therefore all shareholders mentioned on the attendance list, including all proxy holders appointed in the submitted proxies, are admitted to the Meeting to participate in the deliberation and voting over the items on the agenda of the Meeting.

Subsequently the Meeting approves the attendance list as determined by the Bureau in its entirety as well as all attached private proxies that have been presented to the Bureau, and also approves the proxy holders appointed in these proxies. To the extent necessary each and every potential nullity in the proxies submitted to the Bureau, in form or for any other reason, is explicitly waived.

From the attendance list it appears that 214 shareholders are present or represented with a total of 31.345.380 shares.

V. The share capital of the Company amounts to five hundred sixty four thousand eight hundred thirteen euro and eighty six eurocent (EUR 564.813,86), represented by forty million four hundred thousand (40.400.000) shares without nominal value mentioned.

VI. All the shares of the Company are voting shares and each share is entitled to one (1) vote, except for thousand seven hundred eighty five (1.785) shares that have been acquired by the Company itself and three hundred forty four thousand three hundred fifty six (344.356) shares that have been acquired by the limited liability company “Melexis Technologies”, Register of Legal Entities of Hasselt 0467.222.076, with registered office at 3980 Tessenderlo, Transportstraat 1, which is an indirect controlled subsidiary of the Company, and which shares to date are still held in possession by the Company respectively by its indirectly controlled subsidiary, and because of which their voting rights are currently suspended.

VII. No bonds, warrants or certificates have been issued.

VIII. As of the publication of the convening notice until April 14th, 2017, the company received no written questions of shareholders that wished to make use of their preliminary right to ask questions according to Article 540, last paragraph, of the Belgian Companies Code. The Chairman and the Managing Director answer those written questions as well as the oral questions that are asked by the shareholders to the Board of Directors during the meeting.

IX. The convening formalities were therefore complied with according to the abovementioned applicable legal provisions.

The Meeting confirms this explanation by the Chairman and proceeds with the discussion of the agenda.

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The Chairman explains the general policy of the Company and the group in a global context.

Thereupon the Chairman gives the floor to Ms. Françoise Chombar, managing director, who draws attention to a few key points of the annual report of the Board of Directors on the financial year 2016.

The Chairman, who is also Chairman of the Nomination and Remuneration Committee, subsequently clarifies to the Meeting the remuneration report, which is part of the corporate governance statement in the annual report of the Board of Directors.

The Chairman further records that the Meeting abandons to have the annual report of the Board of Directors and the audit report of the Statutory Auditor read. Except for the remuneration report, neither of both reports require a decision.

X. Said Meeting was convened to deliberate and to decide upon the following **AGENDA AND RESOLUTION PROPOSALS AS MENTIONED IN THE CONVENING NOTICE REFERRED TO SUB I:**

1. Perusal of the annual report of the board of directors for the financial year ending on December 31st, 2016, 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 2016.
3. Perusal of the consolidated annual accounts for the financial year ending on December 31st, 2016.
4. Approval of the annual accounts and other documents to be deposited in accordance with the Companies Code 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 other documents to be deposited in accordance with the Companies Code and the consolidated annual accounts for the financial year ending on December 31st, 2016, the annual accounts and other documents to be deposited in accordance with the Companies Code 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*

Number of shares with a valid vote:	40.053.859
Number of valid votes cast:	31.345.380
Number of votes for:	31.345.380
Number of votes against:	0
Number of abstentions:	0

The Board confirmed as far as necessary the appropriate data as previously been announced by press release and include the following: ex coupon: 25/04/2017, Record date: 26/04/2017, payment date : 27/04/2017.

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.*

Number of shares with a valid vote:	40.053.859
Number of valid votes cast:	31.345.380
Number of votes for:	28.518.960
Number of votes against:	2.286.351
Number of abstentions:	540.069

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.*

Number of shares with a valid vote:	40.053.859
Number of valid votes cast:	31.345.380
Number of votes for:	31.323.680
Number of votes against:	21.700
Number of abstentions:	0

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.*

Number of shares with a valid vote:	40.053.859
Number of valid votes cast:	31.345.380
Number of votes for:	31.323.680
Number of votes against:	21.700
Number of abstentions:	0

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.

Number of shares with a valid vote:	40.053.859
Number of valid votes cast:	31.345.380
Number of votes for:	31.345.380
Number of votes against:	0
Number of abstentions:	0

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.

Number of shares with a valid vote:	40.053.859
Number of valid votes cast:	31.345.380
Number of votes for:	30.920.584
Number of votes against:	413.242
Number of abstentions:	11.554

10. Resignation of Mr. Rudi De Winter as non-executive director of the Board.

It is explicitly confirmed and recorded that for all the above mentioned decisions each proxy holder has voted according to the voting instructions of the shareholder that appointed him. The Company will keep a joint register of the voting instructions on behalf of all proxy holders and will keep such register at its registered office in view of the compliance with the information duty towards the shareholders according to Article 547bis, §3, of the Belgian Companies Code.

Closing of the Meeting

There being no other items on the agenda, this annual meeting is closed by the Chairman at 12h10.

After reading, the members of the Bureau and the shareholders who request to do so, sign the minutes.