

- 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 Tuesday May 12th, 2020 at Melexis, Rozendaalstraat 12, 8900 Ieper, Belgium

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;

Ms. Valerie KERFS, who is Corporate Assistant of the Company;

Ms. Françoise CHOMBAR, director, completes the Bureau.

Mr. Geert Reynders, Investor Relations, is also present to answer any questions from the shareholders.

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:

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

- ✔ by means of an announcement published in:
 - ✓ the Belgian Official Journal on 10 April 2020;
 - ✓ De Standaard on 10 April 2020.

- ✔ 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 a publication of the convocation, proxies and rights of the shareholders on the website of the company and through e-mail with all required documentation attached to all people subscribed to the Investor Relations distribution list;

- ✔ by means of publication of the convocation on the platform (STORI) of the competent Supervisor, which is FSMA;

- ✔ by means of notifications sent on 10 April 2020 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 (Article 7:129 of the Belgian Code on Companies and Associations), has been made available for the shareholders on the website of the Company www.melexis.com without interruption as of 10 April 2020 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 (Article 7:130 of the Belgian Code on Companies and Associations). 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 (Article 7:134 of the Belgian Code on Companies and Associations) and the Articles of Association which have to be complied with 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 (Article 7:143 of the Belgian Code on Companies and Associations) 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 (Article 7:143 of the Belgian Code on Companies and Associations) that could

cause a potential conflict of interest between an appointed proxy holder and the shareholder that he represents, except for Ms. CHOMBAR Françoise, Mr. DUCHATELET Roland and Ms. VAN GRIENSVEN Karen, aforementioned, who declare to have a position in the Company as directors, respectively Chief Financial Officer, as mentioned before after their name, and who declare having received specific voting instructions for each and every item on the agenda;

- ☑ that the Company requested the shareholders to participate in the Meeting by means of an electronic communication tool made available by the Company and allows to vote at distance prior to the Meeting by letter by means of a form made available by the Company but that the Company does not offer the opportunity to shareholders to or vote electronically at the meeting itself.

The accuracy of these facts has been 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, were 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. This approval is provided with unanimity.

From the attendance list it appears that 151 shareholders are present or represented with a total of 30,261,815 shares.

V. The share capital of the Company amounts to five hundred sixty-four thousand eight hundred thirteen euro and eighty-six eurocents (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 one 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. The convening formalities as stated in the applicable legal provisions were correctly observed.

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

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

Thereupon the Chairman gives the floor to Ms. Sofie Van Grieken, auditor, who shortly explains the audit report.

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 2019.

IX. The Chairman invites the attendees who wish to do so to ask questions in relation to the items on the agenda. Ms. Françoise Chombar and Ms. Karen van Griensven will treat the oral questions.

In the period between the publication of the convening notice and April 20th, 2020, the company received no written questions of shareholders who wish to make use of their preliminary right to ask questions according to Article 540, last paragraph, of the Belgian Companies Code (Article 7:139, last paragraph, of the Belgian Code on Companies and Associations).

X. Present 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. Acknowledgement and explanation of the annual report of the board of directors regarding the statutory annual accounts for the financial year ended on December 31st, 2019, with explanation of the remuneration report that is included in the corporate governance statement.

The Chairman records that the meeting refrains from having the annual report of the board of directors and the audit report of the auditor read. With the exception of the remuneration report, neither of both reports require a decision.

2. Acknowledgement and explanation of the statutory auditor's report regarding the statutory annual accounts for the financial year ended on December 31st, 2019.

This agenda item does not have to be approved by the shareholders.

3. Acknowledgement and explanation of the consolidated annual accounts, the report of the board of directors and the statutory auditor's report with regard to the consolidated annual accounts for the financial year ended on December 31st, 2019.

This agenda item does not have to be approved by the shareholders.

4. Approval of the statutory annual accounts and other documents to be deposited in accordance with the Belgian Companies Code for the financial year ended on December 31st, 2019, with allocation of the financial result.

Resolution: Subsequent to the examination of the statutory annual report of the board of directors and the report of the statutory auditor and to the discussion of the statutory annual accounts, and other documents to be deposited in accordance with the Belgian Companies Code, and the consolidated annual accounts for the financial year ended on December 31st, 2019, the statutory annual accounts, and other documents to be deposited in accordance with the Belgian Companies Code, for the financial year ended on December 31st, 2019, are approved.

The ordinary result amounts to EUR 783,458,667.01. Including the result carried forward from the financial year ended on December 31st, 2018, the total result to be appropriated for the financial year ended on December 31st, 2019, amounts to EUR 911,202,562.88. The shareholders' meeting approves that this result be allocated as determined in the annual accounts closed on December 31st, 2019, as follows:

- Result to be carried forward: EUR 854,886,103.88
- Gross Dividend: 52,517,679.50 (*)
- Addition to other reserves: EUR 3,798,779.50

(*) On a per share basis this represents a gross dividend for 2019 of EUR 1.30. On 1 April 2020, the Board of Directors decided to propose to the annual shareholders' meeting to pay out over the result of 2019 a total dividend of 1.30 EUR gross per share, which was paid in October 2019 as interim dividend, meaning a final dividend will not be paid.

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| Number of shares with a valid vote: | 40,053,859 |
| Number of valid votes cast: | 30,261,013 |
| Number of votes for: | 29,368,151 |
| Number of votes against: | 882,428 |
| Number of abstentions: | 10,434 |

5. Approval of the remuneration report regarding the financial year ended on December 31st, 2019.

The Chairman subsequently clarifies why Melexis does not grant shares as part of the executive management's remuneration.

Resolution: The shareholders' meeting approves the remuneration report regarding the financial year ended on December 31st, 2019.

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| Number of shares with a valid vote: | 40,053,859 |
| Number of valid votes cast: | 30,261,013 |
| Number of votes for: | 26,193,536 |
| Number of votes against: | 4,064,877 |
| Number of abstentions: | 2,600 |

6. Approval of the remuneration policy.

Resolution: The shareholders' meeting approves the remuneration policy and will apply it in accordance with the provisions of the bill of parliament 0553/001 filed on October 4, 2019 in the Chamber and implementing the Second Shareholders Rights Directive (SRD II), the Belgian Code on Companies and Associations and the Belgian Corporate Governance Code 2020 (Code 2020).

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| Number of shares with a valid vote: | 40,053,859 |
| Number of valid votes cast: | 30,261,013 |
| Number of votes for: | 30,111,941 |
| Number of votes against: | 146,472 |
| Number of abstentions: | 2,600 |

7. Discharge from liability to the directors.

Resolution: *The directors and their permanent representatives are, by separate vote for each director, discharged from liability for their mandate executed during the financial year ended on December 31st, 2019.*

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| Number of shares with a valid vote: | 40,053,859 |
| Number of valid votes cast: | 30,261,013 |
| Number of votes for: | 30,110,158 |
| Number of votes against: | 133,500 |
| Number of abstentions: | 17,355 |

8. Discharge from liability to the statutory auditor.

Resolution: *The statutory auditor is discharged from liability for its mandate executed during the financial year ended on December 31st, 2019.*

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| Number of shares with a valid vote: | 40,053,859 |
| Number of valid votes cast: | 30,261,013 |
| Number of votes for: | 29,761,262 |
| Number of votes against: | 482,396 |
| Number of abstentions: | 17,355 |

9. Re-appointment of the statutory auditor and determination of their remuneration.

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 general meeting decides to appoint the firm BV PwC 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 2020, and ending immediately after the annual general meeting of shareholders of 2023 with regard to financial year 2022. 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 fee of fiscal year 2019 amounts to EUR 62,850.00 (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.*

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| Number of shares with a valid vote: | 40,053,859 |
| Number of valid votes cast: | 30,261,013 |
| Number of votes for: | 30,261,013 |
| Number of votes against: | 0 |
| Number of abstentions: | 0 |

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 (Article 7:143 of the Belgian Code on Companies and Associations).

Closing of the Meeting

There being no other items on the agenda, this annual meeting is closed by the Chairman at 11h48 CET.

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