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MELEXIS
PUBLIC LIMITED LIABILITY COMPANY
Rozendaalstraat 12, 8900 Ieper (Belgium)
Register Legal Persons Ieper 0435.604.729
(the "company")

MINUTES OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
HELD ON WEDNESDAY APRIL 20th, 2016 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:

- Mr. Lars RAEDSCHELDERS, who works in the Company as Legal Advisor.

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:

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

* by means of an announcement published in:

1. the Belgian Official Journal on 18 March 2016;
2. De Tijd on 18 March 2016.

* 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 18 March 2016 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 without interruption as of 18 March 2016 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 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



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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; ,

- 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 195 shareholders are present or represented with a total of 30.901.171 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, 2016, the company received five (5) 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.

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 2015.

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, 2015, with explanation of the remuneration report that is included in the corporate governance statement. 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.*

Number of shares with a valid vote:	40.053.859
Number of valid votes cast:	30.901.171
Number of votes for:	30.901.171
Number of votes against:	0
Number of abstentions:	0

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.*

Number of shares with a valid vote:	40.053.859
Number of valid votes cast:	30.901.171
Number of votes for:	28.160.232
Number of votes against:	2.351.692
Number of abstentions:	389.247

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.*

Number of shares with a valid vote:	40.053.859
Number of valid votes cast:	30.901.171
Number of votes for:	30.865.171
Number of votes against:	36.000
Number of abstentions:	0

7. Discharge of the statutory auditor.

Proposed resolution: *The statutory auditor is discharged for its mandate executed during the previous financial year.*

Number of shares with a valid vote:	40.053.859
Number of valid votes cast:	30.901.171
Number of votes for:	30.865.171
Number of votes against:	36.000
Number of abstentions:	0

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.*

Number of shares with a valid vote:	40.053.859
Number of valid votes cast:	30.901.171
Number of votes for:	30.901.171
Number of votes against:	0
Number of abstentions:	0



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It is explicitly confirmed and recorded that for all the abovementioned 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 12h37.

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