

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

**PROXY<sup>1</sup>**

The undersigned:  
(full name and address of the shareholder)

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Owner – joint owner – bare owner – usufructuary – pledgor – pledgee<sup>2</sup>  
(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)

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To whom he/she grants proxy to:

Participate on his/her behalf in the annual shareholders' meeting that will be held on Friday April 20th, 2018 at 11h00 at the Novotel Ieper Centrum, Sint-Jacobsstraat 15, 8900 Ieper, Belgium, with the following agenda:

**AGENDA ANNUAL SHAREHOLDERS' MEETING**

1. Annual report of the board of directors for the financial year ending on December 31st, 2017, 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 2017.
3. Consolidated annual accounts for the financial year ending on December 31st, 2017.

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<sup>1</sup> This proxy is not a proxy solicitation and cannot be used in the cases contemplated by articles 548 and 549 BCC.

<sup>2</sup> 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.

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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, 2017 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, 2017, the annual accounts and other documents to be deposited in accordance with the Companies Code for the financial year ending on December 31st, 2017 are approved.*

*The ordinary result amounts to EUR 9.378.533,19. Including the result carried forward from the financial year ending on December 31st, 2016, the total result to be appropriated for the financial year ending on December 31st, 2017, amounts to EUR 294.806.473,50. It is proposed that this result be allocated as determined in the annual accounts closed on December 31st, 2017, as follows:*

- *Result to be carried forward: EUR 209.966.473,47*
- *Gross Dividend: EUR 84.836.251,51 (\*)*
- *Addition to other reserves: EUR 3.748,52*

*(\*) On a per share basis this represents a gross dividend for 2017 of EUR 2,10. Taking into account the gross interim dividend of EUR 1,30 per share paid in October 2017, a balance gross amount of EUR 0,80 will be payable as from April 26th, 2018. The Melexis shares will start trading ex coupon on April 24th, 2018 (opening of the market). The record date is April 25th, 2018 (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 2017.

**Proposed resolution:** *The general meeting approves the remuneration report regarding the financial year 2017.*

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. Re-appointment of directors and determination of their remuneration

**Proposed resolution:** *The meeting decides to proceed to the re-appointment of the following directors for a period of four years, with effect as from today and ending immediately after the annual shareholders' meeting of 2022:*

- *Mr. Roland Duchâtelet, residing at Eduard Van Steenbergelaan 52, BE-2100 Antwerp;*
- *Mrs. Françoise Chombar, residing at Boektlaan 14, BE-3550 Heusden-Zolder*

*The directors will receive no remuneration for this mandate.*

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9. Re-appointment of independent director and determination of the remuneration

**Proposed resolution:** *The meeting decides to proceed to the re-appointment of one independent director, 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 2022:*

- *Mrs. Martine Baelmans, residing at Marie Popelinlaan 1, BE-3001 Leuven*

*The director will receive an annual gross remuneration of EUR 15.000,00 for this mandate.*

**VOTING INSTRUCTIONS ANNUAL SHAREHOLDERS' MEETING**

Complete your voting instructions here:

1. Annual report of the board of directors on the financial year 2017  
**(does not involve a vote)**

2. Control report of the statutory auditor on the financial year 2017  
**(does not involve a vote)**

3. Consolidated annual accounts on the financial year 2017  
**(does not involve a vote)**

4. Approval annual accounts for the financial year 2017 with allocation of the result

**for**                       **against**                       **abstain**

5. Approval remuneration report financial year 2017

**for**                       **against**                       **abstain**

6. Discharge liability directors

**for**                       **against**                       **abstain**

7. Discharge liability statutory auditor

**for**                       **against**                       **abstain**

8. Re-appointment directors and remuneration

**for**                       **against**                       **abstain**

9. Re-appointment independent director and remuneration

**for**                       **against**                       **abstain**

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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.