

MELEXIS

Public limited liability company

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

Convocation to the annual shareholders’ meeting

The board of directors of MELEXIS NV is honored to invite its shareholders to attend the annual shareholders’ meeting (the “Meeting”) that will be held on Tuesday May 12th, 2020 at 11h00 am at the statutory seat of the company, Rozendaalstraat 12, 8900 Ieper, Belgium.

Due to the outbreak of COVID-19, there will be no reception after the Meeting. Regardless of any relaxation of the measures by the government, shareholders are strongly encouraged to attend the Meeting virtually via the internet at www.melexis.com/en/investors. Shareholders who wish to attend the Meeting virtually are asked to provide their votes through a power of attorney before the Meeting.

Melexis believes in shareholder participation and is proud to offer this new way of attending the Meeting through the use of electronic means. However, it cannot be excluded that shareholders experience issues that are common to any such application.

ANNUAL SHAREHOLDERS’ MEETING AGENDA

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.

***Explanatory statement:** Pursuant to Articles 95-96 of the Belgian Companies Code (Articles 3:5 and 3:6 of the new Belgian Code on Companies and Associations), the directors have drafted an annual report in which they account for their management. This agenda item does not require a resolution of the shareholders.*

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

***Explanatory statement:** Pursuant to Articles 143-144 of the Belgian Companies Code (Articles 3:74 and 3:75 of the new Belgian Code on Companies and Associations), the statutory auditor has drafted a detailed report. This agenda item does not require a resolution of 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.

Explanatory statement: *The board of directors submits the consolidated annual accounts for discussion. Pursuant to Article 119 of the Belgian Companies Code (Article 3:32 of the new Belgian Code on Companies and Associations), the directors have drafted a report on the consolidated annual accounts. Pursuant to Article 148 of the Belgian Companies Code (Article 3:80 of the new Belgian Code on Companies and Associations), the statutory auditor has drafted a detailed report on the consolidated annual accounts. This agenda item does not require a resolution of 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.

Proposed resolution: *Subsequent to the acknowledgement and discussion of the reports of the board of directors and 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 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: EUR 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 would not be paid.*

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

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

6. Approval of the remuneration policy.

Proposed 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).*

7. Discharge from liability to the directors.

Proposed 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.*

8. Discharge from liability to the statutory auditor.

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

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

FORMALITIES

- I. Conditions of admission

In order to be admitted and to exercise their voting rights on the Meeting, the shareholders of the company must comply with Article 536, §2 of the Belgian Companies Code (Article 7:134, §2 of the new Belgian Code on companies and associations) 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 28th, 2020** at 24h00 CET ("**Registration Date**"), a shareholder was in the possession of the number of shares with which the shareholder wishes to attend the Meeting:

- by registration in the company's register of registered shares, or
- by registration in the accounts of a certified account holder or relevant settlement institution for dematerialized shares.

2. Confirmation of attendance

The shareholders whose shares are registered at the Registration Date, also have to notify the company no later than **May 6th, 2020** at 17h00 CET ("**Notification Date**") that they wish to attend the Meeting and whether they want to do so **in person or virtually**, 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 request their financial institution to inform Belfius Bank Belgium of their intention to attend the Meeting (via e-mail to vergad-assem@belfius.be), immediately and no later than the Notification Date mentioned below, confirming the total number of dematerialized shares registered in their name in their account on the Registration Date, with which the shareholders wish to attend to the annual meeting.

Only persons who are shareholders of the company on the Registration Date and who have confirmed their attendance at the Meeting no later than the Notification Date, are entitled to attend, speak and vote at the Meeting.

II. Virtual meeting attendance

Details on how to attend the Meeting virtually will be provided on the website of the company (www.melexis.com/en/investors).

If a shareholder wishes to attend the Meeting virtually, the company can request additional information such as a valid e-mail address, securities account and mobile phone number for authentication purposes.

Shareholders attending the Meeting virtually **are asked to provide their votes through a power of attorney before the Meeting** as there will be no functionality to vote electronically during the Meeting.

III. 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 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 VI below no later than **April 20th, 2020** at 17h00 CET. The company will confirm the receipt of such written notifications within 48 hours and will publish a revised agenda no later than **April 27th, 2020**. More information about the aforementioned rights and their execution can be found on the website of the company mentioned in section VI below.

IV. The right to ask questions

Each shareholder has the right to ask questions to the directors and/or the auditor prior to the 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 VI below by no later than **May 6th, 2020** at 17h00 CET. More information about the aforementioned right and its execution can be found on the website of the company mentioned in section VI below.

V. Power of attorney

Shareholders who do not wish to attend the Meeting, as well as shareholders who wish to attend the Meeting virtually, shall give a written power of attorney to be represented at the 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 and made available as mentioned in section VI below. The originally signed power of attorneys must reach the company by post at its registered office or the address mentioned in section VI below by no later than **May 6th, 2020** at 17h00 CET. In addition, the form may also be provided to the company, within the same timing, by 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, in particular with regard to conflicts of interests and the keeping of a register.

VI. Notification and information

In order to be admitted to the Meeting, proxy holders must be able to prove their identity by means of a valid ID card or passport.

All notifications to the company in the framework of this convocation have to be addressed to:

Melexis NV
Investor Relations
Attn. Ms. Valerie Kerfs
c/o Transportstraat 1
3980 Tessenderlo
Belgium
Phone : +32 13 670 779
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 VI or the following website: <https://www.melexis.com/en/investors/share-information/shareholders-meetings>

VII. Data protection

The company refers to its *“General policy on data processing and protection”*, available on its website <https://www.melexis.com/en/legal/privacy-policy>. For further questions or comments regarding this data to exercise or your rights as a data subject, please contact us at privacy@melexis.com.

The board of directors