



## Insider Trading Policy

**in accordance with the Belgian Corporate Governance Code 2009**

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## 1. Objectives

In the course of the daily business of the Company (as defined in Annex 1) some people that work for the Company have occasionally or regularly access to precise information that has not been made public, relating directly or indirectly to the Company or its Financial Instruments, and which would be likely to have a significant effect on the market price of those Financial Instruments or its derivatives if it would be made public (hereafter “Inside Information”)<sup>1</sup>.

Since one of the requirements for the proper functioning of the financial markets is the equal treatment of market participants, people who possess such Inside Information have to refrain from using this information to deal in Financial Instruments in order to avoid disruption of the financial markets.

The protection of the financial markets against the abuse of Inside Information and market manipulation is regulated in Belgium by the Act of 2 August 2002<sup>2</sup> and the Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (hereafter the “Market Abuse Regulation”), as well as the Delegated Regulations and Directives which further develop or modify the latter. To assure compliance with these legal provisions and the market rules of EURONEXT, and to uphold the reputation of the Company, it is therefore desirable to take a number of precautionary measures.

This Policy highlights some of the main principles with regard to insider trading and market manipulation. It establishes the framework in which the persons that work for the Company are permitted to deal in Financial Instruments. However, it does not contain an exhaustive overview of all applicable laws and regulations and does not contain legal advice on this matter. Compliance with this Policy does not relieve Insiders of their obligation to comply with the applicable laws and regulations.

## 2. Insider list

In accordance with article 18 of the Market Abuse Regulation the Company has to keep a list of any person who on a regular or occasional basis has access to Inside Information (hereafter “Insider List”).

Are considered to be a Regular Insider any person belonging to one of the categories defined in Annex 2.

Is considered to be an Occasional Insider: any person, other than a Regular Insider, who knows (e.g. by signing an individual secrecy covenant) or reasonably should know that the information he possesses is Inside Information that comes directly or indirectly (through another Occasional Insider) from a Regular Insider. Any Occasional Insider has to report his access to Inside Information immediately to the Compliance Officer.

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<sup>1</sup> The capitalised terms set out in this Policy have the meaning as defined in the Policy or in Annex 1 to this Policy.

<sup>2</sup> Act of 2 August 2002 relating to the supervision on the Financial sector and Financial services, B.S. 4 September 2002.

The Compliance Officer will update the Insider List regularly. The Insider List is kept for consultation for at least 5 years after being drawn up or updated. Any person whose name is added to the list will be personally notified thereof by the Compliance Officer and must acknowledge in writing being informed of the legal and regulatory duties entailed and the sanctions applicable to insider dealing and unlawful disclosure of inside information by means of the form attached as Annex 3. Such list is not publicly available, but can be provided to the FSMA when asked for.

Insiders have the obligation to notify the Compliance Officer promptly whenever there is a change in the reason why he or she is on the Insider List.

## 3. Prohibition to use Inside Information

### 3.1. Prohibited actions

Any Insider and any Associated Person is prohibited to:

- a) Trade, directly or indirectly, in Financial Instruments for its own account or for the account of other people when in possession of Inside Information. It is also prohibited to cancel or amend an order concerning a Financial Instrument when the order was placed before the person concerned possessed the Insider Information;
- b) Recommend or induce, on the basis of Inside Information, Trading in Financial Instruments to which the Inside Information relates or recommend or induce, on the basis of Inside Information, to cancel or amend an order concerning a Financial Instrument to which the Inside Information relates;
- c) Communicate Inside Information to outsiders, except in the ordinary course of such person's professional duties. It is also prohibited to pass on the aforementioned recommendations or inducements when the person disclosing the recommendation or inducement knows or ought to know that it was based on Inside Information.

Without prejudice to these general prohibitions of use of Inside Information in relation to any Financial Instrument, it is also prohibited for Insiders and Associated Persons to perform transactions related to Financial Instruments during any Closed Period and during any Prohibited Period of which he/she was notified (see Chapter 6.4).

### 3.2. Exceptions

In individual cases, when abuse of Inside Information can reasonably be excluded, the Board of Directors of the Company can make an exception to the restrictions during Closed and Prohibited Periods. The request for this exception must be submitted to the Compliance Officer in writing.

### 3.3. Inside Information

a) Information that has not been made public

Public information is information that is accessible without discrimination to all categories of investors in all countries where the Financial Instruments are traded or will be traded on a regulated market.

Inside Information only becomes public information after a certain time has lapsed since the disclosure of the information in order to give the public the possibility to assess whether it is reasonable to engage in a security transaction based on the new information.

b) Is precise

Information is regarded as being of a precise nature if it indicates a set of circumstances which exists or which may reasonably be expected to come into existence or an event which has occurred or which may reasonably be expected to occur, where it is specific enough to enable a conclusion to be drawn as to the possible effect of that set of circumstances or event on the price of the Financial Instruments or their derivatives. In this respect in the case of a protracted process that is intended to bring about, or that results in, particular circumstances or a particular event, those future circumstances or that future event, and also the intermediate steps of that process which are connected with bringing about or resulting in those future circumstances or that future event, may be deemed to be precise information.

c) relates directly or indirectly to the Company or one or several of its Financial Instruments

Not only internal information with regard to the Company, its activities or its Financial Instruments (e.g. distribution or increase of dividend) is considered to be Inside Information, but also external information on the relation between the Company and third parties (e.g. suppliers, investors,...).

d) would be likely to have a significant effect on the price of those Financial Instruments or its derivatives if it would be made public

Information is assumed to have a considerable effect on the price of the Financial Instruments or their derivatives, if the information is relevant and if a reasonably acting investor would probably use this information as a partial basis for his investment decisions.

## 4. Prohibitions on Market Manipulation

In addition to the prohibition of the use of Inside Information to its personal or others advantage, it is also prohibited for all Insiders and Associated Persons to:

a) enter into transactions, plac orders to trade or any other behaviour which:

- a. gives, or is likely to give, false or misleading signals about the supply of, demand for or price of one or more Financial Instruments; or

b. secures the price of one or more Financial Instruments at an abnormal or artificial level,

unless the Insider who entered into the transactions, placed the orders or engaged in any other behaviour, is able to show that his reasons for doing so are legitimate and conform with an accepted market practice as established in accordance with article 13 of the Regulation Market Abuse.

- b) enter into transactions, place orders to trade or any other activity or behaviour which affects or is likely to affect the price of one or several Financial Instruments which employs a fictitious device or any other form of fraud or deception;
- c) spread information or rumours via the media, including the internet, or by any other means, which gives or is likely to give false or misleading signals about the supply of, demand for, or price of Financial Instruments or is likely to secure the price of one or more Financial Instruments at an abnormal or artificial level, whereby the person in question knew or should have known that the information was false or misleading;
- d) transmitting false or misleading information or providing false or misleading inputs in relation to a benchmark where the person who made the transmission or provided the input knew or should have known that it was false or misleading, or any other behaviour which manipulates the calculation of a benchmark .

## 5. Sanctions

Acting in violation of the aforementioned provisions, or “making abuse of Inside Information” is sanctioned by criminal and administrative sanctions as imposed by the Act of 2 August 2002, as amended from time to time.

## 6. Precautionary measures

### 6.1. Confidentiality guidelines

The following guidelines establish procedures with which every Insider should comply in order to maximize the confidentiality of Inside Information:

- a) Declining any comment on the Company with respect to outside enquiries (from analysts, stock brokers, the press, etc.) and referring them immediately to the CFO as the responsible person designated by the Company;
- b) Using passwords to restrict access to Inside Information on the computer system;
- c) Using code names for sensitive projects;
- d) Restricting the copying of sensitive documents;
- e) Never leaving Inside Information unattended;

- f) Limiting access to particular physical areas where Inside Information is documented or discussed;
- g) Locking up Inside Information safely;
- h) Not discussing Inside Information in public such as elevators, hallways or restaurants or outside Melexis;
- i) Making sensitive documents as “Confidential”;
- j) If suited, maintaining a sign-out system for the persons who consult Inside Information;
- k) Maintaining and periodically reviewing the list of persons who have access to Inside Information and limiting access of especially sensitive information to persons on a need to know basis;
- l) Informing employees who are exposed to Inside Information of the sensitive nature of such information and the need to maintain confidentiality;
- m) In faxing Inside Information, verifying that you have the correct fax number and that someone with authorized access to the information will be present to receive it at the incoming fax machine.

The above guidelines are non-exhaustive. In concrete circumstances, all other necessary measures have to be taken. In case of doubt you have to contact the Compliance Officer.

## 6.2. Reporting of transactions to Compliance Officer

All Insiders or Associated Persons who wish to Trade Financial Instruments have to report their intention to the Compliance Officer in writing at least two exchange days before the transaction. In his/her report the Insider or Associated Person (i) will inform the Compliance Officer of the number of shares he/she would like to Trade and (ii) will confirm that he/she does not have any knowledge of any Inside Information.

Following such notification by the Insider or the Associated Person, the Compliance Officer can comment on the planned transaction and will inform the Insider or the Associated Person whether a Closed or Prohibited Period is in force.

In the event the Compliance Officer renders a negative advice, the Insider or respective Associated Person must consider this advice an explicit rejection of the transaction by the Company. In order to avoid that Inside Information would be communicated in the motivation of the negative advice, the negative advice of the Compliance Officer does not need to be motivated. The negative advice cannot be contested. The absence of negative advice from the Compliance Officer does not, however, detract from the application of the legal provisions as referred to above and does not mean the Compliance Officer approves the transaction. If the Compliance Officer does not respond within two (2) working days, the requested transaction is deemed to have received a negative advice.

The Insider or Associated Person can only execute the requested transaction if he/she receives a written approval (an e-mail counts as written proof) thereof from the Compliance Officer.

## 6.3. Reporting of transactions by Persons with Leading Responsibility to the FSMA and the Company

All members of the Board and all members of Executive Management<sup>3</sup> as well as their Associated Persons, have to inform the FSMA and the Company of all transactions for their own account relating to shares or debt instruments issued by the Company or to derivatives or other financial instruments linked thereto (including the acceptance of options on shares) or relating to the pledging or lending of financial instruments to secure a specific credit facility within 3 (three) working days after the execution of the transaction.

The aforementioned obligation to report transactions is only applicable to any subsequent transaction once a total amount of EUR 5,000 has been reached within a calendar year.

The total amount of the transactions consists of the sum of all transactions on the account of the Person with Leading Responsibility and their Associated Persons (without netting). The transactions must be notified by the relevant individual by means of a notification which must be performed via the website of the FSMA ([www.fsma.be](http://www.fsma.be)).

## 6.4. Closed Periods

At the end of each financial year the Compliance Officer will give notice of the Closed Periods for the following financial year<sup>4</sup>. Any changes thereto (as a result of changes in the financial year calendar or otherwise) in the course of the financial year will be notified to the Insiders.

The Insiders must instruct their wealth manager or any other person acting for their account to not perform a transaction during a Closed Period and must make sure that their Affiliated Persons to not perform a transaction during a Closed Period.

Any Insider and any Associated Person is allowed to trade Financial Instruments of the Company under the following cumulative conditions:

- if the trade of the Financial Instruments of the Company is not established during any Closed or Prohibited Period and,
- if the trade of the Financial Instruments of the Company is established without any knowledge of Inside Information,

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<sup>3</sup> All Senior Managers

<sup>4</sup> Closed periods available on intranet (Business Foundation / Finance / General / Global Policies / Insider Trading / notification closed periods)



## 7. Varia

### 7.1. Third parties

If an Insider or Associated Person has entrusted the management of his investment assets to a third party, the restrictions, limits and prohibitive clauses arising from the present rules shall also be adhered to by that third party, unless the Insider has entered into a written discretionary management agreement with that manager and, by virtue of that agreement, cannot exercise any influence on the management.

### 7.2. Compliance Officer

The signed agreements on this Policy should be submitted to the Compliance Officer, who is responsible for their administration. All questions relating to this agreement are submitted to and coordinated by him. The Compliance Officer shall also supervise the compliance with the present Policy.

### 7.3. Duration and area of application

The Insider shall remain subject to the provisions of the present Policy until six months after leaving the Company, for whatever reason.

The provisions of the Present policy shall apply, regardless of the capacity in which a transaction was carried out, directly or indirectly, on its own behalf or on behalf of a third party.

### 7.4. Legislation

The present Policy does not deviate from legislation relating to insider trading and market abuse. Should the Policy be in conflict with these legal rules, which may change from time to time, then the legal rules have priority and the conflicting provisions of the Policy are regarded as being non-existent.

### 7.5. Amendment

This Policy can be amended, entirely or in part, by the Board of Directors of the Company at any time. The Board of Directors will inform the Insiders of this, personally and in due course, and distribute amended copies of the Policy among the Insiders. It is the responsibility of the Insiders themselves to be informed of any changes in applicable law.

# Annex 1: Definitions

<b>Associated Person</b>	<p>a) the husband or wife of the Insider, or his/her partner who is legally regarded as being the equivalent of a husband or wife;</p> <p>b) children who are the legal responsibility of the Insider;</p> <p>c) other family members of the Insider who, on the date of the transaction in question, have been a member of the same household for at least one year;</p> <p>d) a legal person, trust or private company (i) the management responsibility of which lies with the Insider or with a person referred to under a), b) or c) above, (ii) which is directly or indirectly controlled by such a person, (iii) which is set up in favour of such a person or (iv) the economic interests of which are equivalent to those of such a person.</p>
<b>Closed Period</b>	<p>(i) the closed period starts at the earlier of (i) 30 calendar days before the publication of the annual results, six-monthly or quarterly reports of the Company or (ii) at the last working day of the last month of each quarter until and including the day of publication of the annual results, six-monthly or quarterly reports of the Company;</p> <p>(ii) the period of 30 calendar days preceding the publication of a prospectus relating to the issuance of shares of the Company, unless the audit committee shows that the decision period is shorter than 2 weeks, in which case this shorter period shall apply;</p> <p>(iii) the period of 30 calendar days after the purchase or the sale of Financial Instruments of the Company.</p>
<b>Company</b>	Melexis NV, having its registered office at 8900 Ieper, Rozendaalstraat 12, with enterprise number 0435.604.729 and its subsidiaries.
<b>Financial Instrument</b>	Any financial instrument as defined in article 4, paragraph 1, point 15 of the Directive 2014/65/EU to which inside information relates.
<b>Insider</b>	The Regular Insiders and the Occasional Insiders collectively.
<b>FSMA</b>	Financial Services and Markets Authority, with offices at Congresstraat 12-14, 1000 Brussels. <a href="http://www.fsma.be">www.fsma.be</a>
<b>Prohibited Period</b>	Each period, other than a Closed Period, as communicated by the Compliance Officer to the Insiders during which Trading is prohibited.
<b>Trade or Trading</b>	Any sale or purchase of, or agreement to sell or purchase, any Financial Instruments of the Company or related Financial Instruments.

## Annex 2: Regular Insiders

Are considered to be a Regular Insider:

All members of the Board of Directors  
All members of the Executive Management<sup>5</sup>  
All Manufacturing Managers  
All Site Managers  
All IP Managers  
All Global HR  
All Global Finance ( including Investor Relations and Legal)  
All Global Supply Chain  
All Global IT

Global Sales and Marcomm:

- All Sales Managers
- All Marketing Communications Manager
- All Key Account Managers

Business Units :

- All ( Senior) Product Line Managers
- All Product Managers
- All Marketing Managers
- All Business Development Managers

Quality:

- Failure Analyst Manager
- Product Quality Assurance Manager
- Quality Improvement Project Manager
- Global Supplier Quality Assurance Manager

Any person that may be added to the list of Regular Insiders by the Compliance Officer

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<sup>5</sup> All Senior Managers

# Annex 3: Insider Information Reporting Form

I,

First Name: \_\_\_\_\_

Surname(s): \_\_\_\_\_

Date of Birth (DD/MM/YYYY): \_\_\_\_\_

Company name and address: \_\_\_\_\_

Professional phone number: \_\_\_\_\_

Personal address: \_\_\_\_\_

Personal phone number (if different from above): \_\_\_\_\_

National Identification number: \_\_\_\_\_

(In case of any change of the above information, please inform [legal@melexis.com](mailto:legal@melexis.com) thereof).

(the “Undersigned”)

Hereby declare, in accordance with clause 2 of the Melexis Insider Trading Policy, to have access to Inside Information **in my function** of:

\_\_\_\_\_  
\_\_\_\_\_

In particular declare (i) to be aware of the adding of my name to the Insider List because of my access to Inside Information (i) to have taken note of the Melexis Insider Trading Policy, to understand its content and to agree to comply fully with its provisions in the interest of the Company, (iii) to be aware of my legal and regulatory duties and of the sanctions applicable to insider dealing and unlawful disclosure of inside information.

Executed on \_\_\_\_\_ [date]

The Undersigned

Signature (preceded by “read and approved”):

\_\_\_\_\_