

Translation for convenience purpose only

“Barco”

Limited liability company at 8500 Kortrijk,
President Kennedypark 35
RCE Kortrijk with enterprise number 0473.191.041
V.A.T.-liable

The board of directors kindly invites the holders of shares, bonds and warrants to attend, in the Customer Center of Barco at **8520 Kuurne, Noordlaan 5,**

* the **first** extraordinary general meeting to be held on **Thursday April 28, 2011 at 15:00 pm,**

and if at this meeting the quorum required to deliberate and decide validly is not met,

* a **second** extraordinary general meeting to be held in the same place on **Wednesday June 8, 2011 at 15:00 pm,**

each with the following agenda containing the following proposals of decision:

A G E N D A

1. Reports

- (a) Report of the Board of Directors in implementation of article 583 of the Code on companies in which is provided a circumstantial justification for the contemplated issue of warrants (stock-options)
 - (i) “Options Barco 04 – Personnel Europe 2011”; and
 - (ii) “Options Barco 04 – Personnel Foreign Countries 2011”; and
 - (iii) “Options Barco 04 – Executive Managers 2011”.
- (b) Report of the Board of Directors in implementation of articles 596 and 598 of the Code on companies related to the cancellation of the preference right of the current holders of shares, bonds and warrants in connection with the contemplated issue of warrants (stock-options)
 - (i) “Options Barco 04 – Personnel Europe 2011”; and
 - (ii) “Options Barco 04 – Personnel Foreign Countries 2011”; and
 - (iii) “Options Barco 04 – Executive Managers 2011”.in favor of the persons mentioned in this report and in the agenda hereinafter
- (c) Report of the statutory auditor of the company in implementation of the articles 596 and 598 of the Code on companies.

2. Decision to issue a Stock-option Plan “Options Barco 04 - Personnel Europe 2011” with the cancellation of the preference right, the authorization for the implementation thereof and approval according to article 556 of the Code on companies.

2.1 Proposal of decision:

Decision to approve a stock-option plan in favor of the employees of the limited liability company “Barco” (the “company”) and of the company's affiliated companies in Belgium, the countries of the European Union, Norway and Switzerland with the creation of forty thousand (40.000)

warrants (stock-options) that will be referred to as “Options Barco 04 - Personnel Europe 2011” and each giving right to acquire one (1) existing share of the company, and to establish the terms and conditions in accordance with the draft of the “Stock-option Plan Options Barco 04 – Personnel Europe 2011” that contains the conditions of issue and exercise of the warrants (stock options) and that will be sent free of charge together with the aforementioned reports to those who have complied with the formalities required to participate to the meeting and to the nominative shareholders.

As provided in the aforementioned “Stock-option Plan Options Barco 04 – Personnel Europe 2011” each warrant (stock-option) may be used to acquire one (1) existing share of the company at a price equal to

- (a) the lower of
 - (i) the average closing price of the share as traded on the Euronext Brussels stock exchange during thirty (30) calendar days preceding the date of the offer of the warrants (stock-options);
 - or
 - (ii) the final closing price of the share as traded on the Euronext Brussels stock exchange on the last trading day preceding the date of the offer of the warrants (stock-options);
- or
- (b) such exercise price as applicable under the applicable legislation for authorized stock-option plans, in the countries where the Plan is implemented, provided, however, that such price shall match as closely as possible the price applicable under the plan in question.

2.2 *Proposal of decision:*

Decision to cancel the preference right of the existing holders of shares, bonds and of outstanding warrants (stock-options) in favor of the employees of the limited liability company “Barco” (the “company”) and of the company's affiliated companies referred to in 2.1. here above, who will be nominated as a beneficiary under the “Stock-option Plan Options Barco 04 – Personnel Europe 2011” by the company's board of directors or by the remuneration and nomination committee.

Based on the conditions of the “Stock-option Plan Options Barco 04 – Personnel Europe 2011” the company's board of directors or the remuneration and nomination committee will in a private deed determine the exercise price for the warrants (stock-options) “Options Barco 04 – Personnel Europe 2011” that will be issued in the future and will clearly specify the applicable special conditions.

Each semester the shareholders may review at the registered office of the company information on the number of warrants (stock-options) “Options Barco 04 – Personnel Europe 2011” that has been attributed, the average issue price thereof and the special conditions that may be applicable on such issued options (stock options).

2.3 *Proposal of decision:*

Authorization for the board of directors to implement the decisions taken, to determine the terms of implementation and, in general, to do everything that is necessary for the implementation of the “Stock-option Plan Options Barco 04 – Personnel Europe 2011”.

Authorization for each member of the board of directors, acting individually, to ascertain, at the expiration of each period for exercise of the warrants (stock options) the conversion of the relevant warrants into existing shares of the company, to deliver the shares, to receive the amounts due, to grant discharge for such amounts and to record all amounts due in the company's accounts.

2.4 *Proposal of decision:*

Approval, insofar as necessary and applicable, in accordance with article 556 of the Code on companies, of the provisions of the “Stock-option Plan Options Barco 04 – Personnel Europe 2011” that may grant rights that could have an impact on the company's assets or result in a debt or an obligation for the company in case of a change of control over the company.

3. Decision to issue a Stock-option Plan “Options Barco 04 - Personnel Foreign Countries 2011” with the cancellation of the preference right, the authorization for the implementation thereof and approval according to article 556 of the Code on companies.

3.1 *Proposal of decision:*

Decision to approve a stock-option plan in favor of the employees of the other foreign affiliated companies of the limited company “Barco (the “company”) than those referred to in 2.1 here above with the creation of forty thousand (40.000) warrants (stock-options) that will be referred to as “Options Barco 04 - Personnel Foreign Countries 2011” and each giving right to acquire one (1) existing share of the company, and to establish the terms and conditions in accordance with the draft of the “Stock-option Plan Options Barco 04 – Personnel Foreign Countries 2011” that contains the conditions of issue and exercise of the warrants (stock options) and that will be sent free of charge together with the aforementioned reports to those who have complied with the formalities required to participate to the meeting and to the nominative shareholders.

As provided in the aforementioned “Stock-option Plan Options Barco 04 – Personnel Foreign Countries 2011” each warrant (stock-option) may be used to acquire one (1) existing share of the company at a price equal to

- (a) the lower of
 - (i) the average closing price of the share as traded on the Euronext Brussels stock exchange during thirty (30) calendar days preceding the date of the offer of the warrants (stock-options);
 - or
 - (ii) the final closing price of the share as traded on the Euronext Brussels stock exchange on the last trading day preceding the date of the offer of the warrants (stock-options);

or

- (b) such exercise price as applicable under the applicable legislation for authorized stock-option plans, in the countries where the Plan is implemented, provided, however, that such price shall match as closely as possible the price applicable under the plan in question.

3.2 *Proposal of decision:*

Decision to cancel the preference right of the existing holders of shares, bonds and of outstanding warrants (stock-options) in favor of the employees of other foreign affiliated companies of the limited company “Barco (the “company”) than those referred to in 2.1 here above, who will be nominated as a beneficiary under the “Stock-option Plan Options Barco 04 – Personnel Foreign Countries 2011” by the company's board of directors or by the remuneration and nomination committee.

Based on the conditions of the “Stock-option Plan Options Barco 04 – Personnel Foreign Countries 2011” the company's board of directors or the remuneration and nomination committee will in a private deed determine the exercise price for the warrants (stock-options) “Options Barco 04 – Personnel Foreign Countries 2011” that will be issued in the future and will clearly specify the applicable special conditions.

Each semester the shareholders may review at the registered office of the company information on the number of warrants (stock-options) “Options Barco 04 – Personnel Foreign Countries 2011” that has been attributed, the average issue price thereof and the special conditions that may be applicable on such issued options (stock options).

3.3 *Proposal of decision:*

Authorization for the board of directors to implement the decisions taken, to determine the terms of implementation and, in general, to do everything that is necessary for the implementation of the “Stock-option Plan Options Barco 04 – Personnel Foreign Countries 2011”.

Authorization for each member of the board of directors, acting individually, to ascertain, at the expiration of each period for exercise of the warrants (stock options) the conversion of the relevant warrants into existing shares of the company, to deliver the shares, to receive the amounts due, to grant discharge for such amounts and to record all amounts due in the company's accounts.

3.4 *Proposal of decision:*

Approval, insofar as necessary and applicable, in accordance with article 556 of the Code on companies, of the provisions of the “Stock-option Plan Options Barco 04 – Personnel Foreign Countries 2011” that may grant rights that could have an impact on the company's assets or result in a debt or an obligation for the company in case of a change of control over the company.

4. Decision to issue a Stock-option Plan “Options Barco 04 – Executive Managers 2011” with the cancellation of the preference right, the

authorization for the implementation thereof and approval according to article 556 of the Code on companies.

4.1 *Proposal of decision:*

Decision to approve a stock-option plan in favor of the executive managers of the company who will be nominated as Beneficiary under the plan in question with the creation of fifteen thousand (15.000) warrants (stock-options) that will be referred to as “Options Barco 04 - Executive Managers 2011” and each giving right to acquire upon exercise one (1) existing share of the company, and to establish the terms and conditions in accordance with the “Stock-option Plan Options Barco 04 – Executive Managers 2011” that contains the conditions of issue and exercise of the warrants (stock options) and that will be sent free of charge together with the aforementioned reports to those who have complied with the formalities required to participate to the meeting and to the nominative shareholders.

As provided in the aforementioned “Stock-option Plan Options Barco 04 - Executive Managers 2011” each warrant (stock-option) may be used to acquire one (1) existing share of the company at a price equal to

(x) the lower of

(i) the average closing price of the share as traded on the Euronext Brussels stock exchange during thirty (30) calendar days preceding the date of the offer of the warrants (stock-options);

or

(ii) the final closing price of the share as traded on the Euronext Brussels stock exchange on the last trading day preceding the date of the offer of the warrants (stock-options);

or

(y) such exercise price as applicable under the applicable legislation for authorized stock-option plans, in the countries where the Plan is implemented, provided, however, that such price shall match as closely as possible the price applicable under the plan in question.

4.2 *Proposal of decision:*

Decision to cancel the preference right of the existing holders of shares, bond or of outstanding warrants (stock-options) in connection with the contemplated issue of warrants (stock-options) under the “Stock-option Plan Options Barco 04 - Executive Managers 2011” in favor of the person who is entrusted with the assignment of Chief Executive Officer (“CEO”) of the company, being Mr. Eric Van Zele and this for all presently created warrants.

4.3 *Proposal of decision:*

Authorization for the board of directors to implement the decisions taken, to determine the terms of implementation and, in general, to do everything that is necessary for the implementation of the “Stock-option Plan Options Barco 04 – Executive Managers 2011”.

Except for the Chief Executive Officer (“CEO”) of the company, authorization for each member of the board of directors, acting individually, to ascertain, at the expiration of each period for exercise of the warrants (stock options) the conversion of the relevant warrants into existing shares of the company, to deliver the shares, to receive the amounts due, to grant discharge for such amounts and to record all amounts due in the company's accounts.

4.4 *Proposal of decision:*

Approval, insofar as necessary and applicable, in accordance with article 556 of the Code on companies, of the provisions of the “Stock-option Plan Options Barco 04 – Executive Managers 2011” that may grant rights that could have an impact on the company’s assets or result in a debt or an obligation for the company in case of a change of control over the company.

5. Attribution of the stock-options “Options Barco 03 - Executive Managers 2010”

Proposal of decision:

Authorization to the board of directors and to the remuneration and nomination committee to offer the warrants (stock options) referred to as “Options Barco 04 - Executive Managers 2011” to the Chief Executive Officer (“CEO”) of Barco NV, whereby the latter can accept the warrants (stock-options), either in whole or in part, during a period which shall be set out by the board of directors of the company or the remuneration and nomination committee, provided however that such period may not exceed thirty (30) days.

6. Amendments to the Articles of Association

Proposal of decision:

Amendments to the following articles of the Articles of Association

1° Reformulation of Article 6 : Authorized capital as follows :

“The board of directors is authorized to increase the capital in one or more occasions, after being empowered by virtue of a resolution of the extraordinary general meeting that shall determine the maximum amount and the other modalities of such increase of capital, and the duration of such authorization.

At present no such authorization as meant here above has been granted to the board of directors.”

2° In Article 14 : Acquisition and alienation of own shares the points 14.2. and 14.3. gone out of use, are cancelled, and the point 14.4 is renumbered to 14.2.

3° In Article 21 : Decision-making in the board of directors the following words are added at the end of the penultimate sentence :

“and this by any means of communication resulting in a document evidencing the signature of each of the directors.”

4° At the end of Article 29 : Ordinary, special and extraordinary general meetings the following sentence is added :

“The company will at all times take care of the equal treatment of all shareholders who are under identical conditions. All shares have the same rights and advantages.”

5° Reformulation of Article 31 : Convening meetings as follows :

“The notices convening the general meeting occur according to the relevant prescriptions of law in force at that moment, and have to contain at least the announcements set out by the law.

At the same moment this notice is also published on the company’s website, together with all the announcements prescribed by the legislation in force or by the articles of association, or by virtue thereof.

According the relevant prescriptions of law in force at that moment and within the periods of time set out by law, the owners of registered shares, the directors and the auditors are convened to the general meeting by ordinary letter, unless they have agreed individually, expressly and in writing to receive the notice through other means of communication.

If the board of directors has decided that

- the procedure of the registration-date has to be applied, then the notice mentions the registration date, as well as the way in which the shareholders can register;
- the deposit procedure has to be applied, then the notice mentions the way in which the deposit has to be made.

The agenda for the general meeting can be extended in accordance with the relevant prescriptions of law in force at that moment. When the case occurs, there will be proceeded in accordance with the prescriptions of law in force at that moment regarding the publication, proxies, voting forms, voting rights, voting instructions and so on.”

6° Reformulation of Article 32 : Notification - Deposit clause - Registration-date as follows :

“32.1. The right to participate in a general meeting and to exercise the voting right is granted only on the basis of the registration of the shares in the accounts, in the shareholders name, on the fourteenth (14th) day prior to the general meeting at midnight (24:00 pm) (the “**registration date**”), either

- i) by their record in the register of registered shares
- ii) by their record in the accounts of an acknowledged account-holder or by the clearing-agent
- iii) upon presentation of the bearer titles to a financial intermediate.

The acknowledged account-holder, the clearing-agent or the financial intermediate meant under ii) and iii) has to deliver to the shareholder a **certificate** evidencing the number of shares for which the shareholder has indicated, on the registration date, his intention to participate in the general meeting.

32.2. Ultimately on the sixth (6th) day prior to the meeting the shareholder inform either the company, or the person thereto appointed by the company, of his intention to participate in the meeting.

- 32.3. In a special register thereto indicated by the board of directors, is recorded for each shareholder who has thus expressed his desire to participate in the general meeting :
- * the name and address (or registered office)
 - * the number of shares owned on the registration date for which he has indicated the desire to participate in the general meeting;
 - * the description of the documents evidencing the ownership of the shares on the registration date.
- 32.4. Before entering the meeting the shareholders or their representatives have to sign the attendance-list mentioning
- i) the identity of the shareholder
 - ii) when applicable, the identity of the proxy, and
 - iii) the number of shares they represent.
- At the opening of the session the attendance list is completed by the bureau of the meeting with the information of the persons attending the meeting from a distance in accordance with article 33.2.

7° Reformulation of Article 33 : Representation of shareholders as follows :

“33.1. **Powers of attorney**

- a. Each shareholder can be represented in the meeting by an attorney-in-fact to whom has been granted a proxy in writing or by means of an electronic form as meant in the relevant legislation in force, and which
- i) mentions the entire and correct identity of the shareholder
 - ii) mentions the number of shares for which the shareholder in question participates in the deliberations and votes.
- A shareholder can appoint a separate attorney-in-fact
- * for each different form of shares he owns
 - * for each of his securities trading accounts when he owns shares of the company in more than one securities trading account.
- b. Collective proxies, proxies by substitution, or proxies granted by financial institutions, trusts, fund managers or account-holders in the name and for the account of several shareholders have to contain the aforementioned information about each individual shareholder in whose name and for whose account is participated in the meeting.
- c. The board of directors can determine the text of these powers of attorney and demand that they shall be deposited in the registered office of the company at the latest in the course of the sixth (6th) calendar day prior to the date of the meeting.
- d. Corporate entities are represented by an organ or by a person who does not have to be a shareholder, to whom a power of attorney has been granted in accordance with the provisions of this article.

33.2. **Participation from a distance**

- a. The holders of titles that entitle to voting rights in the general meeting, and who under the prescriptions of article 32 of these

articles of association are authorized to participate in the meeting, can participate in the meeting from a distance by means of communication thereto made available by the company and are considered to be present on the place where the meeting is being held.

Together with the notice convening the meeting will be announced on the company's website how the company will, based upon the used electronic means of communication, control and guarantee the identity of the holders of titles participating in the meeting from a distance and how their safety will be guaranteed.

- b. Without prejudice to restrictions imposed by the law, or by virtue of the law, the electronic means of communication has to enable the holder of a title participating in the meeting from a distance to at least directly, simultaneously and continuously :

- * take note of the deliberations during the meeting;
- * participate in the deliberations
- * interpellate;
- * exercise the voting rights on all points the meeting has to resolve on, and this insofar voting rights are attributed to the titles for which the holder thereof participates in the meeting from a distance.

- c. The minutes of the meeting mention the eventual technical problems and incidents that have impeded or disturbed the electronic participation to the general meeting and/or to the votes.

8° In Article 35 : Adjournment of the meeting always replace the words "three weeks" by "five weeks".

9° In Article 39 : Minutes the first sentence is replaced by the following text: "Minutes are made of each general meeting, containing at least the mentions set out by the relevant legislation in force and to which are annexed the attendance-list, and as the case may be the reports, the powers of attorney or the votes cast in writing."

10° In Article 40 : Financial year – Annual accounts the last sentence is replaced by the following text :

"At least forty-five (45) days prior to the ordinary general meeting, the board of directors submits the documents with the annual report to the auditors who have to draw up the report set out by law."

11° The text of Article 44 : Appointment of liquidators is adapted to the relevant legislation in force, and is replaced by the following text :

"44.1. When no liquidators have been appointed, the directors serving at the time of the dissolution are by law the liquidators.

44.2. When a corporate entity is appointed as liquidator, the appointment resolution has to indicate the physical person representing the corporate entity for the execution of the liquidation. Each alteration to such appointment has to be deposited at the office of the Clerk and has to be made public in the annexes to the Belgian Official Journal (Belgisch Staatsblad / Moniteur belge).

- 44.3. The liquidators only enter upon their duties after their appointment by the general meeting has been confirmed by the Tribunal of commerce, as set out by the Code on companies.
- 44.4. The general meeting of the dissolved company can at all times and by majority vote appoint and discharge one or more liquidators. It decides whether the liquidators, if more than one, can represent the company individually, jointly or as a board.”
- 12° The text of Article 45 : Powers of the liquidators is adapted to the relevant legislation in force, and is replaced by the following text :
 - “45.1. Without needing for that purpose the previous authorization of the general meeting, the liquidators are authorized to carry out all transactions mentioned in the articles 186, 187 and 188 of the Code on companies, unless the general meeting decides otherwise by majority vote.
 - 45.2. In the course of the sixth and the twelfth month of the first year of the liquidation, the liquidators deposit at the office of the Clerk to the Tribunal of Commerce a circumstantial state on the situation of the liquidation, in accordance with the provisions of the Code on companies.
From the second year of the liquidation on this state has to be presented only once per year.
 - 45.3. Each year the liquidators present the results of the liquidation to the company’s ordinary general meeting, with the justification why the liquidation could not be completed. Each year they also draw up an inventory and the annual accounts.
 - 45.4. The annual accounts are made public in accordance with the relevant provisions of law.”

The holders of **NOMINATIVE SHARES**, warrants, bonds or certificates issued in collaboration with Barco NV, have to inform the company by not later than the fifth (5th) working day prior to the meeting - i.e. **by not later than Wednesday April 20, 2011 and respectively Tuesday May 31, 2011** - either by letter or by fax (032-56-26.22.76) addressed to Barco NV, Legal Department, President Kennedypark 35 at 8500 Kortrijk, or by e-mail (shareholders.meeting@barco.com) of their intention to attend the meeting and of the number of shares they wish vote with.

The owners of **BEARER SHARES**, who did not have their bearer shares converted into dematerialized titles, have to inform the company per registered letter at the latest on the **registration date** - i.e. **by not later than Wednesday April 20, 2011 and respectively Tuesday May 31, 2011** - of their intention to participate in the meeting, indicating **the amount of the shares and the number of each such share** they wish vote with. To be admitted to the meeting, they have to present their titles at least (2) two hours prior to the meeting at the foreseen registration desk at the Customer Center of Barco NV.

The owners of **DEMATERIALIZED SHARES** may participate in the general meeting and exercise their voting right with respect to titles they own on the **registration date - i.e. Wednesday April 20, 2011 at midnight (24:00 pm) and respectively Tuesday May 31, 2011 at midnight (24:00 pm)** - regardless of the number of titles they own on the date of the general meeting. The evidence of the completion of the registration formalities shall be provided by the shareholder or its bank to ING Bank **by not later than Wednesday April 27, 2011 within the office hours and Tuesday June 7, 2011 within the office hours**. They will be admitted to the meeting upon presentation of a certificate issued by either the company or by the depositary institution or an authorized account-holder or the clearing institute, which confirms that the registration has occurred at the latest on the registration date.

Powers of attorney

Shareholders, who wish to be represented, should use the power of attorney form drawn up by the company. For shareholders who so desire can obtain blanc copies of the power of attorney at the company's registered office. The power of attorney forms can also be downloaded from the company's website www.barco.com. No other forms will be accepted.

Collective proxies, proxies by substitution, or proxies granted by financial institutions, trusts, fund managers or account-holders in the name and for the account of several shareholders have to specify: the identity of each individual shareholder, the identity of the proxy holder(s) and, for each individual shareholder, the number of shares the proxy holder will be voting with.

Powers of attorney should be delivered **by not later than Wednesday April 27, 2011 within the office hours and Tuesday June 7, 2011 within the office hours** to the company's registered office (to the attention of the Legal Department), President Kennedypark, 35 at 8500 Kortrijk, Belgium.

In this respect it is emphasized that the powers of attorney submitted for the extraordinary general meeting of **Wednesday April 28, 2011** will remain valid for the new extraordinary general meeting of **Wednesday June 8, 2011** unless the principal resolves to revoke or modify this power of attorney.

To ensure the registration formalities proceed smoothly, the shareholders are kindly requested to arrive at least 15 minutes prior to the commencement of the meeting.

The Board of Directors