

Barco
 Naamloze vennootschap te 8500 Kortrijk
 President Kennedypark 35
 B.T.W.-plichtige - Ondernemingsnummer BE 0473.191.041
 Rechtspersonenregister Kortrijk

CONVENING OF THE ANNUAL GENERAL MEETING

The Board of Directors kindly invites the shareholders, the holders of bonds and warrants to attend the Annual General Meeting of Barco NV which shall be held in the Customer Center of Barco at **B-8520 Kuurne, Noordlaan 5** on **Thursday April 26, 2012 at 4:00 p.m.**

At the occasion of the general meeting the shareholders are offered the possibility to visit the Customer Center of Barco from 3 p.m. onwards.

The general meeting is convened with the following agenda and proposals for resolution:

A G E N D A

1. **Presentation and discussion of the annual report of the Board of Directors, including the corporate governance statement, and the report of the Statutory Auditor on (i) the annual accounts of Barco NV and (ii) the consolidated annual accounts for the fiscal year ending December 31, 2011.**
2. **Approval of the annual accounts of Barco NV for the fiscal year ending December 31, 2011 – Distribution of the results – Dividend.**
Proposal for resolution (1st vote):
 The general meeting approves the annual accounts of Barco NV for the fiscal year ending December 31, 2011, including the distribution of the results and the determination of the gross dividend at one euro and ten eurocents (1,10 €) per fully paid up share.
3. **Presentation of the consolidated annual accounts for the fiscal year ending December 31, 2011.**
4. **Approval of the remuneration report.**
Proposal for resolution (2nd vote):
 The general meeting approves the remuneration report with respect to the fiscal year ending December 31, 2011.
5. **Discharge to the directors.**
Proposal for resolution (3^d vote):
 The general meeting gives discharge to each one of the directors for the execution of his or her mandate during the fiscal year ending December 31, 2011.
6. **Discharge to the Statutory Auditor.**
Proposal for resolution (4th vote):
 The general meeting gives discharge to the Statutory Auditor for the execution of its mandate during the fiscal year ending December 31, 2011.
7. **Definitive appointment of independent director.**
 The Board of Directors requests the general meeting to acknowledge that, further to the resignation of Dr. ir. Vandeurzen Management Firm NV (in short VMF NV) permanently represented by Mr. Urbain Vandeurzen, the Board of Directors has temporarily appointed ADP Vision BVBA, permanently represented by Mr. Antoon De Proft, as director until the next

general meeting. The general meeting must decide over the definitive appointment as director for the remaining period of the mandate of the director which he replaces.

The Board of Directors proposes this director because of his professional qualities mentioned hereafter. Mr. De Proft holds a Master's degree in Electrical Engineering and a post-graduate degree in Medical Engineering. He has been President & CEO of ICOS Vision Systems Corporation. Today, Mr. De Proft has his own consultancy company, and he serves on several boards of directors. He is, among others, Chairman of IMEC.

According to the Board of Directors this director meets the criteria of independence as defined in article 526ter Company Code.

Proposal for resolution (5th vote):

The general meeting definitively appoints ADP Vision BVBA, Company Registry Leuven 0454.801.821, with registered seat at Naamsesteenweg 1, B-3052 Oud-Heverlee/Blanden, permanently represented by Mr. Antoon De Proft (°03.07.1960), residing at Naamsesteenweg 1, B-3052 Oud-Heverlee/Blanden, as independent director as defined in article 526ter Company code until the closing of the ordinary general meeting of 2015.

8. End of mandate directors – Number of directors - (Re-)appointment directors.

The Board of Directors requests the general meeting to acknowledge that the mandates of BONEM BVBA, permanently represented by Mr. Marc Ooms, Mr. Herman Daems, Mr. Marc Vercruysse and Mrs. Christina von Wackerbarth expire at the end of this annual general meeting. Their mandate is renewable. The general meeting is solely competent to determine the number of directors.

8.1 Determination of the number of directors

Proposal for resolution (6th vote):

Persuant to article 16 of the by-laws the general meeting sets the number of directors at eight (8) directors.

8.2 Re-appointment of director

The Board of Directors proposes as director Mr. Herman Daems. The Board of Directors proposes this director because of his professional qualities mentioned hereafter. Mr. Daems studied theoretical physics and economics and holds a PhD in Economics. Professor Daems is on the faculty of the K.U. Leuven. He is Chairman of the Board of Directors of BNP Paribas Fortis. He is also Chairman of the Belgian Corporate Governance Commission, Chairman of the International Private Equity Valuation guidelines board, and he holds several other board positions.

Proposal for resolution (7th vote):

The general meeting re-appoints Mr. Herman Daems (°19.07.1946), residing at Kruisbooglaan 20, 3210 Linden, as director for a period of four (4) years from the closing of this general meeting until the closing of the ordinary general meeting of 2016.

8.3 Re-appointment of director

The Board of Directors proposes as director Bonem BVBA, permanently represented by Mr. Marc Ooms, residing at Pauwstraat 17, 1800 Vilvoorde. The Board of Directors proposes this director because of his professional qualities mentioned hereafter. Mr. Ooms holds a degree in Commercial and Financial Sciences (Vlekho, Brussels). After two years of research on the efficiency of capital markets in Belgium at the K.U. Leuven, he became active in private equity from 1976 until 1988. He was the CEO of Petercam from 1988 until 2010. He is non-executive Director of several companies, including Sea-Invest Corporation, European Bulk Terminals, I.V.C., BMT, PinguinLutosa, and Food Invest International.

Proposal for resolution (8th vote):

The general meeting re-appoints Bonem BVBA, Company Registry Ghent 0478085581, with registered seat at Kortrijksepoort 240, 900 Ghent, permanently represented by Mr. Marc Ooms (°18.11.1951), residing at Pauwstraat 17, 1800 Vilvoorde, for a period of one (1) year from the closing of this general meeting until the closing of the ordinary general meeting of 2013.

8.4 Appointment of independent director

The Board of Directors proposes as independent director Kanku BVBA, permanently represented by Mrs. Christina von Wackerbarth, residing at Transvaalstraat 39, 2600 Berchem. The Board of Directors proposes this director because of her professional qualities mentioned hereafter. Mrs. von Wackerbarth holds a degree in Romance Philology and Linguistics and has completed an Advanced Management Program at Insead. Moreover, she holds a Master's degree in Consulting and Clinical Coaching from HEC Versailles/Insead. She has held several top positions at VNU Belgium, VNU Magazines International and the Flemish public broadcasting company VRT. Today, she is active as a Media Consultant and Executive Coach, and she serves on the board of telecom operator Mobistar.

According to the Board of Directors this director meets the criteria of independence as defined in article 526ter Company Code.

Proposal for resolution (9th vote):

The general meeting appoints Kanku BVBA, Company Registry Antwerp 0862926450, with registered seat at Transvaalstraat 39, 2600 Berchem, permanently represented by Mrs. Christina von Wackerbarth, residing at Transvaalstraat 39, 2600 Berchem as independent director for a period of four (4) years as of the closing of this ordinary general meeting until the closing of the ordinary general meeting of 2016.

9. Remuneration.

Proposal for resolution (10th vote):

Pursuant to article 17 of the by-laws the general meeting sets the aggregate annual remuneration of the entire Board of Directors at 2.169.500 Euro for the year 2012, which shall be apportioned amongst the members of the Board according to the internal rules.

10. Presentation of the proposal of the Audit Committee on the renewal of the Statutory Auditor's mandate.

11. Re-appointment of the Statutory Auditor.

Proposal for resolution (11th vote):

The general meeting resolves, upon recommendation of the works council, to reappoint the civil company under the legal form of a C.V. with limited liability "Ernst & Young auditors" having its registered office at De Kleetlaan 2 at B-1831 Diegem, permanently represented by Mrs. Lieve Cornelis and Mr. Jan De Luyck, chartered auditors, as Statutory Auditor of the Company for a duration of three (3) years as of the closing of this ordinary general meeting until the closing of the ordinary general meeting of 2015. The total annual remuneration is set at €396.623.

12. Credit Facility: Approval under article 556 of the Company Code.

Proposal for resolution (12th vote):

The general meeting approves the change of control provision under the credit facility in the amount of 50.000.000 EUR granted on December 12, 2011 by the European Investment Bank as well as under the bilateral credit facilities for an aggregate amount of 65.000.000 EUR granted on December 12, 2011 by the banks The Royal Bank of Scotland NV (Belgium) Branch, Fortis Bank NV/SA, ING Belgium NV/SA en KBC Bank NV, under the terms of which the aforementioned credit providers can demand the immediate reimbursement of all monies borrowed in case a party or a group of parties, which are acting directly or indirectly in

concert, acquires the majority of the company's shares, and which according to article 556b of the Company Code is subject to the approval of the general meeting of shareholders.

ADDITION OF AGENDA TOPICS

One or more shareholders who jointly own at least 3% of the company's share capital, may add topics for discussion to the agenda and submit proposals for resolution with respect to topics listed or to be added on the agenda. Shareholders must address their request hereto **no later than Wednesday April 4, 2012** to Barco NV, Legal Department, President Kennedypark 35 at 8500 Kortrijk (fax: +32-56-26.22.76) (email: shareholders.meeting@barco.com). Their request must be accompanied by (i) the proof of the ownership of the required stake in the company's share, (ii) the text of the topics to be discussed and the proposals of resolution related thereto, or the text of the proposals of resolution to be added to the agenda, and (iii) a postal or email address to which receipt of the request can be confirmed. If applicable, the company will publish an updated agenda at the latest on Wednesday April 11, 2012.

WRITTEN QUESTIONS

Each shareholder who has completed the below formalities for attending the general meeting, can submit questions to the Directors or the Statutory Auditor with respect to the annual report or the agenda topics. These questions can be submitted either orally during the meeting or in writing by addressing them **not later than Friday April 20, 2012** by letter, fax (+32-56-26.22.76) or e-mail (shareholders.meeting@barco.com) to Barco NV, Legal Department, President Kennedypark 35 at 8500 Kortrijk

REGISTRATION

Only those persons who are shareholders on the **registration date (12 April 2012 at midnight (24:00 hrs))** have the right to attend and vote at the general meeting.

The owners of **BEARER SHARES**, who did not yet have their bearer shares converted into dematerialized titles, must submit their shares at the latest on the **registration date** to their financial intermediary.

The owners of **DEMATERIALIZED SHARES** must register the shares with which they wish to vote at the general meeting shares at the latest on the **registration date**.

The evidence of the completion of the registration formalities shall be provided by the shareholder or its financial institution to ING Bank **by not later than Wednesday April 25, 2012 within the office hours**.

The shareholders will be admitted to the general meeting based upon the confirmation by ING Bank to Barco NV of the completion of the registration formalities or upon presentation of a certificate issued by the company, the depositary institution or an authorized account-holder or the clearing institute confirming that the registration has occurred at the latest on the registration date.

The holders of shares (including nominative shares), warrants, bonds or certificates issued in collaboration with Barco NV, must inform the company **by not later than Friday April 20, 2012** by letter, by fax (+32-56-26.22.76) or e-mail (shareholders.meeting@barco.com) addressed to Barco NV, Legal Department, President Kennedypark 35, 8500 Kortrijk of their intention to attend the meeting and, if applicable, the number of shares they wish vote with.

For a smooth registration, the shareholders are kindly requested to arrive at least 15 minutes prior to the commencement of the meeting.

POWERS OF ATTORNEY

Shareholders, who wish to be represented, should use the power of attorney form which is available at the company's seat or can 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 **in original copy by not later than Wednesday April 25, 2012 within the office hours** to the company's registered office (to the attention of the Legal Department), President Kennedypark 35, 8500 Kortrijk, Belgium.

ANNUAL REPORT 2011

The 2011 annual report in Dutch or English as well as the information required under article 533bis, §1, 5° Company Code are available free of charge at the company's seat or can be downloaded from the company's website www.barco.com.

The Board of Directors