

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

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**CONVENING OF EXTRAORDINARY GENERAL MEETINGS**

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

\* the **first** extraordinary general meeting to be held on **March 22, 2013 at 2 p.m.**,  
*and if at this meeting the quorum required to deliberate and decide validly is not met,*  
\* the **second** extraordinary general meeting on **April 25, 2013 at 3 p.m.**,  
each with the following agenda containing the following proposals of decision:

**A G E N D A**

**1. Authorisation to alienate own shares**

*Proposal of resolution (1<sup>st</sup> vote):*

The board of directors is authorized to alienate own shares in accordance with article 622, §2, section 1 of the Company Code in the frame of stock option plans issued or to be issued by the company and its subsidiaries under the conditions set forth therein.

**2. Amendment of the articles of association**

*Proposal of decision (2<sup>d</sup> vote):*

Resolution to replace title IV Acquisition and alienation of own shares and the text of the articles of association pertaining thereto by the following text:

“TITEL IV : ALIENATION OF OWN SHARES

Article 14 : Alienation of own shares

The board of directors is authorized to alienate own shares in accordance with article 622, §2, section 2, 1° of the Company Code.”

**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 Thursday February 28, 2013** to Barco NV, Legal Department, President Kennedypark 35 at 8500 Kortrijk (fax: +32-56-26.22.97) (email: [shareholders.meeting@barco.com](mailto: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, capital (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 Thursday March 7, 2013.

### **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 agenda topics. These questions can be submitted either orally during the meeting or in writing by addressing them **no later than Friday March 15, 2013** by letter, fax (+32-56-26.22.97) or e-mail ([shareholders.meeting@barco.com](mailto: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 (Friday March 8, 2013 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 no later than Thursday March 21, 2013 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 no later than Friday March 15, 2013** by letter, by fax (+32-56-26.22.97) or e-mail ([shareholders.meeting@barco.com](mailto: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 to 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](http://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 no later than Thursday March 21, 2013 within the office hours** to the company's registered office (to the attention of the Legal Department), President Kennedypark 35, 8500 Kortrijk, Belgium.

Powers of attorney submitted to the company prior to the publication of an updated agenda (see above under “Addition of agenda topics”), if applicable, shall remain valid with respect to those topics of the agenda to which they relate, without prejudice to the right of the principal to withdraw its power of attorney and/or replace it with a new power of attorney based upon the updated agenda.

The Board of Directors