

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

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## **CONVENING OF THE ANNUAL GENERAL MEETING**

The Board of Directors kindly invites the shareholders, the holders of bonds, warrants and stock options to attend the Annual General Meeting in the Customer Center at **B-8520 Kuurne, Noordlaan 5** on **Thursday April 25, 2013 at 4:00 p.m.**

The shareholders may visit the Customer Center from 3.15 p.m. onwards and experience sound in 3D by the exclusive Auro 11.1 by Barco technology at 3.30 p.m.

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, 2012**
2. **Approval of the annual accounts of Barco NV for the fiscal year ending December 31, 2012 – Distribution of the results – Dividend**  
*Proposal for resolution (1<sup>st</sup> vote):*  
 The general meeting approves the annual accounts of Barco NV for the fiscal year ending December 31, 2012, including the distribution of the results and the determination of the gross dividend at one euro and forty eurocents (1,40 €) per fully paid up share.
3. **Presentation of the consolidated annual accounts for the fiscal year ending December 31, 2012**
4. **Approval of the remuneration report**  
*Proposal for resolution (2<sup>nd</sup> vote):*  
 The general meeting approves the remuneration report with respect to the fiscal year ending December 31, 2012.
5. **Discharge to the directors**  
*Proposal for resolution (3<sup>d</sup> 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, 2012.
6. **Discharge to the Statutory Auditor**  
*Proposal for resolution (4<sup>th</sup> vote):*  
 The general meeting gives discharge to the Statutory Auditor for the execution of its mandate during the fiscal year ending December 31, 2012.
7. **Appointment of independent director**  
 The Board of Directors requests the general meeting to acknowledge that, further to the resignation of Bonem BVBA, permanently represented by Mr. Marc Ooms, the Board of

Directors has temporarily appointed Mr. Ashok K. Jain as director until the next general meeting. The general meeting must decide over the appointment as director.

The Board of Directors proposes Adisys Corporation, permanently represented by Mr. Ashok K. Jain, because of his professional qualities mentioned hereafter. Mr. Jain holds a Master's degree in Electrical Technology from the Indian Institute of Technology in Delhi, India. Mr. Jain started in his career several start-ups and grew them into successful companies. Mr. Jain created, among others, IP Video Systems which has been acquired by Barco in February 2012. Mr. Jain has built a vast experience in markets such as semiconductors, networked visualization and security in Silicon Valley. Mr. Jain is presently chairman of the board of directors of Teraburst Networks, Inc. and an advisor to Rocket Fuel, Inc. Mr. Jain is of Indian origin and is a US citizen.

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

*Proposal for resolution (5<sup>th</sup> vote):*

The general meeting appoints Adisys Corporation, permanently represented by Mr. Ashok K. Jain as independent director as defined in article 526ter Company code until the closing of the ordinary general meeting of 2017.

#### **8. Remuneration**

*Proposal for resolution (6<sup>th</sup> vote):*

Pursuant to article 17 of the by-laws the general meeting sets the aggregate annual remuneration of the entire Board of Directors at 2.354.075 Euro for the year 2013, of which an amount of 1.720.650 Euro will be allocated to the remuneration of the CEO and the balance amount of 633.425 Euro will be apportioned amongst the non-executive members of the Board according to the internal rules.

#### **9. Approval stock option plan 'Options Barco 05 – Foreign Personnel 2012'**

*Proposal for resolution (7<sup>th</sup> vote):*

The general meeting approves the stock option plan 'Options Barco 05 – Foreign Personnel 2012' (including the Barco, Inc. Rules of the Barco 2012 Subplan – U.S. approved Share Option Plan) for a total of 40.400 options so the options granted to U.S. employees qualify for favorable tax treatment as incentive stock options under U.S. Tax Code Section 422.

### **ADDITION OF AGENDA TOPICS**

One or more shareholders jointly owning 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 3, 2013** to Barco NV, Legal Department, Pres. Kennedypark 35 at 8500 Kortrijk (fax: +32 56 26 22 76) (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, (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 10, 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 annual report or the

agenda topics. These questions can be submitted either orally during the meeting or in writing by addressing them **no later than Friday April 19, 2013** by letter, fax (+32 56 26 22 76) or e-mail ([shareholders.meeting@barco.com](mailto:shareholders.meeting@barco.com)) to Barco NV, Legal Department, Pres. Kennedypark 35 at 8500 Kortrijk.

### **REGISTRATION**

Only those persons who are shareholders on the **registration date (Thursday 11 April 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 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 **no later than Wednesday April 24, 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 **no later than Friday April 19, 2013** by letter, by fax (+32 56 26 22 76) or e-mail ([shareholders.meeting@barco.com](mailto:shareholders.meeting@barco.com)) addressed to Barco NV, Legal Department, Pres. 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](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 no later than Wednesday April 24, 2013 within the office hours** to the company's registered office (to the attention of the Legal Department), Pres. 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.

### **ANNUAL REPORT 2012**

The 2012 annual report in Dutch or English as well as the information required under article 533bis, §1, 5° Company Code is available free of charge at the company's seat or can be downloaded from the company's website [www.barco.com](http://www.barco.com).

The Board of Directors