

## CONVENING OF THE ANNUAL GENERAL MEETING

**Kortrijk, Belgium, 30 March 2015** – 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 8520 Kuurne, Noordlaan 5 on Thursday April 30, 2015 at 4:00 p.m.

The notification was published in “Het Belgisch Staatsblad” and in “De Standaard” of 30 March 2015. This notification can also be found below and is available on

<http://www.barco.com/Investors>

### **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, warrants and stock options to attend the Annual General Meeting in the Customer Center at **8520 Kuurne, Noordlaan 5** on **Thursday April 30, 2015 at 4:00 p.m.**

You are kindly requested to arrive at least 15 minutes prior to the start of the meeting.

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

### **AGENDA**

- 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, 2014.**
- 2. Approval of the annual accounts of Barco NV for the fiscal year ending December 31, 2014 - 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, 2014, including the distribution of the results and the determination of the gross dividend at 1 euro and 60 eurocents (1,60€) per fully paid up share.
- 3. Presentation of the consolidated annual accounts for the fiscal year ending December 31, 2014.**
- 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, 2014.

**5. Discharge to the directors.**

*Proposal for resolution (3rd 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, 2014.

**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, 2014.

**7. Definitive appointment of directors.**

**7.1 Definitive appointment of director**

The Board of Directors requests the general meeting to acknowledge that, further to the resignation of Mr. Herman Daems, the Board of Directors has temporarily appointed Mr. Charles Beauduin 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.

Upon recommendation of the Remuneration & Nomination Committee the Board of Directors proposes this director because of his professional qualities mentioned hereafter. Charles Beauduin (°1959) is CEO and owner of Michel Van de Wiele NV since 1993. Van de Wiele is an international technology player and leader in solutions for the textile industry. Mr. Beauduin holds several positions in trade associations and employer organizations. He holds a Master in Law from the KU Leuven and an MBA from Harvard Business School. Mr. Beauduin has a broad international management experience with professional experiences in Asia and the United States.

*Proposal for resolution (5th vote):*

The general meeting appoints Mr. Charles Beauduin (°19-09-1959), residing at Lenniksesteenweg 444, 1500 Halle, as director for a period that ends at the closing of the ordinary general meeting of 2016.

**7.2 Definitive appointment of independent director**

The Board of Directors requests the general meeting to acknowledge that, further to the resignation of Lumis NV permanently represented by Mr. Luc Missorten, the Board of Directors has temporarily appointed Mr. Luc Missorten 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.

Upon recommendation of the Remuneration & Nomination Committee the Board of Directors proposes to nominate as independent director as defined in article 524§4 Company Code Mr. Luc Missorten, residing at Slijkstraat 67, 3212 Pellenberg. The Board of Directors proposes this director because of his professional qualities mentioned hereafter. Luc Missorten was CEO of Corelio, a leading Belgian multimedia company, until September 2014. He is currently member of the Board of Directors of Ontex, Gimv, Corelio and Mediahuis. He served on the Boards of LMS, Vandemoortele and Bank Degroof. Before joining Corelio, he was CFO at Inbev and UCB. Mr. Missorten holds a Law degree from the K.U. Leuven, a Master of Laws from the University of California - Berkeley, and a Certificate of Advanced European Studies from the College of Europe in Bruges.

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

*Proposal for resolution (6th vote):*

The general meeting appoints Mr. Luc Missorten (°24-06-1955) residing at Slijkstraat 67, 3212 Pellenberg, as independent director (as defined in article 526ter Company code) for a period that ends at the closing of the ordinary general meeting of 2018.

**8. End of mandate of a director - Number of directors - (Re)appointment directors.**

The Board of Directors requests the general meeting to acknowledge that the mandate of ADP Vision BVBA, permanently represented by Antoon De Proft expires at the end of this annual general meeting. His 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 (7th vote):*

Persuant to article 16 of the by-laws the general meeting sets the number of directors at ten (10) directors.

**8.2 Re-appointment of independent director**

Upon recommendation of the Remuneration & Nomination Committee the Board of Directors proposes to nominate as independent director as defined in article 524§4 Company Code ADP Vision BVBA, permanently represented by Mr. Antoon De Proft.

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. Mr. De Proft is CEO of Septentrio, a manufacturer of highly accurate GPS systems and he serves on several Boards, including a position as Chairman of IMEC and Quest For Growth and a board position at TKH. Previously, he has been President & CEO of ICOS Vision Systems.

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

*Proposal for resolution (8th vote):*

The general meeting re-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 for a period of two (2) years from the closing of this general meeting until the closing of the ordinary general meeting of 2017.

**8.3 Appointment of independent director**

Upon recommendation of the Remuneration & Nomination Committee the Board of Directors proposes to nominate as independent director as defined in article 524§4 Company Code Mr. Frank Donck.

The Board of Directors proposes this director because of his professional qualities mentioned hereafter. Since 1998, Mr. Donck has been the managing director of the family-owned investment company 3D NV. He also serves as chairman of Atenor Group NV and of Tele Columbus AG, as non-executive director in KBC Group NV and as independent director of Elia System Operator NV and Greenyard Foods NV. Until the beginning 2014, Mr. Donck was chairman of Telenet Group Holding NV and director of Zenitel NV. Mr. Donck started his career as investment manager for Investco NV (later, KBC Private Equity NV). Mr. Donck attended the University of Ghent where he obtained a Master degree in Law and the Vlerick Business School where he obtained a Master

degree in Finance. He is also vice chairman of the Vlerick Business School and is a member of Belgium's Corporate Governance Commission.

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 Mr. Frank Donck (° 30-04-1965), residing at Floridalaan 62, B-1180 Ukkel, as independent director as defined in article 526ter Company code for a period of two (2) years from the closing of this general meeting until the closing of the ordinary general meeting of 2017.

**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 2.414.110 euro for the year 2015, of which an amount of 1.755.410 euro will be allocated to the remuneration of the CEO and the balance amount of 658.700 euro will be apportioned amongst the non-executive members of the Board according to the internal rules.

**10. Approval stock option plans 2014.**

*Proposal for resolution (11th vote):*

The general meeting approves the stock option plan 'Options Barco 07 - CEO 2014' (20.000 options), the stock option plan 'Options Barco 07 - Personnel Europe 2014' (50.580 options) and the stock option plan 'Options Barco 07 - Foreign Personnel 2014' (including the Barco, Inc. Rules of the Barco 2014 Subplan - U.S. approved Share Option Plan) (64.250 options).

**11. Approval stock option plans 2015.**

In 2015, the Board of Directors intends to issue new stock option plans in line with the terms of the previous stock option plans, therefor asks the authorization of the general meeting in accordance with the Corporate Governance Code 2009.

*Proposal for resolution (12th vote):*

The General Meeting authorizes the Board of Directors to issue new stock option plans in 2015 within the limits specified hereafter: stock option plan 'Options Barco 08 - CEO 2015' (maximum 20.000 options), stock option plan 'Options Barco 08 - Personnel Europe 2015' (maximum 50.580 options) and stock option plan 'Options Barco 08 - Foreign Personnel 2015' (maximum 64.250 options).

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

**13. Re-appointment of a Statutory Auditor.**

*Proposal for resolution (13th vote):*

The general meeting reappoints, upon recommendation of the works council and upon proposal of the audit committee, the civil company under the legal form of a C.V. with limited liability "Ernst & Young Bedrijfsrevisoren" having its registered office at De Kleetlaan 2 at B-1831 Diegem, permanently represented by Mr. Marnix Van Dooren, chartered auditor, 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 in 2018. The total annual remuneration is set at € 370.000 for the audit of the statutory financial statements and the consolidated financial statements.

### **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 8, 2015** to Barco NV, Legal Department, Pres. 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 Wednesday April 15, 2015.

### **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 24, 2015** 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, Pres. Kennedypark 35 at 8500 Kortrijk.

### **REGISTRATION**

Only those persons who are shareholders on the **registration date (Thursday 16 April 2015 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 **by not later than Wednesday April 29, 2015 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, warrants, options, bonds or certificates issued in collaboration with Barco NV, must inform the company **by not later than Friday April 24, 2015** by letter, fax (+32-56-26.22.97) 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.

### **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 not later than Wednesday April 29, 2015 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 2014**

The 2014 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

#### **About Barco**

*Barco, a global technology company, designs and develops networked visualization products for the Entertainment, Enterprise and Healthcare markets. Barco has its own facilities for Sales & Marketing, Customer Support, R&D and Manufacturing in Europe, North America and APAC. Barco (NYSE Euronext Brussels: BAR) is active in more than 90 countries with 3,250 employees worldwide. Barco posted sales of 1.051 billion euro in 2014.*

*For more information and the annual report 2014, please visit the Company's website at [www.barco.com](http://www.barco.com)*

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#### **For more information, please contact:**

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