

**Barco**  
**Limited liability company at 8500 Kortrijk,**  
**President Kennedypark 35**

RCE Gent, division Kortrijk with enterprise number 0473.191.041  
V.A.T.-liable

**VOTING RESULTS OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS HELD ON  
APRIL 27, 2017.**

---

- 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, 2016.**
- 2 Approval of the annual accounts of Barco NV for the fiscal year ending December 31, 2016 – Distribution of the results – Dividend.**

The general meeting approves the annual accounts of Barco NV for the fiscal year ending December 31, 2016, including the distribution of the results and the determination of the gross dividend at 1 euro and 90 eurocents (1,90€) per fully paid up share.

The proposal of decision, as stated in the meeting notice has been approved with 7.336.186 votes (or 99,9% for, 9.193 votes (or 0,1%) against and 0 (or 0%) abstain (1<sup>st</sup> voting round).

The total number of shares for which votes have been casted amounts to 7.345.379 (56% of the total amount of shares).

- 3 Presentation of the consolidated annual accounts for the fiscal year ending December 31, 2016.**
- 4 Approval of the remuneration report.**

The general meeting approves the remuneration report with respect to the fiscal year ending December 31, 2016.

The proposal of decision, as stated in the meeting notice has been approved with 6.680.379 votes (or 91%) for, 551.331 votes (or 7,5%) against and 113.669 (or 1,5%) abstain (2<sup>nd</sup> voting round).

The total number of shares for which votes have been casted amounts to 7.345.379 (56% of the total amount of shares).

## 5 Discharge to the directors.

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, 2016.

The proposal of decision, as stated in the meeting notice has been approved with 7.345.315 votes (or 100%) for, 0 votes (or 0%) against and 64 (or 0%) abstain (3<sup>rd</sup> voting round).

The total number of shares for which votes have been casted amounts to 7.345.379 (56% of the total amount of shares).

## 6 Discharge to the Statutory Auditor.

The general meeting gives discharge to the Statutory Auditor for the execution of its mandate during the fiscal year ending December 31, 2016.

The proposal of decision, as stated in the meeting notice has been approved with 7.345.368 votes (or 100%) for, 0 votes (or 0%) against and 11 (or 0%) abstain (4<sup>th</sup> voting round).

The total number of shares for which votes have been casted amounts to 7.345.379 (56% of the total amount of shares).

## 7 End of mandate of directors – Resignation director – (Re)-appointment directors.

The Board of Directors requests the general meeting to acknowledge that the mandates of Adisys Corporation, permanently represented by Mr. Ashok K. Jain, ADP Vision BVBA, permanently represented by Mr. Antoon De Proft and Mr. Frank Donck, expire at the end of this annual general meeting. Their mandate is renewable.

The Board of Directors requests the general meeting to take note of the resignation of Mr. Eric Van Zele and the wish of ADP Vision BVBA, permanently represented by Mr. Antoon De Proft, not to be re-appointed.

### 7.1 Appointment of director

The general meeting appoints Mr. Jan De Witte as director for a period of three (3) years from the closing of this general meeting until the closing of the ordinary general meeting of 2020.

The proposal of decision, as stated in the meeting notice has been approved with 7.315.202 votes (or 99,6%) for, 30.176 votes (or 0,4%) against and 1 (or 0%) abstain (5<sup>th</sup> voting round).

The total number of shares for which votes have been casted amounts to 7.345.379 (56% of the total amount of shares).

## 7.2 Re-appointment of director

The general meeting re-appoints Adisys Corporation, permanently represented by Mr. Ashok K. Jain, as director for a period of three (3) years from the closing of this general meeting until the closing of the ordinary general meeting of 2020.

The proposal of decision, as stated in the meeting notice has been approved with 7.345.374 votes (or 98,4%) for, 116.275 votes (or 1,6%) against and 2 (or 0%) abstain (6<sup>th</sup> voting round).

The total number of shares for which votes have been casted amounts to 7.345.374 (56% of the total amount of shares).

## 7.3 Re-appointment of independent director

The general meeting re-appoints Mr. Frank Donck (°30-04-1965) as independent director as defined in article 524§4 Company code for a period of three (3) years from the closing of this general meeting until the closing of the ordinary general meeting of 2020.

The proposal of decision, as stated in the meeting notice has been approved with 5.006.233 votes (or 68,2%) for, 2.339.139 votes (or 31,8%) against and 2 (or 0%) abstain (7<sup>th</sup> voting round).

The total number of shares for which votes have been casted amounts to 7.345.374 (56% of the total amount of shares).

## 7.4 Appointment of independent director

The general meeting appoints Mrs. An Steegen (°04-01-1971), residing at Kerkstraat 17, 3440 Zoutleeuw, as independent director as defined in article 524§4 Company code for a period of three (3) years from the closing of this general meeting until the closing of the ordinary general meeting of 2020.

The proposal of decision, as stated in the meeting notice has been approved with 7.337.149 votes (or 99,9%) for, 8.230 votes (or 0,1%) against and 0 (or 0%) abstain (8<sup>th</sup> voting round).

The total number of shares for which votes have been casted amounts to 7.345.379 (56% of the total amount of shares).

## 8 Remuneration.

Pursuant to article 17 of the by-laws the general meeting sets the aggregate annual remuneration of the entire Board of Directors at 2.426.043 euro for the year 2017, of which an amount of 1.755.410 euro will be allocated to the remuneration of the CEO and the balance amount of 670.633 euro will be apportioned amongst the non-executive members of the Board according to the internal rules.

The proposal of decision, as stated in the meeting notice has been approved with 7.323.953 votes (or 99,7%) for, 98 votes (or 0%) against and 21.323 (or 0,3%) abstain (9<sup>th</sup> voting round).

The total number of shares for which votes have been casted amounts to 7.345.374 (56% of the total amount of shares).

## **9 Approval stock option plans 2017.**

The general meeting authorizes the Board of Directors to issue new stock option plans in 2017 within the limits specified hereafter: stock option plan 'Options Barco 10 – CEO 2017' (maximum 30.000 options), stock option plan 'Options Barco 10 – Personnel Europe 2017' and stock option plan 'Options Barco 10 – Foreign Personnel 2017' (maximum 126.000 options, to be divided over both plans by the Board of Directors).

The proposal of decision, as stated in the meeting notice has been approved with 6.428.531 votes (or 87,5%) for, 916.598 votes (or 12,5%) against and 222 (or 0%) abstain (10<sup>th</sup> voting round).

The total number of shares for which votes have been casted amounts to 7.345.351 (56% of the total amount of shares).

## **10 Variable remuneration former CEO.**

The general meeting approves the immediate payment of the deferred parts of the variable remuneration of the former CEO on the basis of the performance criteria achieved in the relevant years.

The proposal of decision, as stated in the meeting notice has been approved with 7.227.955 votes (or 98,4%) for, 117.157 votes (or 1,6%) against and 262 (or 0%) abstain (11<sup>th</sup> voting round).

The total number of shares for which votes have been casted amounts to 7.345.374 (56% of the total amount of shares).