

[ONLY FOR TRANSLATION PURPOSES, THE FILLED OUT AND SIGNED PROXY NEEDS TO BE IN DUTCH]

PROXY<sup>1</sup>

The undersigned:  
(full name and address of the shareholder)

Owner – joint owner – bare owner – usufructuary – pledgor – pledgee<sup>2</sup>  
(delete as appropriate)

of \_\_\_\_\_ registered shares – non material shares  
(delete as appropriate)

of MELEXIS NV, with registered office at Rozendaalstraat 12, 8900 Ieper, listed in the register of legal persons of Ieper with company number 0435.604.729.

Herewith appoints as special proxy holder:  
(name, place of birth, date of birth and address)

To whom he/she grants proxy to:

1. Participate on his/her behalf in the ordinary and the extraordinary general meeting of shareholders that will be held on Monday April 20th, 2015 at 11h00 am at the registered office of the company at Rozendaalstraat 12, 8900 Ieper (Belgium), with the following agenda:

**AGENDA ORDINARY GENERAL MEETING OF SHAREHOLDERS**

1. Perusal of the annual report of the board of directors for the financial year ending on December 31<sup>st</sup>, 2014, with explanation of the remuneration report that is included in the corporate governance statement.
2. Perusal of the control report of the statutory auditor regarding the financial year 2014.
3. Perusal of the consolidated annual accounts closed on December 31<sup>st</sup>, 2014.
4. Approval of the annual accounts closed on December 31<sup>st</sup>, 2014 with allocation of the financial result.

**Proposed resolution:** *Subsequent to the perusal of the annual report and the report of the statutory auditor and after discussion of the annual accounts and the consolidated annual accounts closed on December 31<sup>st</sup>, 2014, the annual accounts closed on December 31<sup>st</sup>, 2014 are approved.*

*The ordinary result amounts to EUR 5.535.981,11. Including the result carried forward from the financial year ending on December 31<sup>st</sup>, 2013, the total result to be appropriated for the financial year ending on December 31<sup>st</sup>, 2014, amounts to EUR 469.711.966,50. It is proposed that this result be allocated as determined in the annual accounts closed on December 31<sup>st</sup>, 2014, as follows:*

- Result to be carried forward: EUR 429.311.966,50
- Gross Dividend: EUR 40.398.215,00
- Addition to other reserves: EUR 1.785

5. Approval of the remuneration report regarding the financial year 2014.

**Proposed resolution:** *The general meeting approves the remuneration report regarding the financial year 2014.*

6. Discharge of the directors.

**Proposed resolution:** *The directors are discharged for their mandate executed during the previous financial year. The president explains that there have been no actions during the previous financial year that concerned a breach of the articles of association or the Belgian Companies Code ("BCC"), as referred to in article 554 BCC.*

7. Discharge of the statutory auditor.

**Proposed resolution:** *The statutory auditor is discharged for its mandate executed during the previous financial year.*

8. Appointment of independent director and determination of the remuneration

**Proposed resolution:** *On advice of the nomination and remuneration committee the board of directors has decided on April, 22<sup>nd</sup> 2014 to co-opt the following director as new and independent director until the next general meeting of shareholders.*

*The meeting decides to proceed to the appointment of the following director, in accordance with article 526ter BCC and provision 2.3. and appendix A of the Corporate Governance Code, for a period of four years, with effect as from today and ending immediately after the ordinary general meeting of shareholders of 2018 :*

*- Ms. Martine Baelmans, residing at 3001 Leuven, Marie Popelinlaan 1;*

*From information available to the company and from information provided by the director it appears that she satisfy the applicable requirements with respect to independence.*

*The director receives an annual gross remuneration of EUR 15.000,00 for this mandate.*

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### Voting instructions ordinary general meeting of shareholders

#### Complete your voting instructions here:

1. Perusal of the annual report of the board of directors on the financial year 2013, etc.  
**(does not involve a vote)**
2. Perusal of the control report of the statutory auditor on the financial year 2013.  
**(does not involve a vote)**
3. Perusal of the consolidated annual accounts on the financial year 2013.  
**(does not involve a vote)**
4. Approval of the annual accounts on the financial year 2013 and allocation of the financial result.

for       against       abstain

5. Approval of the remuneration report on the financial year 2013.

for       against       abstain



6. Discharge of the directors.

**for**       **against**       **abstain**

7. Discharge of the statutory auditor.

**for**       **against**       **abstain**

8. Appointment of director and determination of the remuneration

Ms. Martine Baelmans       **for**       **against**       **abstain**

Done at [location] on: [date]

Signature of the shareholder  
(preceded by the hand-written words  
"Good for proxy")

If the shareholder is not a natural person:

Name of the individual signatory:

Function:

who certifies being authorized to sign this proxy for and on behalf of the shareholder identified on page 1.

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<sup>1</sup> This proxy is not a proxy solicitation and cannot be used in the cases contemplated by articles 548 and 549 of the Companies Code.

<sup>2</sup> In accordance with articles 9 and 29 of the articles of association the joint owners, the pledgers and pledges, the bare owners and usufructuaries of shares are requested to appoint one single proxy holder.