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## Xtrion and Melexis announce private placement of Melexis shares

MAR 2, 2021

Press Release – Inside Information – Regulated Information

### **Intermediate declaration by the Board of Directors**

Ieper, Belgium – March 2nd, 2021, 14.00 hrs CET

Melexis NV (“Melexis”), a global microelectronics engineering company, has been informed that Xtrion NV (“Xtrion”), a holding company and majority shareholder of Melexis, intends to reduce its participation in Melexis from 53.6% to 50.0% +1 share by selling 1,444,398 existing shares of Melexis. Upon receiving this information, Melexis has decided to sell its 346,141 treasury shares held by Melexis and Melexis Technologies NV (“Melexis Technologies”) in a coordinated manner with Xtrion (Melexis, Melexis Technologies and Xtrion jointly referred to as the “sellers”).

As a result, 1,790,539 existing shares - c. 4.43% of the capital - of Melexis (the “shares”) will be offered in a private placement (the “sale”).

Following the sale, Xtrion will remain Melexis’ majority shareholder (50% + 1 share). It is Xtrion’s intention and vision to retain a controlling stake in Melexis’ share capital for the foreseeable future.

The purpose of the sale is to increase the free float, to enhance the liquidity of the Melexis’ share and to support the representation in relevant indices.

The net proceeds of the sale will be used by Melexis and Melexis Technologies to finance general corporate purposes, including the long-term shareholder remuneration practice.

The private placement will be conducted by means of an accelerated bookbuilding in accordance with article 8:7 of the Royal Decree implementing the Code on Companies and Associations.

The shares will be offered outside the United States in “offshore transactions” within the meaning of, and pursuant to, Regulation S under the U.S. Securities Act of 1933, as amended (the “US Securities Act”), to qualified investors only and in the United States to persons reasonably believed to be “qualified institutional buyers” (“QIBs”), as defined in Rule 144A (“Rule 144A”) under the US Securities Act.

Until results of the private placement are announced, trading of the Melexis shares on the regulated market of Euronext Brussels will be suspended.

The sellers have agreed to a lock-up of 90 calendar days, subject to customary carve-outs.

Books open with immediate effect and may close on short notice.

The results of the private placement will be announced shortly after completion of the bookbuilding process.

Settlement is expected to occur 2 business days after announcement of the private placement results.

Belfius SA/NV, in cooperation with Kepler Cheuvreux S.A., and BNP Paribas Fortis SA/NV will act as Joint Global Coordinators and Joint Bookrunners in connection with the placement.

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### **Application of Article 7:97 of the BCAC**

In application of Article 7:97, §4/1 BCAC, Melexis is disclosing hereby the fact that the proposed private placement contains two aspects of related party transactions.

#### *1° Nature of the related party transactions*

Melexis, Melexis Technologies and Xtrion are expected to enter into a placement agreement with the Joint Global Coordinators pursuant to which the latter will execute the private placement and facilitate the sale of shares resulting from the ABB. The three companies will also share the costs of the private placement amongst them.

#### *2° Information on the related party*

Xtrion is the controlling shareholder of Melexis, and as such qualifies as a related party.

The signing of the placement agreement and the agreement on the cost sharing can be seen as a related party transaction for Melexis and Melexis Technologies under the scope of the special procedure of article 7:97 BCAC.

#### *3° Date and value of the transaction*

The Parties intend to share the costs of the ABB pro rata the number of shares of the Company they each sell. These costs comprise a.o. the placement fees, tax on stock-exchange transactions (TST), legal fees and the auditor fees. They have been estimated (based on the reference closing price of the Melexis share on Euronext Brussels on February 25 2021 of EUR 96.70) at a maximum of EUR 1,849,951. These costs will be shared pro rata the number shares sold by the parties in the private placement, which will result in an estimated maximum cost for:

- Melexis of EUR 1,835.26 ; and for
- Melexis Technologies of EUR 354,051.20.

The liabilities undertaken under the Placement Agreement are in line with market practice for similar transactions and have been undertaken severally pro rata the shares sold by the respective parties in the private placement but not jointly.

#### *4° Advice by Committee of Independent Directors and statutory auditor's review*

In application of article 7:97 BCAC, the Committee of Independent Directors of Melexis has issued a written advice, the conclusion of which is:

*"In view of the foregoing, the Committee advises to the Board of Directors that it considers the entering into the Cost Sharing Agreement and the Placement Agreement by the Company and by Melexis Technologies is not contrary to the interest of the Company and not unjustified. The Committee is also of the opinion that it is highly unlikely that the entering into these agreements would lead to disadvantages which would outweigh the advantages outlined above in this advice."*

The Board of Directors of Melexis did not deviate from this conclusion.

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The review by the statutory auditor of Melexis, PwC Bedrijfsrevisoren CVBA/SCRL in application of Article 7:97, §4 BCAC concludes as follows:

*"Based on the procedures we have performed, as described in this report, we do not report any exceptions to you."*

### **Important Legal Information**

This announcement is not for publication or distribution, directly or indirectly, in or into the United States of America. This announcement is not an offer of securities for sale into the United States. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States, except pursuant to an applicable exemption from registration. No public offering of securities is being made in the United States.