

MELEXIS

Public limited liability company

Rozendaalstraat 12, 8900 Ieper (Belgium)
Register Legal Persons Ghent, division of Ieper 0435.604.729
(the “company”)

Convocation to the shareholders’ meeting

The board of directors of MELEXIS NV is honored to invite its shareholders to attend the annual shareholders’ meeting (the “Meeting”) that will be held on Tuesday May 12, 2026 at 11h00 am at Melexis Technologies NV, Transportstraat 1, 3980 Tessenderlo-Ham, Belgium.

Shareholders are strongly encouraged to attend the Meeting virtually. Shareholders who wish to attend the Meeting virtually are asked to provide their votes through a power of attorney before the Meeting.

ANNUAL SHAREHOLDERS’ MEETING AGENDA

1. Acknowledgement and explanation of the annual report of the board of directors regarding the statutory annual accounts for the financial year ended on December 31st, 2025, with explanation of the remuneration report that is included in the corporate governance statement.

Explanatory statement: Pursuant to Articles 3:5 and 3:6 of the Belgian Code on Companies and Associations (the “BCCA”), the directors have drafted an annual report in which they account for their management. This agenda item does not require a resolution of the shareholders.

2. Acknowledgement and explanation of the statutory auditor’s report regarding the statutory annual accounts for the financial year ended on December 31st, 2025.

Explanatory statement: Pursuant to Articles 3:74 and 3:75 of the BCCA, the statutory auditor has drafted a detailed report. This agenda item does not require a resolution of the shareholders.

3. Acknowledgement and explanation of the consolidated annual accounts, the report of the board of directors and the statutory auditor’s report with regard to the consolidated annual accounts for the financial year ended on December 31st, 2025.

Explanatory statement: The board of directors submits the consolidated annual accounts for discussion. Pursuant to Article 3:32 of the BCCA, the directors have drafted a report on the consolidated annual accounts. Pursuant to Article 3:80 of the BCCA, the statutory auditor has drafted a detailed report on the consolidated annual accounts. This agenda item does not require a resolution of the shareholders.

4. Approval of the statutory annual accounts and other documents to be deposited in accordance with the BCCA for the financial year ended on December 31st, 2025, with allocation of the financial result.

Proposed resolution: Subsequent to the acknowledgement and discussion of the reports of the board of directors and the statutory auditor and to the discussion of the statutory annual accounts and other documents to be deposited in accordance with the BCCA, and the consolidated annual accounts for the

financial year ended on December 31st, 2025, the statutory annual accounts for the financial year ended on December 31st, 2025, are approved.

The ordinary result amounts to EUR 115,711,935 Including the result carried forward from the financial year ended on December 31st, 2024, the total result to be appropriated for the financial year ended on December 31st, 2025, amounts to EUR 1,263,729,638. The shareholders' meeting approves that this result be allocated as determined in the annual accounts closed on December 31st, 2025, as follows:

- *Result to be carried forward: EUR 1,071,382,735*
- *Purchase of own shares: EUR 45,620,640*
- *Gross dividend: EUR 146,726,263 (*)*

() The board of directors approved on February 2nd, 2026 to propose to the shareholders' meeting to pay out over the result of 2025 a total dividend of EUR 3.70 gross per share. This amount contains an interim dividend of EUR 1.30 per share which was paid in October 2025 and a final dividend of EUR 2.40 per share which will be payable after approval of the shareholders' meeting. The Melexis shares will start trading ex coupon on May 19th, 2026 (opening of the market). The record date is May 20th, 2026 (closing of the market) and the dividend will be payable as from May 21st, 2026.*

5. Approval of the remuneration report regarding the financial year ended on December 31st, 2025.

Proposed resolution: *The shareholders' meeting approves the remuneration report regarding the financial year ended on December 31, 2025.*

6. Discharge from liability to the directors.

Proposed resolution: *The directors and their permanent representatives are, by separate vote for each director, discharged from liability for their mandate executed during the financial year ended on December 31, 2025.*

7. Discharge from liability to the statutory auditor.

Proposed resolution: *The statutory auditor is discharged from liability for its mandate executed during the financial year ended on December 31, 2025.*

8. Re-appointment of director.

Proposed resolution: *The meeting decides to proceed to the re-appointment of Ms. Françoise Chombar as director for a period of four years, with effect as from today and ending immediately after the annual shareholders' meeting that will decide on the annual accounts of the financial year ended on December 31st, 2029. The meeting acknowledges that the director has waived any remuneration for this mandate.*

9. Re-appointment of director.

Proposed resolution: *The meeting decides to proceed to the re-appointment of Mr. Roland Duchâtelet as director for a period of four years, with effect as from today and ending immediately after the annual shareholders' meeting that will decide on the annual accounts of the financial year ended on December 31st, 2029. The meeting acknowledges that the director has waived any remuneration for this mandate.*

10. Appointment of independent director.

Proposed resolution: *The meeting decides to appoint Ms. Jayanthi Natarajan, as independent director for a period of four years, with effect as from today and ending immediately after the annual shareholders' meeting that will decide on the annual accounts of the financial year ended on December 31st, 2029.*

Explanatory statement: We are pleased to introduce Jay Natarajan to become the newest member of our Board of Directors. Jay brings a unique blend of technical expertise, leadership, and global perspective that aligns perfectly with our company's strategic needs and values.

Ms. Natarajan leads at the intersection of code (engineering) and capital, with experience managing P&Ls exceeding \$ 1.2B. Her background demonstrates a strong command of both technical and financial domains. She applies foundational engineering logic to AI unit economics, underscoring her technical competency in AI, software, IT and digital transformation.

Jay's deep technical background fills a critical gap on our board, ensuring we remain at the forefront of technological innovation. Her recent and ongoing involvement in cutting-edge technology and mentorship of young professionals suggests she is well attuned to the latest technological advancements, contributing to age diversity and fresh perspectives on our board. With her roots in India and living in the US since 1997, Jay brings invaluable cultural understanding and a strong network both in India, our next growth geography, and the US.

Her appointment also maintains our board's gender balance (4 women, 3 men).

Upon recommendation of the Nomination and Remuneration Committee, the board of directors proposes to appoint Ms. Jay Natarajan as an independent director and confirms there is no indication of any element that could call into question her independence as described in the Corporate Governance Code 2020.

11. Determination of the statutory auditor's remuneration.

Proposed resolution: The statutory auditor's fee of fiscal year 2025 amounts to EUR 153,362 (plus VAT, out-of-pocket expenses and the IRE/IBR fee) and is subject to annual adjustment based on the consumer price index or as agreed between the parties.

12. Appointment of statutory auditor for the audit of the annual accounts and the consolidated financial statements and for certifying the corporate sustainability reporting.

Proposed resolution: Upon proposal of the board of directors, acting on the recommendation of the audit committee and upon nomination by the workers council, the shareholders' meeting decides to appoint EY Bedrijfsrevisoren, with registered office at Kouterveldstraat 7B 001, 1831 Diegem, Belgium, represented by Olaf Janssen, as auditor for a 3-year term, specifically for the financial years ending December 31, 2026, 2027 and 2028. The auditor's mandate shall terminate immediately after the shareholders' meeting deciding on the financial statements for the financial year ending December 31, 2028. The auditor shall be responsible for the audit of the annual accounts and the consolidated financial statements.

The auditor is also charged with the engagement regarding the assurance of sustainability information for a 3-year term. The assignment on sustainability information is mandated by the EU Directive 2022/2464 of 14 December 2022 of the European Parliament and the European Council on sustainability reporting by enterprises (the "Corporate Sustainability Reporting Directive" or "CSRD"), which is transposed into Belgian law on 28 November 2024. This sustainability information also includes the information required under Article 8 of the European Regulation (EU) 2020/852 establishing a framework to facilitate sustainable investment (the "EU Taxonomy").

The auditor's annual fee, subject to indexation, is set at € 342,000 (excluding VAT and expenses) per year.

Resolutions relating to the merged company: Xpeqt NV: On 8 December 2025, the silent merger (a merger-equivalent transaction) of the public limited liability company Xpeqt (a 100% subsidiary of Melexis) with and into Melexis was approved, with effect as from 1 January 2026. Pursuant to Article 12:58 of the BCCA, the shareholders' meeting of the acquiring company, in this case Melexis, must approve the annual accounts of the absorbed company and grant discharge to the management and supervisory bodies of the absorbed company for the financial year ending on 31 December 2025.

13. Acknowledgement and discussion of the annual accounts and the annual report of Xpeqt NV as at 31 December 2025.

Explanatory statement: As this concerns mere acknowledgement and discussion, no resolution of the shareholders is required.

14. Acknowledgement and discussion of the statutory auditor's report of Xpeqt NV relating to the aforementioned annual accounts.

Explanatory statement: As this concerns mere acknowledgement and discussion, no resolution of the shareholders is required.

15. Approval of the annual accounts of Xpeqt NV as at 31 December 2025 and allocation of the result.

Proposed resolution: The shareholders' meeting resolves to approve the annual accounts of Xpeqt NV as at 31 December 2025, including the allocation of the result.

16. Discharge from liability to the directors of Xpeqt NV for the exercise of their mandate during the financial year ending on 31 December 2025.

Proposed resolution: The directors of Xpeqt NV and their permanent representatives are, by separate vote for each director, discharged from liability for their mandate executed during the financial year ended on December 31, 2025.

17. Discharge from liability to the statutory auditor of Xpeqt NV for the exercise of its mandate during the financial year ending on 31 December 2025.

Proposed resolution: The statutory auditor of Xpeqt NV is discharged from liability for its mandate executed during the financial year ended on December 31, 2025.

FORMALITIES

I. Conditions of admission

In order to be admitted and to exercise their voting rights at the Meeting, the shareholders must comply with Article 7:134, §2 BCCA and the articles of association of the company, and fulfill the following two conditions:

1. Registration

The company has to be able to determine that on **April 28th, 2026** at 24h00 CET ("**Registration Date**"), the shareholder was in the possession of the number of shares with which the shareholder wishes to participate in the Meeting:

- by registration in the company's share register of registered shares (*aandelen op naam*), or
- by registration in the accounts of a certified account holder or relevant settlement institution for dematerialized shares (*gedematerialiseerde aandelen*).

2. Confirmation of attendance

The shareholders whose shares are registered at the Registration Date, also have to notify the company no later than **May 6th, 2026** at 17h00 CET ("**Notification Date**") that they wish to attend the Meeting and whether they want to do so **in person or virtually**, as follows:

- the owners of registered shares must complete the attendance form made available on the company's website (<https://www.melexis.com/en/investors/share-information/shareholders-meetings>) and must provide this form to the company no later than the Notification Date in accordance with section VI below;
- the owners of dematerialized shares must request their financial institution to inform Belfius Bank Belgium of their intention to attend the Meeting (via e-mail to vergad-assem@belfius.be), immediately and no later than the Notification Date mentioned below, confirming the total number of dematerialized shares registered in their name in their account on the Registration Date, with which the shareholders wish to participate in the annual meeting.

Only persons who are registered as shareholders of the company on the Registration Date and who have confirmed their attendance at the Meeting no later than the Notification Date, are entitled to attend, speak and vote at the Meeting or to attend the Meeting virtually.

II. Virtual meeting attendance

Details on how to attend the Meeting virtually are provided on the website of the company (www.melexis.com/en/investors).

If a shareholder wishes to attend the Meeting virtually, the company can request additional information such as a valid e-mail address, securities account and mobile phone number for authentication purposes.

Since this virtual meeting is not set up as a means to participate to the Meeting from distance as provided in article 7:137 BCCA, shareholders attending the Meeting virtually **are invited to provide their votes through a power of attorney or mail before the Meeting**, in accordance with section V and VI below. To avoid complexity and ensure a smooth and efficient virtual meeting, there will be no functionality to vote electronically during the Meeting.

III. The right to add items to the agenda and to file resolution proposals

Shareholders who alone or together with other shareholders hold at least 3% of the share capital of the company, have the right to put additional items on the agenda of the Meeting and to submit draft resolutions in relation to items that have been or are to be included in the agenda. Shareholders wishing to exercise this right, will have to deliver a notification to the company in accordance with

section VI below no later than **April 20th, 2026** at 17h00 CET. The company will confirm the receipt of such written notifications within 48 hours and will publish a revised agenda no later than **April 27th, 2026**. More information about the aforementioned rights and their execution can be found on the website of the company mentioned in section VI below.

IV. The right to ask questions

Each shareholder has the right to ask questions to the directors and/or the statutory auditor during the Meeting and in writing prior to the Meeting. Written questions must be delivered by notification according to section VI below by no later than **May 6th, 2026** at 17h00 CET. More information about the aforementioned right and its execution can be found on the website of the company mentioned in section VII below.

V. Power of attorney

Shareholders who have complied with all admission conditions set out in section I above, but who do not wish to attend the Meeting, as well as shareholders who wish to attend the Meeting virtually in accordance with section II above, can give a written power of attorney to be represented at the Meeting. A shareholder can only appoint one person as its representative by means of a power of attorney. Such holder of a power of attorney may, but need not, also be a shareholder of the company. The shareholders who wish to be so represented, are requested to use the form therefore prepared by the board of directors and made available on the company's website (<https://www.melexis.com/en/investors/share-information/shareholders-meetings>). The originally signed power of attorneys must reach the company by post at its registered office or the address mentioned in section VII below by no later than **May 6th, 2026** at 17h00 CET. In addition, the power of attorney form may also be provided to the company, within the same timing, by e-mail under the condition that such notification is signed electronically in accordance with the applicable Belgian law using at least a simple electronic signature. The shareholders are requested to follow the instructions mentioned on the power of attorney form to be validly represented at the general meeting. Every appointment of a holder of a power of attorney has to occur according to the applicable Belgian law, in particular with regard to conflicts of interests and the keeping of a register.

In order to be admitted to the Meeting, holders of a power of attorney must be able to prove their identity by means of a valid ID card or passport. Representatives of legal entities must provide recent copies of documents establishing their identity and their capacity to represent such entities.

VI. Notification and information

All notifications to the company in the framework of this convocation have to be addressed to:

Melexis NV
Legal Department
Attn. Ms. Valerie Kerfs
c/o Transportstraat 1
3980 Tessenderlo-Ham
Belgium
E-mail: legal@melexis.com

All required documents and additional information for purposes of the Meeting are available for the shareholders on the address mentioned in this section VII or the following website:

<https://www.melexis.com/en/investors/share-information/shareholders-meetings>

VII. Data protection

The company refers to its “*General policy on data processing and protection*”, available on its website (<https://www.melexis.com/en/legal/privacy-policy>). For further questions or comments regarding this personal data or to exercise your rights as a data subject, please contact us at privacy@melexis.com.

The board of directors