



Microelectronic Integrated Systems

- FOR TRANSLATION PURPOSES ONLY -

"MELEXIS"

*PUBLIC LIMITED COMPANY PURSUANT TO BELGIAN LAW
THAT MAKES A PUBLIC APPEAL TO THE SAVINGS OF THE
GENERAL PUBLIC*

Rozendaalstraat 12, 8900 Ypres
Ypres Register of Juristic Persons 0435.604.729

Annual Shareholders' Meeting 2009

In the year two thousand and nine, on April 20th at 11 hrs CET.

The meeting takes place at the registered office of the limited liability company with the legal form of a naamloze vennootschap "MELEXIS NV", Ypres Register of Juristic Persons 0435 604 729, with registered office at Rozendaalstraat 12, 8900 Ypres,

Attendance list:

Are present or are represented, the shareholders whose identity and if required their trustee, together with the total amount of shares for which they can produce a certificate of unavailability as requested in the conditions of admission, or those which are registered in their name, mentioned in the attendance list, which will be included in these minutes to become an inseparable whole.

The meeting is chaired by DUCHATELET Roland Joseph Louis, born in Antwerp (Merksem) on November 14, 1946, place of residence 3800 ST-TRUIDEN, Staaien 20.

Appointed as recorders of the votes:

1/ CHOMBAR Françoise Marie Cyrilla, place of residence 3550 Heusden-Zolder, Boektlaan 14;

2/ DE WINTER Rudi Leonie Emiel, place of residence 3550 Heusden-Zolder, Boektlaan 14.

Appointed as secretary: VAN GRIENSVEN Karen Ellen Antonia Augusta, place of residence 2100 Antwerpen-Deurne, Ter Rivierenlaan 180.

STATEMENT BY THE CHAIRMAN:

The chairman precedingly explains the following:

I. The capital of Melexis amounts to five hundred sixty-four thousand eight hundred and thirteen EUR and eighty six eurocent (EUR 564.813,86), represented by forty three million two hundred and forty-one thousand eight hundred and sixty shares (43.241.860) without nominal value mentioned.

II. All the shares are voting shares, except one million seven hundred and twenty five thousand nine hundred forty three (1.725.943) shares, of which one million six hundred and sixty-one thousand seven hundred and twenty-six (1.661.726) shares were bought by the Company and sixty four thousand two hundred seventeen (64.217) shares by "Melexis Tessenderlo", limited liability company with the legal form of a naamloze vennootschap, Hasselt Register of Juristic Persons 0467.222.076, with registered office at 3980 Tessenderlo, Transportstraat 1, which is an indirectly controlled subsidiary of the Company, and which shares are still held in possession by the Company respectively its indirectly controlled subsidiary.

III. There are no obligations, warrants or certificates.

IV. The Company is a public limited company pursuant to Belgian law that makes a public appeal to the savings of the general public.

V. The invitation for the general meeting was done by means of an announcement placed in the following media:

1. The Official Belgian Gazette of March 26, 2009. (i.e. "Belgisch Staatsblad")
2. De Standaard of March 26 2009.

VI. That the holders of nominal shares and all directors and the statutory auditor got an invitation on April 3, 2009.

VII. That at least 15 (15) days prior to the general meeting, at the registered office in Ypres, the shareholders could examine the documents mentioned in the agenda and that these documents were at their disposal in accordance with article 535 of the Belgian Companies Code and also electronically at the website of the company.

VIII. Said meeting was called to deliberate upon and to decide upon the following items mentioned in the agenda:

1. Reading of the annual report of the Board of Directors.
2. Reading of the report of the Statutory Auditor.
3. Communication of the annual accounts and consolidated annual accounts as at 31 December 2008.
4. Announcement in relation to the Corporate Governance policy of the company and explanation of the Corporate Governance Chapter in the annual report of the Board of Directors.

5. Approval of the annual accounts as at 31 December 2008.

Proposal for resolution: After first reading the annual report and the report of the Statutory Auditor and communication of the annual accounts and consolidated annual accounts as at 31 December 2008, the Chairman makes several further announcements in relation to the Corporate Governance policy of the company and report all relevant corporate governance events that occurred during the previous financial year and provides further explanation of the Corporate Governance Chapter in the annual report of the Board of Directors. The annual accounts as at 31 December 2008 are then approved.

6. Appropriation of result.

Proposal for resolution: The ordinary result is EUR 10.196.172,38. Including the result carried forward from 2007 the total result to be appropriated for 2008 is EUR 40.134.068.

It is proposed that this result be divided as follows:

- Addition to other reserves: 12.944.727,93
- Result to be carried forward: EUR 2.232.860
- Gross Dividend: EUR 24.956.480,41

7. Discharge of Directors.

Proposal for resolution: The Directors are discharged in respect of their mandate exercised during the previous financial year. The Chairman reports that in the previous financial year there were no transactions not covered by the Articles of Association or which were in breach of the Belgian Companies Code as specified in Article 554 of the Belgian Companies Code.

8. Discharge of the Statutory Auditor.

Proposal for resolution: The Statutory Auditor is discharged in respect of his mandate exercised during the previous financial year.

9. Resignation of independent director.

Proposal for resolution: The meeting accepts the resignation of Triakon NV, with Mr Lucien De Schampheleere as permanent representative, as independent director of the company with effect from the date of the 2009 annual meeting.

10. Appointment of independent director.

Proposal for resolution: The meeting decides to appoint as new independent director of the Company Mrs Jenny Claes, 2820 Bonheiden, Kerseleersveld 10, with effect from today until after the annual meeting to be held in 2013. She is appointed as independent director within the meaning of Article 526B of the Companies Code. The said director is not affected by any incompatibility under the law, including the independence criteria contained in Article 526B of the Companies Code, and is not in a position that could jeopardise her independence. Mrs Claes is also independent director of Epiq NV, with registered office in 3980 Tessenderlo, Transportstraat 1, RPR Hasselt 0436.764.274, a company that is indirectly controlled by Mr Roland Duchâtelet, also director and (in)directly shareholder of the Company. The general meeting confirms that this mandate of independent director does not infringe the independence criteria of Article 526B of the Companies Code and, more generally, does not jeopardise the independence of Mrs Claes with regard

pany. The said director shall receive a remuneration in
with the corporate governance charter and the articles of
n for the exercise of her mandate as independent director.

The meeting confirms these statements and decides as
follows:

FIRST DECISION:

After first reading the annual report and the report of
the Statutory Auditor and communication of the annual ac-
counts and consolidated annual accounts as at 31 December
2008, the Chairman makes several further announcements in
relation to the Corporate Governance policy of the com-
pany and report all relevant corporate governance events
that occurred during the previous financial year and pro-
vides further explanation of the Corporate Governance
Chapter in the annual report of the Board of Directors.
The annual accounts as at 31 December 2008 are then
approved.

Vote:

Voting against: nihil

Abstain from voting: JP Morgan: 682.143 votes
Mr. Genen: 1000 votes

Voting in favor: all others

SECOND DECISION:

The ordinary result is EUR (9.404.818,38). Including the result carried forward from 2008 the total result to be appropriated for 2008 is EUR 40.134.068.

It is proposed that this result be divided as follows:

- Addition to other reserves: 12.944.727,93
- Result to be carried forward: EUR 2.232.860
- Gross Dividend: EUR 24.956.480,41

Voting:

Voting against: nihil

Abstain from voting:nihil

Voting in favor: all others

THIRD DECISION:

The Directors are discharged in respect of their mandate exercised during the previous financial year. The Chairman reports that in the previous financial year there were no transactions not covered by the Articles of Association or which were in breach of the Belgian Companies Code as specified in Article 554 of the Belgian Companies Code.

Voting:

Voting against: nihil

Abstain from voting: Mr Genen: 1000 votes

Voting in favor: all others

FOURTH DECISION:

The Statutory Auditor is discharged in respect of his mandate exercised during the previous financial year.

Voting:

Voting against: nihil

Abstain from voting:nihil

Voting in favor:all others

FIFTH DECISION;

The meeting accepts the resignation of Triakon NV, with Mr Lucien De Schamphelaere as permanent representative, as independent director of the company with effect from the date of the 2009 annual meeting.

Voting:

Voting against: nihil

Abstain from voting: nihil

Voting in favor: all others

SIXTH DECISION:

The meeting decides to appoint as new independent director of the Company Mrs Jenny Claes, 2820 Bonheiden, Kerseleersveld 10, with effect from today until after the annual meeting to be held in 2013. She is appointed as independent director within the meaning of Article 526B of the Companies Code. The said director is not affected by any incompatibility under the law, including the independence criteria contained in Article 526B of the Companies Code, and is not in a position that could jeopardise her

independence. Mrs Claes is also independent director of Epiq NV, with registered office in 3980 Tessenderlo, Transportstraat 1, RPR Hasselt 0436.764.274, a company that is indirectly controlled by Mr Roland Duchâtelet, also director and (in)directly shareholder of the Company. The general meeting confirms that this mandate of independent director does not infringe the independence criteria of Article 526B of the Companies Code and, more generally, does not jeopardise the independence of Mrs Claes with regard to the Company. The said director shall receive a remuneration in accordance with the corporate governance charter and the articles of association for the exercise of her mandate as independent director.

Voting:

Voting against: nihil

Abstain from voting:nihil

Voting in favor: all others

CLOSING OF THE MEETING:

No other items on the agenda. Meeting is declared closed by the chairman at hours CET.

The secretary reads the present minutes of the meeting. After reading, de members of the bureau and the shareholders who request to do so, sign the minutes.

DUCHATELET Roland,
chairman

VAN GRIENSVEN Karen,
Secretary

CHOMBAR Françoise,
Recorder of the votes

DE WINTER Rudi,
recorder of the votes