

Translation for convenience purpose only

“Barco”

Limited liability company at 8500 Kortrijk,
President Kennedypark 35
V.A.T.-liable - Enterprise number BE 0473.191.041
Register of Corporate Entities at Kortrijk

The board of directors kindly invites the holders of shares, bonds and warrants to attend, in the Customer Center of Barco NV at **8520 Kuurne, Noordlaan 5,**

* the **first** extraordinary general meeting to be held on the **Thursday April 29, 2010 at 03:00 pm,**

and if at this meeting the quorum required to deliberate and decide validly is not met,

* a **second** extraordinary general meeting to be held in the same place on the **Friday June 11, 2010 at 11:00 am,**

each with the following agenda and proposals for resolution:

A G E N D A

1. Reports

- (a) Report of the board of directors in implementation of article 604 of the Code on Companies
 - (i) in which the board explains in which special circumstances it may use the authorized capital and which are the objectives thereby being pursued;
 - (ii) in which the board of directors explains the special circumstances and which are the objectives thereby being pursued when making the request for renewal of the authorization for use the authorized capital, albeit under the conditions and within the limits set forth in the Code on Companies, after the date of receipt of a notice from the Banking, Finance and Insurance Commissions that it has been advised of a public take-over bid on the titles of the company.
- (b) Report of the Board of Directors in implementation of article 583 of the Code on Companies in which the Board provides a circumstantial justification for the contemplated issue of warrants (stock-options)
 - (i) "Options Barco 03 – Personnel Belgium 2010"; and
 - (ii) "Options Barco 03 – Personnel Foreign Countries 2010"; and
 - (iii) "Options Barco 03 – Executive Managers 2010".
- (c) Report of the Board of Directors in implementation of articles 596 and 598 of the Code on Companies related to the cancellation of the preference right of the current holders of shares, bonds and warrants in connection with the contemplated issue of warrants (stock-options)
 - (i) "Options Barco 03 – Personnel Belgium 2010"; and
 - (ii) "Options Barco 03 – Personnel Foreign Countries 2010"; and
 - (iii) "Options Barco 03 – Executive Managers 2010".
- (d) Report of the statutory auditor of the company in implementation of the articles 596 and 598 of the Code on Companies.

2. Authorization for the board of directors to use the authorized capital - Amendment to the articles of association

Proposal of decision:

The authorization for the board of directors to increase the capital in one or several times with a maximum amount of twenty-six million six hundred thousand euro (€26.600.000) during a period of five (5) years from the publication of the decision made by the extraordinary general meeting related thereto in the annexes to the Belgian Official Journal (Belgisch Staatsblad / Moniteur Belge), and accordingly to replace in Article 6 : Authorized capital of the articles of association the second existing sentence by the following sentence: "The board of directors can exercise this authorization during a five years period from the publication in the annexes to the Belgian Official Journal (Belgisch Staatsblad / Moniteur belge) of the decision of the extraordinary general meeting that has decided to grant the authorization."

3. Authorization for the board of directors to use the authorized capital in case of a public take-over bid on the company's titles

Proposal of decision:

The authorization for the board of directors during a three (3) years period from the publication of this amendment of the articles of association in the annexes to the Belgian Official Journal (Belgisch Staatsblad / Moniteur belge), to use the authorized capital under the conditions and within the limits set forth in the Code on Companies, even after the date of receipt of a notice from the Banking, Finance and Insurance Commissions that it has been advised of a public take-over bid on the titles of the company, and to amend the third paragraph of Article 6 : Authorized capital of the articles of association accordingly, as follows:

"The board of directors may exercise this authorization during a period of three years as from the publication in the annexes to the Belgian Official Journal (Belgisch Staatsblad / Moniteur belge) of the decision of the extraordinary general meeting that has decided to grant the authorization."

4. Renewal of the authorization on the acquisition and alienation of own shares

Proposal of decision:

The authorization for the board of directors to acquire, in accordance with the provisions of article 620 of the Code on companies, during a period of five (5) years as from the publication of this amendment to the articles of association in the annexes to the Belgian Official Journal (Belgisch Staatsblad / Moniteur belge), the maximum number of own shares or profit-sharing certificates as allowed by the Code on companies, being twenty percent (20%) of the share capital, for a price of at least one Euro (€1,00) and maximum equals the average closing price of the share over the last thirty (30) calendar days prior to the transaction, increased by ten percent (10%), and furthermore, insofar as necessary, the authorization to alienate own shares by sale, exchange or at the stock market, at the same conditions as those set out for the acquisition of own shares, and consequently replace in point 14.3. of Article 14 : Acquisition and alienation of own shares the words "April twenty-six two thousand and seven" by the date of the extraordinary general meeting that shall have decided to the renewal of the authorization.

5. Authorization for the acquisition and alienation of own shares by direct affiliate companies

Proposal of decision:

Authorization for the board of directors, to the extent permitted by law, to acquire or transfer own shares on the stock-exchange by means of sale, acquisition or exchange by direct affiliate companies in which "Barco" owns the majority of the voting rights, and this in accordance with the conditions set out in the abovementioned authorization to acquire and alienate own shares, being a price of at least one Euro (€1,00) and maximum equals the average closing price of the share over the last thirty (30) calendar days prior to the transaction, increased by ten percent (10%).

6. Clarification of the authorization granted to the board of directors for the acquisition and alienation of own shares - Amendment to the articles of association

Proposal of decision:

Clarification that the authorization granted to the board of directors for the acquisition and alienation of own shares shall also be possible within the framework of warrant (stock-option) plans in favor of members of the board of directors, and consequently point 14.1. of Article 14 : Acquisition and alienation of own shares shall be supplemented with the following wording:

"The board of directors has also been authorized to acquire or alienate own shares of the company within the framework of the obligations resulting from warrant (stock-option) plans for employees or and/or members of the board of directors".

7. Decision to issue a Stock-option Plan "Options Barco 03 - Personnel Belgium 2010" with the cancellation of the preference right, the authorization for the implementation thereof and approval according to article 556 of the Code on companies.

7.1 *Proposal of decision:*

Decision to approve a stock-option plan in favor of the employees of the limited company Barco "(the "company") and/or the company's affiliated companies in Belgium, the countries of the European Union, Norway and Switzerland with the creation of forty thousand (40.000) warrants (stock-options) which will be referred to as "Options Barco 03 - Personnel Belgium 2010" and each giving right to acquire one (1) existing share of the limited liability company, and to establish the terms and conditions in accordance with the "Stock-option Plan Options Barco 03 – Personnel Belgium 2010" which will be sent free of charge together with the aforementioned reports to those (shareholders) who have complied with the formalities required to participate to the meeting and to the nominative shareholders.

As provided in the aforementioned "Stock-option Plan Options Barco 03 - Personnel Belgium 2010" each warrant (stock-option) may be used to acquire one (1) existing share of the company at a price equal to

(a) the lower of

(i) the average closing price of the share as traded on the Euronext Brussels stock exchange during thirty (30) calendar days preceding the date of the offer of the warrants (stock-options);

or

(ii) the final closing price of the share as traded on the Euronext Brussels stock exchange on the last trading day preceding the date of the offer of the warrants (stock-options);

or

- (b) such exercise price as applicable under the applicable legislation for authorized stock-option plans, in the countries where the Plan is implemented, provided, however, that such price shall match as closely as possible the price applicable under the plan in question.

7.2 *Proposal of decision:*

Decision to cancel the right of first refusal of existing shareholders, bondholders and holders of outstanding warrants (stock-options) in favor of the employees of the limited company Barco "(the "company") and/or the company's Belgian affiliated companies who are nominated by the company's board of directors or the remuneration and nomination committee as a beneficiary under the "Stock-option Plan Options Barco 03 - Personnel Belgium 2010".

The company's board of directors or the remuneration and nomination committee will determine in accordance with the terms of the "Stock-option Plan Options Barco 03 - Personnel Belgium 2010" the exercise price of the warrants (stock-options) "Options Barco 03 - Personnel Belgium 2010" which will be issued in the future and will clearly specify the applicable special conditions.

Each semester the shareholders may review at the registered office of the company information on the number of warrants (stock-options) "Options Barco 03 - Personnel Belgium 2010" which was distributed, the average issuance price thereof and the special conditions which may be applicable on such issued options.

7.3 *Proposal of decision:*

Authorization for the board of directors to implement the decisions taken, to determine the terms of implementation and, in general, to do everything which is necessary for the implementation of the "Stock-option Plan Options Barco 03 - Personnel Belgium 2010".

Authorization for each member of the board of directors, acting alone, to convert, after each period during which options are exercised, the warrants (stock-options) in question in existing shares of the company, to deliver the shares, to receive the amounts due, to acknowledge receipt of such amounts and to record all amounts due in the company's accounts.

7.4 *Proposal of decision:*

To the extent required approval, in implementation of article 556 of the Code on companies, of the provisions of the "Stock-option Plan Options Barco 03 - Personnel Belgium 2010", by virtue of which rights are granted which could have an impact on the company's assets or result in a debt or an obligation for the company in case of a change of control over the company.

8. Decision to issue a Stock-option Plan "Options Barco 03 - Personnel Foreign Countries 2010" with the cancellation of the preference right, the authorization for the implementation thereof and approval according to article 556 of the Code on companies.

8.1 *Proposal of decision:*

Decision to approve a stock-option plan in favor of the employees of the limited company Barco "(the "company") and/or the company's foreign affiliated companies other than those referred to in 7.1 above with the creation of forty thousand (40.000) warrants (stock-options) which will be referred to as "Options Barco 03 - Personnel Foreign Countries 2010" and each giving right to acquire one (1) existing share of the limited liability company, and to establish the terms and conditions in accordance with the "Stock-option Plan Options Barco 03 – Personnel Foreign Countries 2010" which will be sent free of charge together with the aforementioned reports to those (shareholders) who have complied with the formalities required to participate to the meeting and to the nominative shareholders.

As provided in the aforementioned "Stock-option Plan Options Barco 03 - Personnel Foreign Countries 2010" each warrant (stock-option) may be used to acquire one (1) existing share of the company at a price equal to

(a) the lower of

- (i) the average closing price of the share as traded on the Euronext Brussels stock exchange during thirty (30) calendar days preceding the date of the offer of the warrants (stock-options);

or

- (ii) the final closing price of the share as traded on the Euronext Brussels stock exchange on the last trading day preceding the date of the offer of the warrants (stock-options);

or

(b) such exercise price as applicable under the applicable legislation for authorized stock-option plans, in the countries where the Plan is implemented, provided, however, that such price shall match as closely as possible the price applicable under the plan in question.

8.2 *Proposal of decision:*

Decision to cancel the right of first refusal of existing shareholders, bondholders and holders of outstanding warrants (stock-options) in favor of the employees of the limited company Barco "(the "company") and/or the company's foreign affiliated companies who are nominated by the company's board of directors or the remuneration and nomination committee as a beneficiary under the "Stock-option Plan Options Barco 03 - Personnel Foreign Countries 2010".

The company's board of directors or the remuneration and nomination committee will determine in accordance with the terms of the "Stock-option Plan Options Barco 03 - Personnel Foreign Countries 2010" the exercise price of the warrants (stock-options) "Options Barco 03 - Personnel Foreign Countries 2010" which will be issued in the future and will clearly specify the applicable special conditions.

Each semester the shareholders may review at the registered office of the company information on the number of warrants (stock-options) "Options Barco 03 - Personnel Foreign Countries 2010" which was distributed, the average issuance price thereof and the special conditions which may be applicable on such issued options.

8.3 *Proposal of decision:*

Authorization for the board of directors to implement the decisions taken, to determine the terms of implementation and, in general, to do everything which is necessary for the implementation of the "Stock-option Plan Options Barco 03 - Personnel Foreign Countries 2010".

Authorization for each member of the board of directors, acting alone, to convert, after each period during which options are exercised, the warrants (stock-options) in question in existing shares of the company, to deliver the shares, to receive the amounts due, to acknowledge receipt of such amounts and to record all amounts due in the company's accounts.

8.4 *Proposal of decision:*

To the extent required approval, in implementation of article 556 of the Code on companies, of the provisions of the "Stock-option Plan Options Barco 03 - Personnel Foreign Countries 2010", by virtue of which rights are granted which could have an impact on the company's assets or result in a debt or an obligation for the company in case of a change of control over the company.

9. Decision to issue a Stock-option Plan "Options Barco 03 – Executive Managers 2010" with the cancellation of the preference right, the authorization for the implementation thereof and approval according to article 556 of the Code on companies.

9.1 *Proposal of decision:*

Decision to approve a stock-option plan in favor of the executive managers of the company who are nominated as beneficiary under the plan in question with the creation of twenty thousand (20.000) warrants (stock-options) which will be referred to as "Options Barco 03 - Executive Managers 2010" and each giving right to acquire one (1) existing share of the limited liability company, and to establish the terms and conditions in accordance with the "Stock-option Plan Options Barco 03 – Executive Managers 2010" which will be sent free of charge together with the aforementioned reports to those (shareholders) who have complied with the formalities required to participate to the meeting and to the nominative shareholders.

As provided in the aforementioned "Stock-option Plan Options Barco 03 - Executive Managers 2010" each warrant (stock-option) may be used to acquire one (1) existing share of the company at a price equal to the lower of

(x) the average closing price of the share as traded on the Euronext Brussels stock exchange during thirty (30) calendar days preceding the date of the offer of the warrants (stock-options);

or

(y) the final closing price of the share as traded on the Euronext Brussels stock exchange on the last trading day preceding the date of the offer of the warrants (stock-options);

9.2 *Proposal of decision:*

Decision to cancel the right of first refusal of existing shareholders, bondholders and holders of outstanding warrants (stock-options) in connection with the contemplated issuance of warrants (stock-options) under the "Stock-option Plan Options Barco 03 - Executive Managers 2010" in favor of the person who is entrusted with the assignment of Chief Executive Officer ("CEO") of the company, being Mr. Eric Van Zele and such for all warrants (stock-options) which are created.

9.3 *Proposal of decision:*

Authorization for the board of directors to implement the decisions taken, to determine the terms of implementation and, in general, to do everything which is necessary for the implementation of the "Stock-option Plan Options Barco 03 - Executive Managers 2010".

Except for the Chief Executive Officer ("CEO") of the company, authorization for each member of the board of directors, acting alone, to convert, after each period during which options are exercised, the warrants (stock-options) in question in existing shares of the company, to deliver the shares, to receive the amounts due, to acknowledge receipt of such amounts and to record all amounts due in the company's accounts.

9.4 *Proposal of decision:*

To the extent required approval, in implementation of article 556 of the Code on companies, of the provisions of the "Stock-option Plan Options Barco 03 - Executive Managers 2010", by virtue of which rights are granted which could have an impact on the company's assets or result in a debt or an obligation for the company in case of a change of control over the company.

10. Subscription of the stock-options "Options Barco 03 - Executive Managers 2010"

Proposal of decision:

The authorization for the board of directors and the remuneration and nomination committee to offer the warrants (stock options) referred to as "Options Barco 03 - Executive Managers 2010" to the Chief Executive Officer ("CEO") of Barco NV, whereby the latter can accept the warrants (stock-options), either in whole or in part, during a period which shall be set by the board of directors of the company or the remuneration and nomination committee, provided however that such period may not exceed thirty (30) days.

11. Credit Facility: Approval in implementation of article 556 of the Code on companies.

Proposal of decision:

Approval of article 9.5 of a credit facility in the amount of 85.000.000 EUR granted on July 8, 2009 to Barco NV and Barco Coordination Center NV by the banks ABN Amro Bank NV, Dexia Bank Belgium NV, Fortis Bank NV/SA, ING Bank N.V. en KBC Bank NV, under the terms of which the aforementioned credit providers can demand the immediate reimbursement of all monies borrowed in case a party or a group of parties, which are acting directly or indirectly in concert, acquire through a public take-over bid the majority of the of Barco NV's shares, and which according to article 556b of the Code on companies is subject to the approval of the general meeting of shareholders.

The holders of **NOMINATIVE SHARES**, warrants, bonds or certificates issued in collaboration with Barco NV, must inform the company by not later than the fifth (5th) working day prior to the meeting - **by not later than respectively Thursday April 22, 2010 and Friday June 4, 2010** - either by letter or by fax (032-56-26.22.76) addressed to Barco NV, Legal Department, President Kennedypark 35 at 8500 Kortrijk, or by e-mail (shareholders.meeting@barco.com) of their intention to attend the meeting and of the number of shares they wish vote with.

The owners of **BEARER SHARES**, who did not have their bearer shares converted into dematerialized titles, have to inform the company per registered letter at the latest on the **registration date - by not later than respectively Thursday April 22, 2010 and Friday June 4 2010** - of their intention to participate in the meeting, indicating **the amount of the shares and the number of each such share** they wish vote with. To be admitted to the meeting, they have to present their titles at least (2) two hours prior to the meeting at the foreseen registration desk at the Customer Center of Barco NV.

The owners of **DEMATERIALIZED SHARES** may participate in the general meeting and exercise their voting right with respect to titles they own on the **registration date - respectively Thursday April 22, 2010 at midnight (24:00 hrs) and Friday June 4, 2010 at midnight (24:00 hrs)** - regardless of the number of titles they own on the date of the general meeting. The evidence of the completion of the registration formalities shall be provided by the shareholder or its bank to ING Bank **by not later than respectively Tuesday April 27, 2010 within the office hours and Wednesday June 9, 2010 within the office hours.** They will be admitted to the meeting upon presentation of a certificate issued by either the company or by the depositary institution or an authorized account-holder or the clearing institute, which confirms that the registration has occurred at the latest on the registration date.

POWERS OF ATTORNEY

Shareholders, who wish to be represented, should use the power of attorney form drawn up by the company. For shareholders who so desire can obtain blank copies of the power of attorney at the company's registered office. The power of attorney forms can also be downloaded from the company's website www.barco.com. No other forms will be accepted.

Collective proxies, proxies by substitution, or proxies granted by financial institutions, trusts, fund managers or account-holders in the name and for the account of several shareholders have to specify: the identity of each individual shareholder, the identity of the proxy holder(s) and, for each individual shareholder, the number of shares the proxy holder will be voting with.

Powers of attorney should be delivered **by not later than respectively Tuesday April 27, 2010 within the office hours and Wednesday June 9, 2010 within the office hours** to the company's registered office (to the attention of the Legal Department), President Kennedypark, 35 at 8500 Kortrijk, Belgium.

To ensure the registration formalities proceed smoothly, the shareholders are kindly requested to arrive at least fifteen (15) minutes prior to the commencement of the meeting.

The Board of Directors