

**Barco**  
Naamloze vennootschap te 8500 Kortrijk  
President Kennedypark 35  
B.T.W.-plichtige - Ondernemingsnummer BE 0473.191.041  
Rechtspersonenregister Gent, afdeling Kortrijk

-----

### **CONVENING OF THE ANNUAL GENERAL MEETING**

The Board of Directors kindly invites the shareholders, the holders of warrants and stock options to attend the annual general meeting at **8500 Kortrijk, Beneluxpark 21**, on **Thursday April 26, 2018 at 4:00 pm**.

You are kindly requested to present yourself for registration as of 3:30 pm. The registration for the general meeting will be closed at 3:50 pm.

The general meeting is convened with the following agenda and proposals for resolution:

### **AGENDA**

- 1. Presentation and discussion of the annual report of the Board of Directors, including the corporate governance statement, and the report of the Statutory Auditor on (i) the annual accounts of Barco NV and (ii) the consolidated annual accounts for the fiscal year ending December 31, 2017.**  
This agenda item does not require a resolution of the general meeting.
- 2. Approval of the annual accounts of Barco NV for the fiscal year ending December 31, 2017 – Distribution of the results – Dividend.**  
*Proposal for resolution (1<sup>st</sup> vote):*  
The general meeting approves the annual accounts of Barco NV for the fiscal year ending December 31, 2017, including the distribution of the results and the determination of the gross dividend at 2 euro and 10 eurocent (2,10€) per fully paid up share.
- 3. Presentation of the consolidated annual accounts for the fiscal year ending December 31, 2017.**  
This agenda item does not require a resolution of the general meeting.
- 4. Approval of the remuneration report.**  
*Proposal for resolution (2<sup>nd</sup> vote):*  
The general meeting approves the remuneration report with respect to the fiscal year ending December 31, 2017.
- 5. Discharge to the directors.**  
*Proposal for resolution (3<sup>rd</sup> vote):*  
The general meeting gives discharge to each one of the directors for the execution of his or her mandate during the fiscal year ending December 31, 2017.
- 6. Discharge to the Statutory Auditor.**  
*Proposal for resolution (4<sup>th</sup> vote):*  
The general meeting gives discharge to the Statutory Auditor for the execution of its mandate during the fiscal year ending December 31, 2017.
- 7. End of mandate of directors – Re-appointment directors.**  
The Board of Directors requests the general meeting to acknowledge that the mandates of Mr. Luc Missorten, Oosterveld Nederland BV, permanently represented by Mr. Jan Pieter Oosterveld, Praksis BVBA, permanently represented by Mr. Bruno Holthof, Kanku BVBA, permanently represented by Mrs. Christina von Wackerbarth, and Mrs. Hilde Laga, expire at the end of this annual general meeting. Their mandate is renewable.  
  
7.1 Determination of the number of directors  
*Proposal for resolution (5<sup>th</sup> vote):*

Pursuant to article 16 of the by-laws the general meeting sets the number of directors at seven (7) directors.

#### 7.2 Re-appointment of director

Upon recommendation of the Remuneration & Nomination Committee the Board of Directors proposes to re-appoint as director Mr. Luc Missorten.

The Board of Directors proposes this director because of his professional qualities mentioned hereafter. Mr. Missorten is currently chairman of the Board of Directors of Ontex and member of the Board of Gimv NV, Recticel, Scandinavian Tobacco Group A/S and Corelio. He served on the boards of LMS, Vandemoortele and Bank Degroof. Throughout his professional career and until the end of 2014, Mr. Missorten exercised executive roles at various companies, such as Corelio (CEO), UCB (CFO) and ABInbev (CFO). He holds a law degree from KU Leuven, a Master of Laws from the University of California–Berkeley and a Certificate of Advanced European Studies from the College of Europe in Bruges.

#### *Proposal for resolution (6<sup>th</sup> vote):*

The general meeting re-appoints Mr. Luc Missorten (°24-06-1955), residing at Slijkstraat 67, 3212 Pellenberg, as director for a period of three (3) years from the closing of this general meeting until the closing of the ordinary general meeting of 2021.

#### 7.3 Re-appointment of independent director

Upon recommendation of the Remuneration & Nomination Committee the Board of Directors proposes to re-appoint as independent director as defined in article 524§4 Company Code Mrs. Hilde Laga.

The Board of Directors proposes this director because of her professional qualities mentioned hereafter. Mrs. Laga holds a PhD in law. She is one of the founding partners of the law firm Laga, which she led as managing partner and head of the corporate M&A practice until 2013. Hilde Laga joined the Board of Directors of Barco NV and NV Greenyard Foods in 2014. In 2015, she joined the Board of Directors of Agfa-Gevaert NV and of Gimv NV. In 2016, she became chairman of Gimv NV. She is a member of the Belgian Corporate Governance Committee and served as a member of the supervisory board of the F.S.M.A. (formerly C.B.F.A) until 2014.

According to the Board of Directors this director meets the criteria of independence as defined in article 526ter Company Code.

#### *Proposal for resolution (7<sup>th</sup> vote):*

The general meeting re-appoints Mrs. Hilde Laga (°26-04-1956), residing at Wolvendreef 26D, 8500 Kortrijk, as independent director as defined in article 524§4 Company Code for a period of three (3) years from the closing of this general meeting until the closing of the ordinary general meeting of 2021.

### **8. Remuneration.**

#### *Proposal for resolution (8<sup>th</sup> vote):*

Pursuant to article 17 of the by-laws the general meeting sets the aggregate annual remuneration of the entire Board of Directors at 2.236.060 euro for the year 2018, of which an amount of 1.755.410 euro will be allocated to the remuneration of the CEO and the balance amount of 480.650 euro will be apportioned amongst the non-executive members of the Board according to the internal rules.

### **9. Approval stock option plans 2018.**

In 2018, the Board of Directors intends to issue new stock option plans in line with the terms of the previous stock option plans and therefor asks the authorization of the general meeting in accordance with the Corporate Governance Code 2009.

#### *Proposal for resolution (9<sup>th</sup> vote):*

The general meeting authorizes the Board of Directors to issue new stock option plans in 2018 within the limits specified hereafter: stock option plan 'Options Barco 11 – CEO 2018' (maximum 30.000 options), stock option plan 'Options Barco 11 – Personnel Europe 2018' and stock option plan 'Options Barco 11 – Foreign Personnel 2018' (maximum 85.000 options, to be divided over both plans by the Board of Directors).

#### **10. Appointment of a Statutory Auditor.**

Upon recommendation of the works council and upon proposal of the audit committee the Board of Directors proposes to appoint PricewaterhouseCoopers Bedrijfsrevisoren as statutory auditor.

*Proposal for resolution (10<sup>th</sup> vote):*

The general meeting appoints as statutory auditor for a period of three years the civil company which has taken the form of a cooperative company with limited liability PricewaterhouseCoopers Bedrijfsrevisoren (B00009), with registered office at 1932 Sint-Stevens-Woluwe, Woluwedal 18, and administrative office in 9000 Gent, Sluisweg 1 bus 8, which in accordance with article 132 Company Code appoints as representatives Mr. Peter Opsomer (A01838), auditor, and Mrs. Lien Winne (A02202), auditor, who are charged with the exercise of the mandate. The mandate expires after the general meeting of shareholders that has to approve the annual accounts as at 31 December 2020.

#### **ADDITION OF AGENDA TOPICS**

One or more shareholders jointly owning at least 3% of the company's share capital may add topics for discussion to the agenda and submit proposals for resolution with respect to topics listed or to be added on the agenda. Shareholders must address their request hereto **no later than Wednesday April 4, 2018** to Barco NV, Legal Department, Beneluxpark 21 at 8500 Kortrijk (email: [shareholders.meeting@barco.com](mailto:shareholders.meeting@barco.com)). Their request must be accompanied by (i) the proof of the ownership of the required stake in the company's share capital, (ii) the text of the topics to be discussed and the proposals of resolution related thereto, or the text of the proposals of resolution to be added to the agenda, and (iii) a postal or email address to which receipt of the request can be confirmed. If applicable, the company will publish an updated agenda at the latest on Wednesday April 11, 2018.

#### **WRITTEN QUESTIONS**

Each shareholder who has completed the below formalities for attending the general meeting, can submit questions to the Directors or the Statutory Auditor with respect to the annual report or the agenda topics. These questions can be submitted either orally during the meeting or in writing by addressing them **not later than Friday April 20, 2018** by letter or e-mail ([shareholders.meeting@barco.com](mailto:shareholders.meeting@barco.com)) to Barco NV, Legal Department, Beneluxpark 21 at 8500 Kortrijk.

#### **REGISTRATION**

Only those persons who are shareholders on the **registration date (Thursday 12 April 2018 at midnight (24:00 hrs))** have the right to attend and vote at the general meeting.

The owners of **DEMATERIALIZED SHARES** must register the shares with which they wish to vote at the general meeting at the latest on the **registration date**.

The evidence of the completion of the registration formalities shall be provided by the shareholder or its financial institution to ING Bank **by not later than Wednesday April 25, 2018 within the office hours**.

The shareholders will be admitted to the general meeting based upon the confirmation by ING Bank to Barco NV of the completion of the registration formalities or upon presentation of a certificate issued by the company, the depository institution or an authorized account-holder or the clearing institute confirming that the registration has occurred at the latest on the registration date.

The **HOLDERS OF REGISTERED SHARES**, as well as the holders of warrants and options must inform the company **by not later than Friday April 20, 2018** by letter addressed to Barco NV, Legal Department, Beneluxpark 21, 8500 Kortrijk, or by e-mail ([shareholders.meeting@barco.com](mailto:shareholders.meeting@barco.com)) of their intention to attend the meeting and, if applicable, the number of shares they wish to vote with.

## **POWERS OF ATTORNEY**

Shareholders, who wish to be represented, should use the power of attorney form which is available at the company's headquarters or can be downloaded from the company's website [www.barco.com](http://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 **in original copy by not later than Wednesday April 25, 2018 within the office hours** to the company (to the attention of the Legal Department), Beneluxpark 21, 8500 Kortrijk, Belgium.

Powers of attorney submitted to the company prior to the publication of an updated agenda (see above under "Addition of agenda topics"), if applicable, shall remain valid with respect to those topics of the agenda to which they relate, without prejudice to the right of the principal to withdraw its power of attorney and/or replace it with a new power of attorney based upon the updated agenda.

## **ANNUAL REPORT 2017**

The 2017 annual report as well as the information required under article 533bis, §1, 5° Company Code are available free of charge at the company's headquarters or can be downloaded from the company's website [www.barco.com](http://www.barco.com).

The Board of Directors