

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

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### **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 25, 2019 at 4:00 pm**.

You are kindly requested to present yourself for registration **at the latest at 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, 2018.**  
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, 2018 – 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, 2018, including the distribution of the results and the determination of the gross dividend at 2 euro and 30 eurocent (2,30€) per fully paid up share.
- 3. Presentation of the consolidated annual accounts for the fiscal year ending December 31, 2018.**  
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, 2018.
- 5. Discharge to the directors.**  
*Proposal for resolution (3<sup>rd</sup> vote):*  
The general meeting gives discharge to each one of the directors, including the directors whose mandate expired in 2018, for the execution of his or her mandate during the fiscal year ending December 31, 2018.
- 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, 2018.
- 7. Remuneration of the directors.**  
*Proposal for resolution (5<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 2.267.835 euro for the year 2019, of which an amount of 1.755.410 euro will be allocated to the remuneration of the CEO and the balance amount of 512.425 euro will be apportioned amongst the non-executive members of the Board according to the internal rules.

## 8. Remuneration of the Statutory Auditor.

The annual remuneration of PricewaterhouseCoopers Bedrijfsrevisoren cvba (B00009) is set at 169.000 euro (including expenses and excluding VAT). This fee includes the audit of the statutory annual accounts, the consolidated annual accounts and the assessment of the half-yearly figures.

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

The general meeting approves the remuneration of the Statutory Auditor for 169.000 euro per year (including expenses and excluding VAT).

## 9. Approval stock option plans 2019.

In 2019, 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 (7<sup>th</sup> vote):*

The general meeting authorizes the Board of Directors to issue new stock option plans in 2019 within the limits specified hereafter: stock option plan 'Options Barco 12 – CEO 2019' (maximum 30.000 options), stock option plan 'Options Barco 12 – Personnel 2019' (maximum 50.000 options).

### **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 3, 2019** 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 10, 2019.

### **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 19, 2019** 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 11 April 2019 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 24, 2019 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 depositary 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 19, 2019** 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 24, 2019 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.

### **DATA PROTECTION**

The company is responsible for the processing of personal data it receives from, or collects about, shareholders, the holders of warrants and stock options issued by the company, and proxy holders in the context of the general meetings. The processing of such data will be carried out for the purpose of the organization and conduct of the general meeting. The data include, amongst others, identification data, the number and type of shares, warrants and stock options issued by the company, proxies and voting instructions. This data may also be transferred to third parties for the purposes of services to the company in connection with the foregoing. The processing of such data will be carried out, *mutatis mutandis*, in accordance with Barco's privacy policy, available at <https://www.barco.com/en/about-barco/legal/privacy-policy/barco-com-privacy-policy>. For more information or complaints regarding the processing of personal data by or on behalf of the company, the company can be contacted by e-mail at [dataprotection@barco.com](mailto:dataprotection@barco.com).

### **ANNUAL REPORT 2018**

The 2018 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 <https://www.barco.com/en/about-barco/corporate-governance>.

The Board of Directors