

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

-----

### **IMPORTANT NOTICE TO THE SHAREHOLDERS**

In light of the coronavirus COVID-19 outbreak, it is uncertain if the measures imposed by the Belgian government, like the prohibition on gathering and the obligation to guarantee a distance of 1,5m between every person, will still be in force on 30 April 2020, date of the shareholders meetings.

If so, and in order to preserve the health of the individual shareholders, the employees, and the directors of the company, the Board of Directors urges the individual shareholders not to physically attend the shareholders meetings.

The individual shareholders are requested to:

- give a power of attorney with their voting instructions to the secretary of the company;
- exercise their right to ask questions in writing as further described herebelow.

The Board of Directors will enable the shareholders to attend the shareholders meetings from a distance using Barco's weConnect technology. The practical arrangements hereto will be published on Barco's website.

### **CONVENING OF EXTRAORDINARY GENERAL MEETING**

Since at the extraordinary general meeting of March 27, 2020 the quorum required to validly deliberate and decide was not met, the Board of Directors kindly invites the shareholders, the holders of warrants and stock options to attend at **8500 Kortrijk, Beneluxpark 21**, the second extraordinary general meeting on **Thursday, April 30, 2020 at 3.45 p.m.**, with the following agenda containing the following proposals of decision:

### **AGENDA**

#### **1. Report**

Report drawn up by the board of directors in implementation of article 7:154 of the Code on companies and associations (CCA) in which the board comprehensively justifies the proposed amendment to the company's purpose.

#### **2. Amendment to the company's purpose – Amendment to the articles of association**

*Proposal of resolution (1<sup>st</sup> vote):*

The meeting resolves to amend the company's purpose in accordance with the board's proposal and subsequently to replace the text of Article 3: Purpose of the articles of association currently applicable by the following text:

"The company's purpose is, as well in Belgium as abroad, as well in its own name and for its own account as in the name and/or for the account of third persons, alone or in collaboration with third persons:

the design, development, manufacture, assembly, sale, distribution, marketing, installation, implementation, after-sales service, maintenance, repair, and / or support of whichever technological products and systems, in particular regarding visualization, image processing and collaboration technology as well as workflow and artificial intelligence technology, hardware and software, supplies, components and spare parts, in whatever substances, both domestically and abroad, in the broadest meaning of the word, offering financing in whatever form for the aforementioned activities and everything that is directly or indirectly related thereto.

The company can:

- \* execute all commercial, industrial, financial, movable or immovable transactions whatsoever that are directly or indirectly related to its purpose or that are of a nature to favor it;
- \* in whatever way be involved in businesses, enterprises or companies that have the same, similar or related purpose or that can promote the development of its business, supply its raw materials or facilitate the sale of its products;
- \* acquire, exploit and liquidate all intellectual rights, brands, models, drawings in any way;
- \* by way of subscription, contribution, merger, cooperation, financial intervention or otherwise acquire an interest or participation in all existing or to be established companies, enterprises, businesses or associations without distinction, in Belgium or abroad; the company may manage, valorize and liquidate these interests or participating interests;
- \* participate in the administration, management, control and liquidation of the companies, enterprises, businesses and associations in which it has a participation or an interest, and provide them with technical, administrative, legal, financial or any other authorized assistance;
- \* stimulate, plan and coordinate the development of companies, businesses and associations in which it participates or has an interest, including through synergies, reorganizations and restructurings;
- \* within the framework of its cash management acquire, manage or sell all tangible, intangible and / or financial assets, directly or via subsidiaries in Belgium or abroad;
- \* give security in favor of companies, companies, businesses and associations in which it has an interest or participation, or not, give bail, act as an agent or representative, grant advances, provide loans, mortgages or other securities."

### **3. Stock split – Amendment to the articles of association**

#### Proposal of resolution (2<sup>nd</sup> vote):

The meeting resolves to split each of the existing thirteen million sixty-eight thousand eight hundred and fifty-four (13.068.854) existing shares with no face value into seven (7) new shares thus that the capital of fifty-five million eight hundred and seventy-six thousand five hundred and eighty-one euro twelve cents € 55.876.581,12) will henceforth be represented by ninety-one million four hundred eighty-one thousand nine hundred seventy-eight (91.481.978) shares with no face value, and subsequently in Article 5: Capital of the articles of association

- \* alter the second sentence in point 5.1. Capital and shares as follows:  
"It is divided into ninety-one million four hundred eighty-one thousand nine hundred seventy-eight (91.481.978) shares with no face value."
- \* add at the end of point 5.2. History of the capital a new point 37 in which the stock split mentioned here above will be described.

### **4. Reformulation of the articles of association**

#### Proposal of resolution

The meeting resolves to bring the articles of association in line with the rules of the Code on companies and associations (hereinafter designated as "CCA") whereby the company will maintain the corporate form of a limited liability company ("naamloze vennootschap") and is a listed company in the sense of article 1:11 of the CCA,

- \* of which the registered office will be established in the Flemish Region
- \* of which the address, that will not be mentioned in the articles of association, is established at 8500 Kortrijk, President Kennedypark 35, in the jurisdiction of the business court of Gent, division Kortrijk
- \* of which the website [www.barco.com](http://www.barco.com) and the e-mail address [legalriskcompliance@barco.com](mailto:legalriskcompliance@barco.com) will be mentioned in the articles of association;
- \* of which the capital amounts fifty-five million eight hundred and seventy-six thousand five hundred and eighty-one euro twelve cents € 55.876.581,12) that is represented by ninety-one million four hundred eighty-one thousand nine hundred seventy-eight (91.481.978) shares with no face value
- \* of which all shares will belong to the same class and all
  - will have an equal voting right, being one (1) vote per share
  - will equally participate in the results;
  - will equally participate in the liquidation balance in the event of liquidation of the company;
- \* of which the shares will be freely transferrable;

- \* that will be managed according to the monistic management model, and where the board of directors will be composed of five (5) directors at the minimum, of which three (3) will be independent, in the sense of article 7:87 of the CCA, and of which, in accordance with article 7:86 of the CCA at least one third (1/3) of the members will be of the opposite gender than the other board members and at this occasion, where necessary, transform, reformulate, renumber, complete and/or simplify the articles of association albeit without altering the essential clauses, and subsequently adopt an adapted text for the articles of association in accordance with the draft that was made available on the website.

### **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 agenda topics. These questions can be submitted either orally during the meeting or in writing by addressing them **not later than Friday April 24, 2020** by letter or e-mail ([shareholders.meeting@barco.com](mailto:shareholders.meeting@barco.com)) to Barco NV, Legal Department, Beneluxpark 21, 8500 Kortrijk.

### **REGISTRATION**

Only those persons who are shareholders on the **registration date (Thursday 16 April 2020 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 29, 2020 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 24, 2020** 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 **Thursday April 29, 2020 within the office hours** to the company (to the attention of the Legal Department), Beneluxpark 21, 8500 Kortrijk, Belgium.

## **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).

Barco may photograph and make film recordings during the extraordinary general meeting, in order to market Barco and to support future events. Barco can process your image for this. If you do not wish to be photographed or taped, please inform the company hereof via email at [shareholders.meeting@barco.com](mailto:shareholders.meeting@barco.com).

The Board of Directors