
IMPORTANT NOTICE TO THE SHAREHOLDERS

In light of the corona epidemic, it is likely that the measures imposed by the Belgian government, like the prohibition on gathering, will still be in force on 29 April 2021, 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 shareholders to comply with the corona measures and not to physically attend the shareholders meetings.

The individual shareholders are requested to:

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

The Board of Directors will also enable the shareholders to attend the shareholders meetings from a distance and to exercise their right to ask questions, using Barco's weConnect technology. The practical arrangements hereto will be published on Barco's website.

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 29, 2021 at 4:00 pm**.

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

A G E N D A

- 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, 2020**
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, 2020 – Distribution of the results – Dividend**
Proposal for resolution (1st vote):
 - (i) The general meeting approves the annual accounts of Barco NV for the fiscal year ending December 31, 2020, including the distribution of the results and the determination of the gross dividend at three hundred seventy-eight eurocent (0,378€) per fully paid up share.
 - (ii) The general meeting takes note of the option for the shareholders, subject to the approval by the extra-ordinary general meeting of the authorization to increase the issued capital, to have this dividend paid out in shares of the Company under the conditions and modalities as explained at the general meeting.
 - (iii) The general meeting takes note of the special report of the board of directors and the report of the statutory auditor.
- 3. Presentation of the consolidated annual accounts for the fiscal year ending December 31, 2020**
This agenda item does not require a resolution of the general meeting.

4. Approval of the remuneration policy and remuneration report

4.1 Approval of the remuneration policy

The remuneration policy can be found on the Barco website <https://www.barco.com/en/about-barco/corporate-governance>.

Proposal for resolution (2nd vote):

The general meeting approves the remuneration policy.

4.2 Approval of the remuneration report

Proposal for resolution (3rd vote):

The general meeting approves the remuneration report with respect to the fiscal year ending December 31, 2020.

5. Discharge to the directors

Proposal for resolution (4th 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, 2020.

6. Discharge to the Statutory Auditor

Proposal for resolution (5th vote):

The general meeting gives discharge to the Statutory Auditor for the execution of its mandate during the fiscal year ending December 31, 2020.

7. End of mandate of directors – Re-appointment directors

The Board of Directors requests the general meeting to acknowledge that the mandate of Mrs. Hilde Laga expires at the end of this annual general meeting. Her mandate is renewable.

7.1 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 7:87 CCA 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 president of Gimv NV. She is a member of the Belgian Corporate Governance Committee and served as a member of the supervisory board of the FSMA (formerly CBFA) until 2014.

Proposal for resolution (6th vote):

The general meeting re-appoints Mrs. Hilde Laga (°26-04-1956), residing at Wolvendreef 26 D, 8500 Kortrijk, as independent director as defined in art. 7:87 CCA for a period of three (3) years from the closing of this general meeting until the closing of the ordinary general meeting of 2024.

7.2 Appointment of independent director

Upon recommendation of the Remuneration & Nomination Committee the Board of Directors proposes to appoint as independent director as defined in article 7:87 CCA Mrs. Lieve Creten.

The Board of Directors proposes this director because of her professional qualities mentioned hereafter. Mrs. Creten holds a Master's degree in business engineering from the University of Leuven as well as a postgraduate in Tax Sciences. She is certified public accountant and more than twenty years partner at Deloitte, where she has developed the M&A practice for national and international investors in various sectors and headed the Financial Advisory business as managing partner from 2008 to 2019. She was a member of the executive committee of Deloitte Belgium until 2019. In addition, she was part of the global executive team of Deloitte Financial Advisory from 2015 to 2021. She was a member of the supervisory board and audit committee of Deloitte Belgium from 2000 to 2008.

Proposal for resolution (7th vote):

The general meeting appoints Mrs. Lieve Creten (°26-04-1965), residing at Dorsthoeveweg 48, 2820 Bonheiden, as independent director as defined in art. 7:87 CCA for a period of three (3) years from the closing of this general meeting until the closing of the ordinary general meeting of 2024.

8. Remuneration of the directors

Proposal for resolution (8th vote):

Pursuant to article 17 of the by-laws the general meeting sets the aggregate annual remuneration of the entire Board of Directors at 2.144.575 euro for the year 2021, of which an amount of 1.650.000 euro will be allocated to the remuneration of the CEO and the balance amount of 494.575 euro will be apportioned amongst the non-executive members of the Board according to the internal rules.

9. Re-appointment of a Statutory Auditor

Proposal for resolution (9th vote):

Upon recommendation of the works council and on proposal of the audit committee, the general meeting re-appoints BV PwC Bedrijfsrevisoren, with registered office at 1932 Sint-Stevens-Woluwe, Woluwedal 18, and administrative office in 9000 Gent, Sluisweg 1 bus 8, as statutory auditor for a term of three years. This company has appointed Mr. Peter Opsomer (A01838), auditor, as representative who is authorized to represent it and who is charged with exercising the mandate in the name and on behalf of the BV. The mandate expires after the general meeting of shareholders that has to approve the annual accounts as at December 31, 2023.

The fee for this assignment amounts to EUR 172,972 per year (including expenses and excluding VAT) and includes the audit of the statutory annual accounts, the consolidated annual accounts and the assessment of the half-year figures.

10. Approval stock option plans 2021

In 2021, 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.

Proposal for resolution (10th vote):

The general meeting authorizes the Board of Directors to issue new stock option plans in 2021 within the limits specified hereafter: stock option plan 'Options Barco 14 – CEO 2021' (maximum 245.000 options) and stock option plan 'Options Barco 14 – Personnel 2021' (maximum 300.000 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 7, 2021** to Barco NV, Legal Department, Beneluxpark 21 at 8500 Kortrijk (email: 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 14, 2021.

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 23, 2021** by letter or e-mail (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 15 April 2021 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 28, 2021 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 options must inform the company **by not later than Friday April 23, 2021** by letter addressed to Barco NV, Legal Department, Beneluxpark 21, 8500 Kortrijk, or by e-mail (shareholders.meeting@barco.com) of their intention to attend the meeting and, if applicable, the number of shares they wish to vote with.

VOTE BY LETTER OR POWER OF ATTORNEY

Shareholders, who wish to vote by letter or wish to be represented, should use the form which is available at the company's headquarters or can 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.

Forms signed by hand should be delivered **in original copy** to the company (to the attention of the Legal Department), Beneluxpark 21, 8500 Kortrijk, Belgium. Forms signed electronically should be sent by email (shareholders.meeting@barco.com). The forms must arrive at the company **by not later than Wednesday April 28, 2021 within the office hours**.

Forms 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. 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.

ANNUAL REPORT 2020

The 2020 annual report as well as the information required under article 7:129, §3 CCA can be downloaded from the company's website www.barco.com.

The Board of Directors