

**Barco**  
**Limited liability company at 8500 Kortrijk,**  
**President Kennedypark 35**

RCE Kortrijk with enterprise number 0473.191.041  
V.A.T.-liable

**VOTING RESULTS OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS HELD ON  
APRIL 30, 2015.**

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- 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, 2014.**
  
- 2 Approval of the annual accounts of Barco NV for the fiscal year ending December 31, 2014 – Distribution of the results – Dividend.**

The general meeting approves the annual accounts of Barco NV for the fiscal year ending December 31, 2014, including the distribution of the results and the determination of the gross dividend at one euro and sixty eurocents (1,60€) per fully paid up share.

The proposal of decision, as stated in the meeting notice has been approved with 5.514.858 votes (or 100% for, 0 votes (or 0%) against and 0 (or 0%) abstain (1<sup>st</sup> voting round).

The total number of shares for which votes have been casted amounts to 5.514.858 (42% of the total amount of shares). The total number of validly casted votes amounts to 5.514.858 (100%).

- 3 Presentation of the consolidated annual accounts for the fiscal year ending December 31, 2014.**
  
- 4 Approval of the remuneration report.**

The general meeting approves the remuneration report with respect to the fiscal year ending December 31, 2014.

The proposal of decision, as stated in the meeting notice has been approved with 4.681.860 votes (or 85%) for, 832.955 votes (or 15%) against and 43 (or 0%) abstain (2nd voting round).

The total number of shares for which votes have been casted amounts to 5.514.858 (42% of the total amount of shares). The total number of validly casted votes amounts to 5.514.858 (100%).

## 5 Discharge to the directors.

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, 2014.

The proposal of decision, as stated in the meeting notice has been approved with 5.514.848 votes (or 100%) for, 0 votes (or 0%) against and 10 (or 0%) abstain (3rd voting round).

The total number of shares for which votes have been casted amounts to 5.514.858 (42% of the total amount of shares). The total number of validly casted votes amounts to 5.514.858 (100%).

## 6 Discharge to the Statutory Auditor.

The general meeting gives discharge to the Statutory Auditor for the execution of its mandate during the fiscal year ending December 31, 2014.

The proposal of decision, as stated in the meeting notice has been approved with 5.514.828 votes (or 100%) for, 0 votes (or 0%) against and 30 (or 0%) abstain (4th voting round).

The total number of shares for which votes have been casted amounts to 5.514.858 (42% of the total amount of shares). The total number of validly casted votes amounts to 5.514.858 (100%).

## 7 End of mandate directors – (Re)-appointment directors.

### 7.1 Definitive appointment of director

The Board of Directors requests the general meeting to acknowledge that, further to the resignation of Mr. Herman Daems, the Board of Directors has temporarily appointed Mr. Charles Beauduin as director until the next general meeting. The general meeting must decide over the definitive appointment as director for the remaining period of the mandate of the director which he replaces.

The general meeting appoints Mr. Charles Beauduin (°19-09-1959), residing at Lenniksesteenweg 444, 1500 Halle, as director for a period that ends at the closing of the ordinary general meeting of 2016.

The proposal of decision, as stated in the meeting notice has been approved with 5.514.539 votes (or 100%) for, 319 votes (or 0%) against and 0 (or 0%) abstain (5th voting round).

The total number of shares for which votes have been casted amounts to 5.514.858 (42% of the total amount of shares). The total number of validly casted votes amounts to 5.514.858 (100%).

### 7.2 Definitive appointment of independent director

The Board of Directors requests the general meeting to acknowledge that, further to the resignation of Lumis NV permanently represented by Mr. Luc Missorten, the Board of Directors has temporarily appointed Mr. Luc Missorten as director until the next general meeting. The general meeting must decide over the definitive appointment as director for the remaining period of the mandate of the director which he replaces.

The general meeting appoints Mr. Luc Missorten (°24-06-1955) residing at Slijkstraat 67, 3212 Pellenberg, as independent director (as defined in article 526ter Company code) for a period that ends at the closing of the ordinary general meeting of 2018.

The proposal of decision, as stated in the meeting notice has been approved with 5.514.700 votes (or 100%) for, 158 votes (or 0%) against and 0 (or 0%) abstain (6th voting round).

The total number of shares for which votes have been casted amounts to 5.514.858 (42% of the total amount of shares). The total number of validly casted votes amounts to 5.514.858 (100%).

## **8 End of mandate of a director – Number of directors – (Re)appointment directors.**

The Board of Directors requests the general meeting to acknowledge that the mandate of ADP Vision BVBA, permanently represented by Antoon De Proft expires at the end of this annual general meeting. His mandate is renewable. The general meeting is solely competent to determine the number of directors.

### **8.1 Determination of the number of directors**

Pursuant to article 16 of the by-laws the general meeting sets the number of directors at ten (10) directors.

The proposal of decision, as stated in the meeting notice has been approved with 5.514.655 votes (or 100%) for, 198 votes (or 0%) against and 5 (or 0%) abstain (7th voting round).

The total number of shares for which votes have been casted amounts to 5.514.858 (42% of the total amount of shares). The total number of validly casted votes amounts to 5.514.858 (100%).

### **8.2 Re-appointment of independent director**

The general meeting re-appoints ADP Vision BVBA, Company Registry Leuven 0454.801.821, with registered seat at Naamsesteenweg 1, B-3052 Oud-Heverlee/Blanden, permanently represented by Mr. Antoon De Proft (°03.07.1960), residing at Naamsesteenweg 1, B-3052 Oud-Heverlee/Blanden, as independent director as defined in article 526ter Company code for a period of two (2) years from the closing of this general meeting until the closing of the ordinary general meeting of 2017.

The proposal of decision, as stated in the meeting notice has been approved with 5.514.858 votes (or 100%) for, 0 votes (or 0%) against and 0 (or 0%) abstain (8th voting round).

The total number of shares for which votes have been casted amounts to 5.514.858 (42% of the total amount of shares). The total number of validly casted votes amounts to 5.514.858 (100%).

### 8.3 Re-appointment of independent director

The general meeting appoints Mr. Frank Donck (°30-04-1965), residing at Floridalaan 62, B-1180 Ukkel, as independent director as defined in article 526ter Company code for a period of two (2) years from the closing of this general meeting until the closing of the ordinary general meeting of 2017.

The proposal of decision, as stated in the meeting notice has been approved with 4.244.013 votes (or 77%) for, 1.270.845 votes (or 23%) against and 0 (or 0%) abstain (9th voting round).

The total number of shares for which votes have been casted amounts to 5.514.858 (42% of the total amount of shares). The total number of validly casted votes amounts to 5.514.858 (100%).

## 9 Remuneration.

Pursuant to article 17 of the by-laws the general meeting sets the aggregate annual remuneration of the entire Board of Directors at at 2.414.110 euro for the year 2015, of which an amount of 1.755.410 euro will be allocated to the remuneration of the CEO and the balance amount of 658.700 euro will be apportioned amongst the non-executive members of the Board according to the internal rules.

The proposal of decision, as stated in the meeting notice has been approved with 5.052.273 votes (or 92%) for, 462.495 votes (or 8%) against and 80 (or 0%) abstain (10th voting round).

The total number of shares for which votes have been casted amounts to 5.514.858 (42% of the total amount of shares). The total number of validly casted votes amounts to 5.514.848 (99.9%).

## 10 Approval stock option plans 2014.

The general meeting approves the stock option plan 'Options Barco 07 – CEO 2014' (20.000 options), the stock option plan 'Options Barco 07 – Personnel Europe 2014' (50.580 options) and the stock option plan 'Options Barco 07 – Foreign Personnel 2014' (including the Barco, Inc. Rules of the Barco 2014 Subplan – U.S. approved Share Option Plan) (64.250 options).

The proposal of decision, as stated in the meeting notice has been approved with 4.983.694 votes (or 90%) for, 530.695 votes (or 10%) against and 459 (or 0%) abstain (11th voting round).

The total number of shares for which votes have been casted amounts to 5.514.858 (42% of the total amount of shares). The total number of validly casted votes amounts to 5.514.848 (99.9%).

## 11 Approval stock option plans 2015.

The General Meeting authorizes the Board of Directors to issue new stock option plans in 2015 within the limits specified hereafter: stock option plan 'Options Barco 08 – CEO

2015' (maximum 20.000 options), stock option plan 'Options Barco 08 – Personnel Europe 2015' (maximum 50.580 options) and stock option plan 'Options Barco 08 – Foreign Personnel 2015' (maximum 64.250 options).

The proposal of decision, as stated in the meeting notice has been approved with 4.894.689 votes (or 89%) for, 530.697 votes (or 10%) against and 89.472 (or 1%) abstain (12th voting round).

The total number of shares for which votes have been casted amounts to 5.514.858 (42% of the total amount of shares). The total number of validly casted votes amounts to 5.514.858 (100%).

## **12 Presentation of the proposal of the Audit Committee on the renewal of the Statutory Auditor's mandate.**

## **13 Re-appointment of a Statutory Auditor.**

The general meeting reappoints, upon recommendation of the works council and upon proposal of the audit committee, the civil company under the legal form of a C.V. with limited liability "Ernst & Young Bedrijfsrevisoren" having its registered office at De Kleetlaan 2 at B-1831 Diegem, permanently represented by Mr. Marnix Van Dooren, chartered auditor, as Statutory Auditor of the Company for a duration of three (3) years as of the closing of this ordinary general meeting until the closing of the ordinary general meeting in 2018. The total annual remuneration is set at € 370.000 for the audit of the statutory financial statements and the consolidated financial statements.

The proposal of decision, as stated in the meeting notice has been approved with 5.189.240 votes (or 94%) for, 0 votes (or 0%) against and 325.618 (or 6%) abstain (13th voting round).

The total number of shares for which votes have been casted amounts to 5.514.858 (42% of the total amount of shares). The total number of validly casted votes amounts to 5.514.858 (100%).