

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

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

**VOTING RESULTS OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS HELD ON  
APRIL 28, 2016.**

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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, 2015.**
- 2 Approval of the annual accounts of Barco NV for the fiscal year ending December 31, 2015 – Distribution of the results – Dividend.**

The general meeting approves the annual accounts of Barco NV for the fiscal year ending December 31, 2015, including the distribution of the results and the determination of the gross dividend at 1 euro and 75 eurocents (1,75€) per fully paid up share.

The proposal of decision, as stated in the meeting notice has been approved with 6.780.150 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 6.780.150 (52% of the total amount of shares).

- 3 Presentation of the consolidated annual accounts for the fiscal year ending December 31, 2015.**
- 4 Approval of the remuneration report.**

The general meeting approves the remuneration report with respect to the fiscal year ending December 31, 2015.

The proposal of decision, as stated in the meeting notice has been approved with 6.545.184 votes (or 97%) for, 234.966 votes (or 3%) against and 0 (or 0%) abstain (2<sup>nd</sup> voting round).

The total number of shares for which votes have been casted amounts to 6.780.150 (52% of the total amount of shares).

## 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, 2015.

The proposal of decision, as stated in the meeting notice has been approved with 6.757.219 votes (or 99,7%) for, 22.931 votes (or 0,3%) against and 0 (or 0%) abstain (3<sup>rd</sup> voting round).

The total number of shares for which votes have been casted amounts to 6.780.150 (52% of the total amount of shares).

## 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, 2015.

The proposal of decision, as stated in the meeting notice has been approved with 6.757.209 votes (or 99,7%) for, 22.931 votes (or 0,3%) against and 30 (or 0%) abstain (4<sup>th</sup> voting round).

The total number of shares for which votes have been casted amounts to 6.780.140 (52% of the total amount of shares).

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

The Board of Directors requests the general meeting to acknowledge that the mandates of Mr. Charles Beauduin, Kanku BVBA, permanently represented by Ms. Christina von Wackerbarth, and Oosterveld Nederland BV, permanently represented by Jan Pieter Oosterveld, expire at the end of this annual general meeting. Their mandate is renewable

### 7.1 Re-appointment of independent director

The general meeting re-appoints Mr. Charles Beauduin as director for a period of four (4) years from the closing of this general meeting until the closing of the ordinary general meeting of 2020.

The proposal of decision, as stated in the meeting notice has been approved with 6.633.462 votes (or 98%) for, 146.688 votes (or 2%) against and 0 (or 0%) abstain (5<sup>th</sup> voting round).

The total number of shares for which votes have been casted amounts to 6.780.150 (52% of the total amount of shares).

## 7.2 Re-appointment of director

The general meeting re-appoints Kanku BVBA, permanently represented by Ms. Christina von Wackerbarth, as director for a period of two (2) years from the closing of this general meeting until the closing of the ordinary general meeting of 2018.

The proposal of decision, as stated in the meeting notice has been approved with 6.380.039 votes (or 94%) for, 400.111 votes (or 6%) against and 0 (or 0%) abstain (6<sup>th</sup> voting round).

The total number of shares for which votes have been casted amounts to 6.780.150 (52% of the total amount of shares).

## 7.3 Re-appointment of director

The general meeting re-appoints Oosterveld Nederland BV, permanently represented by Mr. Jan Pieter Oosterveld, as director for a period of two (2) years from the closing of this general meeting until the closing of the ordinary general meeting of 2018.

The proposal of decision, as stated in the meeting notice has been approved with 6.398.726 votes (or 94%) for, 381.424 votes (or 6%) against and 0 (or 0%) abstain (7<sup>th</sup> voting round).

The total number of shares for which votes have been casted amounts to 6.780.150 (52% of the total amount of shares).

## 8 Remuneration.

Pursuant to article 17 of the by-laws the general meeting sets the aggregate annual remuneration of the entire Board of Directors at 2.414.110 euro for the year 2016, 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 6.780.110 votes (or 100%) for, 40 votes (or 0%) against and 0 (or 0%) abstain (8<sup>th</sup> voting round).

The total number of shares for which votes have been casted amounts to 6.780.150 (52% of the total amount of shares).

## 9 Approval stock option plans 2016.

The general meeting authorizes the Board of Directors to issue new stock option plans in 2016 within the limits specified hereafter: stock option plan 'Options Barco 08 – CEO 2016' (maximum 30.000 options), stock option plan 'Options Barco 08 – Personnel Europe 2016' (maximum 52.250 options) and stock option plan 'Options Barco 08 – Foreign Personnel 2016' (maximum 72.713 options).

The proposal of decision, as stated in the meeting notice has been approved with 6.148.378 votes (or 91%) for, 631.772 votes (or 9%) against and 0 (or 0%) abstain (9<sup>th</sup> voting round).

The total number of shares for which votes have been casted amounts to 6.780.150 (52% of the total amount of shares).

## **10 Cancellation of the VVPR-Strips.**

The general meeting determines the cancellation of the issued VVPR-strips.

The proposal of decision, as stated in the meeting notice has been approved with 6.780.130 votes (or 100%) for, 0 votes (or 0%) against and 20 (or 0%) abstain (10<sup>th</sup> voting round).

The total number of shares for which votes have been casted amounts to 6.780.150 (52% of the total amount of shares).