

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

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 27, 2017 at 4:00 pm.**

You are kindly requested to present yourself for registration as of 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, 2016.**
- 2. Approval of the annual accounts of Barco NV for the fiscal year ending December 31, 2016 – Distribution of the results – Dividend.**
Proposal for resolution (1st vote):
The general meeting approves the annual accounts of Barco NV for the fiscal year ending December 31, 2016, including the distribution of the results and the determination of the gross dividend at 1 euro and 90 eurocents (1,90€) per fully paid up share.
- 3. Presentation of the consolidated annual accounts for the fiscal year ending December 31, 2016.**
- 4. Approval of the remuneration report.**
Proposal for resolution (2nd vote):
The general meeting approves the remuneration report with respect to the fiscal year ending December 31, 2016.
- 5. Discharge to the directors.**
Proposal for resolution (3rd 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, 2016.
- 6. Discharge to the Statutory Auditor.**
Proposal for resolution (4th vote):
The general meeting gives discharge to the Statutory Auditor for the execution of its mandate during the fiscal year ending December 31, 2016.
- 7. End of mandate of directors – Resignation director – (Re)-appointment directors.**
The Board of Directors requests the general meeting to acknowledge that the mandates of Adisys Corporation, permanently represented by Mr. Ashok K. Jain, ADP Vision BVBA, permanently represented by Mr. Antoon De Proft and Mr. Frank Donck, expire at the end of this annual general meeting. Their mandate is renewable.

The Board of Directors requests the general meeting to take note of the resignation of Mr. Eric Van Zele and the wish of ADP Vision BVBA, permanently represented by Mr. Antoon De Proft, not to be re-appointed.

7.1 Appointment of director

Upon recommendation of the Remuneration & Nomination Committee the Board of Directors

proposes to appoint as director Mr. De Witte.

The Board of Directors proposes this director because of his professional qualities mentioned hereafter. Mr. De Witte is a global leader who has served in a variety of operational and business leadership roles over the past 25 years, delivering operational excellence, product development and growth in services, solutions and software businesses for technology companies.

Prior to joining Barco, Mr. De Witte was an officer of General Electric Cy. (GE) and CEO of the Software and Solutions business in the Healthcare Division. During his 16 year tenure with GE he worked in global management roles in manufacturing supply chain, Quality/Lean Six Sigma, services and software solutions and lived in Chicago, Milwaukee and Paris. Prior to GE, Mr. De Witte held operational management positions in supply chain and manufacturing at Procter & Gamble in Europe. He also served as Senior Consultant with McKinsey & Company serving clients in airline, process and high tech industries across Europe.

Mr. De Witte holds a Master of Electromechanical Engineering from KU Leuven and an MBA from Harvard Business School.

Proposal for resolution (5th vote):

The general meeting appoints Mr. Jan De Witte (°07-09-1964), residing at Spinnerijkaai 45, bus 4, 8500 Kortrijk, as director for a period of three (3) years from the closing of this general meeting until the closing of the ordinary general meeting of 2020.

7.2 Re-appointment of director

Upon recommendation of the Remuneration & Nomination Committee the Board of Directors proposes to re-appoint as director Adisys Corporation, permanently represented by Mr. Ashok K. Jain.

The Board of Directors proposes this director because of his professional qualities mentioned hereafter. Mr. Jain holds a Master of Technology degree from the Indian Institute of Technology in Delhi, India. During his career, Mr. Jain has founded several technology start-ups and has converted them into successful businesses through strong leadership coupled with insights into emerging opportunities and trends in the global economy. Mr. Jain was founder and Chairman of the Board of IP Video Systems, which was acquired by Barco in February 2012. He currently is a General Partner at Co=Creation=Capital LLC. Mr. Jain is of Indian origin and has US citizenship.

Proposal for resolution (6th vote):

The general meeting re-appoints Adisys Corporation, permanently represented by Mr. Ashok K. Jain, as director for a period of three (3) years from the closing of this general meeting until the closing of the ordinary general meeting of 2020.

7.3 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 524§4 Company Code Mr. Frank Donck.

The Board of Directors proposes this director because of his professional qualities mentioned hereafter. Mr. Donck has been the managing director of investment holding company 3D NV since 1998, investing in a mix of long-term public equity, private equity and real estate. He also serves as Chairman of Atenor Group NV and Telecolumbus AG, as non-executive director in KBC Group NV and as independent director of Elia System Operator NV.

Mr. Donck holds a Master of Law Degree from the University of Ghent and he obtained a Master of Finance from the Vlerick Business School. He started his career as investment manager for Investco NV and was a board member in several listed and privately owned companies. Mr. Donck was i.a. Chairman of Telenet Group Holding NV. He is also Vice-Chairman of the Vlerick Business School and is a member of Belgium's Corporate Governance Commission.

According to the Board of Directors this director meets the criteria of independence as defined in article 526ter Company Code.

Proposal for resolution (7th vote):

The general meeting re-appoints Mr. Frank Donck (°30-04-1965), residing at Floridalaan 62,

B-1180 Ukkel, as independent director as defined in article 524§4 Company code for a period of three (3) years from the closing of this general meeting until the closing of the ordinary general meeting of 2020.

7.4 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 524§4 Company Code Mrs. An Steegen.

The Board of Directors proposes this director because of her professional qualities mentioned hereafter. Dr. Steegen is Executive Vice President Semiconductor Technology & Systems at imec, a world leading semiconductor R&D center in Leuven, Belgium. She is responsible for the development of state-of-the-art semiconductor technology for the next generation technical revolution. Dr. Steegen is a recognized authority in the area of nano-scaled electronics and she is an acclaimed speaker at the industry's prominent semiconductor conferences and events. She started her career as R&D director at IBM, New York.

Dr. Steegen holds a Ph.D in Material Science from the KU Leuven. She is responsible for more than 100 publications and patents.

According to the Board of Directors this director meets the criteria of independence as defined in article 526ter Company Code.

Proposal for resolution (8th vote):

The general meeting appoints Mrs. An Steegen (°04-01-1971), residing at Kerkstraat 17, 3440 Zoutleeuw, as independent director as defined in article 524§4 Company code for a period of three (3) years from the closing of this general meeting until the closing of the ordinary general meeting of 2020.

8. Remuneration.

Proposal for resolution (9th vote):

Pursuant to article 17 of the by-laws the general meeting sets the aggregate annual remuneration of the entire Board of Directors at 2.426.043 euro for the year 2017, of which an amount of 1.755.410 euro will be allocated to the remuneration of the CEO and the balance amount of 670.633 euro will be apportioned amongst the non-executive members of the Board according to the internal rules.

9. Approval stock option plans 2017.

In 2017, 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 (10th vote):

The general meeting authorizes the Board of Directors to issue new stock option plans in 2017 within the limits specified hereafter: stock option plan 'Options Barco 10 – CEO 2017' (maximum 30.000 options), stock option plan 'Options Barco 10 – Personnel Europe 2017' and stock option plan 'Options Barco 10 – Foreign Personnel 2017' (maximum 126.000 options, to be divided over both plans by the Board of Directors).

10. Variable remuneration former CEO.

In accordance with Art. 520ter, 2nd paragraph Company Code. half of the variable remuneration of the CEO is each year made dependent on the achievement of performance targets in the subsequent years. As the former CEO has developed a sustainable long term strategy for the company and his age is well beyond the retirement age, the Board of Directors considers that the application of this rule does not seem appropriate in this case. She asks the authorization of the general meeting to deviate from the applicable legislation.

Proposal for resolution (11th vote):

The general meeting approves the immediate payment of the deferred parts of the variable remuneration of the former CEO on the basis of the performance criteria achieved in the relevant years.

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 5, 2017** to Barco NV, Legal Department, Beneluxpark 21 at 8500 Kortrijk (fax: +32-56-35.16.51) (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 12, 2017.

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 21, 2017** by letter, fax (+32-56-35.16.51) 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 13 April 2017 at midnight (24:00 hrs))** have the right to attend and vote at the general meeting.

The owners of **BEARER SHARES** must no later than on the registration date have the number of shares they wish to participate with to the general meeting entered in the share register of the company or on a securities account.

Since January 1, 2008, under the Belgian legislation on the abolition of bearer shares, the deposit of bearer shares with a financial institution with the aim to participate to the general meeting will result by force of law in the conversion thereof into dematerialized shares and the registration with a securities account with this financial institution.

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 26, 2017 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 SHARES**, as well as the holders of warrants and options must inform the company **by not later than Friday April 21, 2017** by letter or fax (+32-56-35.16.51) 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.

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. 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 26, 2017 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.

ANNUAL REPORT 2016

The 2016 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 www.barco.com.

The Board of Directors