

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

CONVENING OF EXTRAORDINARY GENERAL MEETINGS

The Board of Directors kindly invites the shareholders, the holders of warrants and stock options to attend at 8500 Kortrijk, Beneluxpark 21,

- * the **first** extraordinary general meeting to be held on **Friday, March 27, 2020 at 2 p.m.**, and, if at this meeting the quorum required to deliberate and decide validly is not met,
- * the **second** extraordinary general meeting on **Thursday, April 30, 2020 at 3.45 p.m.**, each with the following agenda containing the following proposals of decision.

If the required attendance quorum for the first extraordinary general meeting (a representation of at least 50% of the share capital) is not met, Barco will publish a notice on its website on Thursday 26 March 2020 so that registered shareholders do not have to travel unnecessarily. In this case, a new invitation for a second extraordinary general meeting, together with the invitation for the Ordinary General Meeting on Thursday 30 April 2020, will be sent.

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 (1st 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 (2nd 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 and the e-mail address 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.

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 Thursday March 5, 2020** to Barco NV, Legal Department, Beneluxpark 21, 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 Thursday March 12, 2020.

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 March 20, 2020** by letter or e-mail (shareholders.meeting@barco.com) to Barco NV, Legal Department, Beneluxpark 21, 8500 Kortrijk.

REGISTRATION

Only those persons who are shareholders on the **registration date (Friday 13 March 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 Thursday March 26, 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 March 20, 2020** 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.

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 **Thursday March 26, 2020 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.

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.

The Board of Directors