

## UNOFFICIAL TRANSLATION FROM THE DUTCH VERSION

**AGFA-GEVAERT**  
NAAMLOZE VENNOOTSCHAP [LIMITED LIABILITY COMPANY]  
SEPTESTAAT 27  
2640 MORTSEL  
ENTERPRISE NUMBER 0404 021 727

### INVITATION TO THE ANNUAL GENERAL MEETING

The shareholders are hereby invited to participate in the Annual General Meeting of the Company which will be held on Tuesday, April 24, 2012 at 11 a.m. at the registered office, 2640 Mortsel, Belgium, Septestraat 27, with the following agenda:

1. Acknowledgment of the annual report of the Board of Directors and report of the Statutory Auditor regarding the statutory accounts and the consolidated accounts as per December 31, 2011.
2. Acknowledgement of the consolidated accounts as per December 31, 2011.
3. Approval of the annual accounts as per December 31, 2011.

*Proposal for resolution:* the General Meeting resolves to approve the statutory accounts of the financial year concluded on December 31, 2011, including the following allocation of the result:

deduction of the loss of -89,536,536.10 Euro from the result carried forward.

4. Approval of the Remuneration Report.

*Proposal for resolution:* the General Meeting resolves to approve the Remuneration Report included in the Annual Report on the financial year concluded December 31, 2011.

5. Discharge of the Directors.

*Proposal for resolution:* the General Meeting resolves to discharge the Directors with respect to the performance of their mandates during the past financial year.

6. Discharge of the Statutory Auditor.

*Proposal for resolution:* the General Meeting resolves to discharge the Statutory Auditor with respect to the performance of his mandate during the past financial year.

7. Reappointment of De Wilde J Management BVBA, with permanent representative Julien De Wilde as independent director of the Company.  
The Board of Directors recommends this director for his professional skills according to the following CV. According to the Board of Directors this Director meets the requirements for independence as stipulated in article 526ter of the Companies Code.

**Julien De Wilde** (°1944 - Belgian) obtained an engineering degree at the Catholic University of Louvain (Belgium). From 1969 onwards he held various managerial positions at Texaco. In 1986 he was appointed member of the European Management Board of Texaco in New York. In 1988 he became head of the research and business development department of Recticel. A year later he became a member of the Executive Board of Alcatell Bell, where he was responsible for strategy and general services. From 1995 to 1998 Julien De Wilde was CEO of Alcatel Bell and from 1999 to 2002 he was Executive

*Vice-President and member of the Executive Board of Alcatel in Paris, responsible for Europe, the Middle East, Latin America, India and Africa. From July 1, 2002 to May 2006, he was CEO of the Bekaert Group. Julien De Wilde joined Agfa-Gevaert's Board of Directors in 2006. In April 2008, he became Chairman of the Board of Directors.*

*Proposal for resolution:* the General Meeting resolves to reappoint, as he meets the requirements for independence as stipulated in article 526ter of the Companies Code, De Wilde J Management BVBA, with permanent representative Julien De Wilde, Jabekestraat 49, 9230 Wetteren as independent director of the Company for a three (3) year period to come into effect today and to terminate immediately after the Annual Meeting that will consider the approval of the financial statements of the financial year ending on December 31, 2014.

8. Reappointment of Christian Leysen as non-executive director of the Company. The Board of Directors recommends this director for his professional skills according to the following CV.

**Christian Leysen** (1954 - Belgian) obtained a degree of commercial engineering and a master's degree in law at the Vrije Universiteit Brussel (Belgium). In 1984 he founded Xylos, a service provider in information and communication technology. In 1989 he became responsible for the day-to-day management of the maritime and logistics company Ahlers, where he has been CEO since 1994. From 2000 to 2002, he was Chairman of the Board of Directors of Antwerpse Waterwerken. In 2004, he became Chairman of the Board of Directors of the University of Antwerp Management School. Christian Leysen joined the Agfa-Gevaert Board of Directors in 2003.

*Proposal for resolution:* the General Meeting resolves to reappoint Christian Leysen, Filip Williotstraat 12, 2600 Antwerpen (Berchem) as non-executive director of the Company for a three (3) year period to come into effect today and to terminate immediately after the Annual Meeting that will consider the approval of the financial statements of the financial year ending on December 31, 2014.

9. Granting of rights in accordance with art. 556 of the Companies Code.

*Proposal for resolution:* the General Meeting resolves, in accordance with article 556 of the Companies Code, to approve the change-of-control provisions, as stipulated in the Facility Agreement dated May 31, 2011 with Fortis Bank SA/NV, ING Belgium SA/NV and KBC Bank NV on the one hand and Agfa HealthCare NV, Agfa Graphics NV and Agfa-Gevaert NV on the other hand.

10. Miscellaneous.

Pursuant to the Law of December 20, 2010, the holders of shares are admitted to the Annual Meeting of April 24, 2012 and can exercise their voting rights subject to the registration of their shares on the fourteenth day prior to the meeting at midnight Belgian time (the "registration date"), being Tuesday April 10, 2012, regardless of the number of shares that the shareholder will hold on the day of the Annual Meeting.

A shareholder shall inform the Company by no later than the sixth day prior to this Annual Meeting, being by no later than Wednesday April 18, 2012 at midnight Belgian time, about the number of shares he wishes to attend the Annual General Meeting, taking into consideration the following formalities:

The holder of dematerialized shares does this by delivering a certificate issued by a registered account holder or a clearing house indicating the number of shares the shareholder held on the registration date, at a branch of ING Bank, or by e-mail to [secretaris.generaal@agfa.com](mailto:secretaris.generaal@agfa.com).

The holder of bearer shares does this by delivering a certificate issued by a registered accountholder or a clearing house indicating the number of shares the shareholder held on the registration date, at a branch of ING Bank, or by e-mail to [secretaris.generaal@agfa.com](mailto:secretaris.generaal@agfa.com).

The holder of registered shares does this by a statement to the Company, Septestraat 27, 2640 Mortsel, addressed to Wilfried Van Lishout, secretary-general or by e-mail to [secretaris.generaal@agfa.com](mailto:secretaris.generaal@agfa.com).

The Company emphasizes that these formalities shall be free of charge for the shareholders. All costs incurred (contrary to the explicit instructions of the Company) shall be reimbursed upon production of supporting evidence (receipt).

For a smooth handling of the formalities, the shareholders wishing to attend the meeting are invited to present themselves on Tuesday April 24, 2012 from 9.45 am until 10.45 am.

Holders of bonds or warrants issued by the Company can attend the meeting in an advisory capacity as provided by the Companies Code and are subject to the same attendance requirements as those applicable to shareholders.

Shareholders may also attend the meeting and vote by means of a proxy holder.

For this purpose, the shareholder shall make use of the proxy form drafted by the Board of Directors, a copy of which can be obtained at the registered office of the Company. Upon simple request a copy will be sent to the shareholder. The proxy form will also be available on the website [www.agfa.com/investorrelations](http://www.agfa.com/investorrelations) of the Company.

The original proxies need to arrive at the registered office of the Company by no later than Wednesday April 18, 2012. Proxies may also, by no later than Wednesday April 18, 2012, be sent by e-mail to [secretaris.generaal@agfa.com](mailto:secretaris.generaal@agfa.com), provided the original proxies be handed over to the registration desk by no later than the beginning of the Annual General Meeting.

One or more shareholders representing at least 3% of the Company's share capital may, in accordance with the provisions of the Article 533ter of the Companies Code, request to put items to be dealt with on the agenda of the Annual General Meeting, to the extent that they relate to subjects reserved by law or by the articles of association expressly to the meeting of shareholders, and make proposals for resolutions concerning items on or added to the agenda. The proposals are to arrive at the Company by no later than the twenty-second day prior to the meeting, being by no later than Monday April 2, 2012, by e-mail to [secretaris.generaal@agfa.com](mailto:secretaris.generaal@agfa.com).

The topics to be discussed and proposed resolutions added to the agenda of the Annual General Meeting in compliance with the preceding section will only be discussed at the meeting if these shareholders have complied with all legal formalities to participate in this meeting as described in this invitation.

Only shareholders having complied with the legal formalities, as described in this invitation, to participate in this Annual General Meeting may, prior to the start of the meeting, once the invitation is published, address their questions either by registered mail to the registered office of the Company, Septestraat 27, 2640 Mortsel, addressed to Wilfried Van Lishout, secretary-general or electronically to [secretaris.generaal@agfa.com](mailto:secretaris.generaal@agfa.com).

These questions need to arrive at the Company by no later than the sixth day prior to the meeting being by no later than Wednesday April 18, 2012.

The Board of Directors

The annual report 2011 will be available on the website [www.agfa.com](http://www.agfa.com) as from March 24.