

AGFA-GEVAERT

PUBLIC LIMITED COMPANY
SEPTESTAAT 27
2640 MORTSEL
COMPANY REGISTRATION NUMBER 0404 021 727

MINUTES OF THE SHAREHOLDERS ANNUAL GENERAL MEETING HELD ON 24TH APRIL 2007

OFFICIALS

The meeting was opened at 11 am under the chairmanship of Mr Ludo Verhoeven. The chairman appointed Mr Werner Vanderhaeghe as secretary, and Ms Jo Crols and Ms Claire Dascotte as vote counters.

COMPOSITION OF THE MEETING

The officials established that the calling for the meeting including the announcement of the agenda was in complete compliance with the legal requirements and the articles of incorporation of the company.

A copy of the announcement in the Official Gazette and in various newspapers was presented to the officials. The dates of publication are as follows:

- Official Gazette [Belgisch Staatsblad] on 23th March 2007
- The Financial & Economic Times [Financieel Economische Tijd] on 23th March 2007
- The Echo [L 'Echo] on 23th March 2007

The officials were also in possession of a copy of the announcement including the financial statements, which were sent out by letter on the 06th of April 2006 to registered shareholders, warrant holders, directors and the statutory auditors.

The shareholders who were either present or represented at the meeting are stated on the attendance list, which was signed by each shareholder or their representative.

From the attendance list that has already been signed by the officials, it was clear that there were 177 shareholders present or represented, whom together accounted for 20.162.158 shares in the company. Since the meeting could legally deliberate and make decisions irrespective of the size of the shareholding held by those shareholders present or represented, the meeting could consequently legally deliberate and make resolutions regarding any item on the agenda.

AGENDA

The invitations to the meeting included the following agenda:

1. Annual Report of the Board of Directors and report of the Statutory Auditor.
2. Approval of the financial statements of the financial year concluded on December 31, 2006.

Proposal for resolution: the General Meeting resolves to approve the financial statements of the financial year concluded on December 31, 2006, as prepared by the Board of Directors.

3. Allocation of profit.

Proposal for resolution: the General Meeting resolves to allocate the profit of the past financial year as follows:

- compensation of capital: 62,394,215 Euro or 50 Eurocents gross per share (coupon no. 8), payable as of 25 April 2007;
- transfer of 606,676,710.51 Euro to the profit carried forward.

4. Consolidated accounts of the financial year concluded on December 31, 2006 and consolidated reports of the Board of Directors and the Statutory Auditor.

5. Discharge of the directors.

Proposal for resolution: the General Meeting resolves to discharge the directors from all liability deriving from 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 from all liability deriving from the performance of his mandate during the past financial year.

7. Reappointment of directors.

The mandate of Mr Jo Cornu expires at the end of this meeting. Mr Cornu seeks re-election.

Mr Cornu, °1944, Belgian and living in St.Gillis-Waas, has a degree in electrical and mechanical engineering from the Catholic University of Leuven (Belgium) and a Ph.D. in Electronics from Carlton University in Ottawa (Canada). He was CEO of Mietec from 1982 to 1984 and General Manager of Bell Telephone Manufacturing Company from 1984 to 1987. From 1988 to 1995 he was member of the Executive Committee of Alcatel NV and from 1995 to 1999 COO of Alcatel Telecom. Thereafter, he was Advisor to the Chairman of Alcatel. Since 2005 Mr Cornu is Chairman of the Information Society Technologies Advisory Group of the European Commission. At present, Mr Cornu is board member in the listed companies KBC Group NV, Alcatel-Lucent, Barco NV and Arinso NV.

Proposal for resolution: the General Meeting resolves to reappoint Mr Jo Cornu, Grouwesteestraat 13, B-9170 St.Gillis-Waas, as director of the Company for a three (3) year period to come into effect today and terminate immediately after the annual meeting that will consider the approval of the financial year ending on December 31, 2009.

8. Acknowledgement of the remuneration of directors.

The General Meeting acknowledges that the yearly remuneration for the non executive directors, as approved by the shareholders during the General Meeting of April 25, 2006, remains unchanged for the year 2007.

9. Reappointment of the Statutory Auditor.

Proposal for resolution: the General Meeting resolves, upon recommendation of the works council, to reappoint KPMG, Prins Boudewijnlaan 24d, B2550 Kontich, represented by Messrs T. Erauw and E. Helsen, as Statutory Auditor of the Company for another three (3) year period. Consequently, this mandate shall terminate immediately after the Annual Meeting that will consider the approval of the financial year ending on December 31, 2009.

10. Remuneration of the Statutory Auditor.

Proposal for resolution: the General Meeting resolves to fix the remuneration, for the entire period of the appointment, at 351,551 Euro per year.

11. 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 provision, as described in article 24.11 of the multicurrency revolving credit facility agreement between the Company and Aginter NV on the one hand and BNP Paribas, ING Belgium NV and KBC Bank NV on the other hand.

12. Miscellaneous.

WORKS COUNCIL

The chairman stated that in accordance with the provisions of Article 15 of the KB of 27th November 1973, the annual company information was provided to the works council of Mortsel on April 05, 2007.

The annual report 2006 of the Agfa-Gevaert Group was placed on the Intranet a few days later and provided in hard copy to the members of the works council.

In the light of the planned demerger at the end of this year, the employee representatives were of the opinion to have had insufficient time to study the consolidated figures and discuss them at the planned works council meeting of April 23, 2007.

The meeting was therefore ajourned.

RESOLUTIONS

After deliberation and having taken account of the reports included in the agenda and also taken into consideration the most important figures and the information regarding the company's progress given by Mr Olivie, the meeting decided the following:

DECIDED by 20.162.158 votes in favour, to 0 votes against and 0 abstentions to approve the annual accounts as provided by the board of directors for the year ending 31st December 2006.

DECIDED by 20.161.178 votes in favour, to 980 against, and 0 abstentions taking into account that the company possessed on 31st December 2006, 4.108.012 of its own shares, to approve to appropriate the results of the previous financial year as follows:

- compensation of capital: 62,394,215 Euro or 50 Eurocents gross per share (coupon no. 8), payable as of 25 April 2007;
- transfer of 606,676,710.51 Euro to the profit carried forward

DECIDED by 20.161.178 votes in favour, to 980 votes against and 0 abstentions; to grant the directors discharge of all liability arising from the performance of their mandates during the previous financial year.

DECIDED by 20.161.178 votes in favour, to 980 votes against and 0 abstentions, to grant the statutory auditor discharge of all liability arising from the performance of their mandate during the previous financial year.

DECIDED by 20.161.178 votes in favour, to 980 votes against and 0 abstentions, to reappoint Mr Cornu as director of the company for a 3-year period coming into effect today and terminating immediately after the annual meeting which will consider the approval of the financial year ending on December 31st 2009.

ACKNOWLEDGED that the yearly remuneration for the non executive directors, as approved by the shareholders during the General Meeting of April 25, 2006, remains unchanged for the year 2007.

DECIDED by 20.162.158 votes in favour, to 0 votes against and 0 abstentions, to reappoint KPMG, Prins Boudewijnlaan 24d, B2550 Kontich, represented by Messrs T. Erauw and E. Helsen, as Statutory Auditor of the Company for another three (3) year period. Consequently, this mandate shall terminate immediately after the Annual Meeting that will consider the approval of the financial year ending on December 31, 2009.

DECIDED by 20.162.158 votes in favour, to 0 votes against and 0 abstentions to fix the remuneration, for the entire period of the appointment, at 351,551 Euro per year.

DECIDED by 20.156.874 votes in favour, to 980 votes against and 4.304 abstentions in accordance with article 556 of the Companies Code, to approve the change-of-control provision, as described in article 24.11 of the multicurrency revolving credit facility agreement between the Company and Aginter NV on the one hand and BNP Paribas, ING Belgium NV and KBC Bank NV on the other hand.

There being no other items on the agenda and no further questions arising from those present, the meeting was closed. The secretary drew up the minutes of the meeting, which were signed by the officials and by those shareholders wishing to do so.

signed

L.Verhoeven

Chairman

signed

W. Vanderhaeghe

Secretary

signed

C. Dascotte
Vote counter

signed

J. Crols
Vote counter