

**PROXY**

The undersigned (name and first name) .....  
residing at (address) .....  
.....

**or**

with principal office at (address office) .....  
.....

in accordance with its articles of incorporation duly represented by:

(name and first name) .....

holder of .....shares of Agfa-Gevaert NV, with principal office at 2640 Mortsel,  
Septestraat 27, hereby appoints as authorized representative (1)

(name and first name) ... ..

residing at (address) .....

*(1) You are not required to specify an authorized representative. If you do not, Agfa-Gevaert NV will allocate you an authorized representative who will represent you at the relevant shareholders meeting and will cast your vote in the manner you have indicated.*

*If you do not give voting instructions, you will be considered having voted in favour of the proposed resolutions.*

in order to represent him/her as shareholder at the Extraordinary General Meeting of Shareholders of the above-named company, which will be held at the principal office of the company on April 27, 2010 about noon with the following agenda or in case of a postponement, on any other date but with the same agenda (\*).

**AGENDA**

1. Acknowledgement of the special report of the Board of Director as set forth in article 604, par. 2 of the Companies Code in relation to the authorization to the Board of Directors to increase the registered capital.
2. Renewal of the authorization to the Board of Directors as envisaged in article 8, 1° of the articles of association to increase the registered capital.

*Proposal for resolution:* The general meeting resolves to renew the authorization to the board of directors envisaged in article 8, 1° of the articles of association to increase the registered capital for a period of five (5) years following the publication in the annexes to the Belgian State Gazette (Staatsblad) of the amendment to the articles of association as resolved by the general meeting of shareholders of April 27, 2010.

Article 8, 1° of the articles of association will therefore be replaced by the following text:

*The Board of Directors is empowered by notarial deed to increase the share capital in one or more times by an amount of hundred forty million Euro (140,000,000 Euro).*

*The Board of Directors can exercise this power for five (5) years following publication in the annexes to the Belgian State Gazette (Belgisch Staatsblad) of the amendment to the articles of association decided by the general meeting of shareholders of April twenty-seven, two thousand and ten. This power can be renewed according to the prevailing legal provisions.*

Approval 0

Rejection 0

Abstention 0

3. Amendment to the article 34, 1° second section and to the article 34, 2° second section with respect to decision making.

*Proposal for resolution: Deletion of the article 34, 1° second section and to the article 34, 2° second section and insertion of a fifth paragraph in article 34 reading as follows: "At General Meetings abstentions, blank votes and null and void votes are not taken into account in the calculation of the majority".*

Approval 0

Rejection 0

Abstention 0

4. Granting of a power of attorney with respect to the coordination of the articles of association, as well as the formalities with the Crossroad Bank of Enterprises and with the VAT administration.

*Proposal for resolution:* The general meeting decides to grant to the secretary to the board of directors, with the right of substitution, a power for the coordination of the articles of association, as well as for the formalities with the Crossroad Bank of Enterprises and with the VAT administration.

Approval 0

Rejection 0

Abstention 0

to participate in all deliberations;  
to participate on behalf of the undersigned in a vote on all items of the agenda;  
to sign all deeds, minutes and other documents relating to this meeting;  
in general, to do everything which should appear necessary or useful for the implementation of this power of proxy, with promise of ratification.

Executed at ....., on .....2010.

(\*) with the explicit proviso however that in such case the date of "April twenty-seven two thousand and ten" should read "May twenty-first two thousand and ten" in all resolutions.