

P R O X Y

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) (2)

(name and first name)

residing at (address)

(1) You are not required to specify the name of a proxy holder. If you do not, Agfa-Gevaert NV will appoint a member of the bureau to represent you at the relevant meeting. The bureau members are persons who typically, under Art. 547bis § 4 of the Companies Code, are deemed to have a conflict of interest e.g. because they are members of the board or staff members. If the proxy holder is deemed to have a conflict of interest under Article 547bis § 4 of the Companies Code, the proxy holder can only vote provided specific voting instructions are available for each item on the agenda. In the absence of such specific voting instructions for a particular topic, the proxy holder is deemed to have a conflict of interest and shall therefore refrain from participating in the vote.

(2) Subject to the exceptions provided by law, you can appoint only one (1) representative.

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 Wednesday April 11, 2012 at 10.00 a.m. with the following agenda or in case of a postponement, on Tuesday April 24, 2012.

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

AGENDA

1. Appointment – Dismissal – Vacancies.

Proposal for resolution: Replacement of the text of the first and second paragraph of the current article 15 of the articles of association by the following text:

The company is administered by a board of directors composed of at least six members, who may or may not be shareholders, appointed for a period not exceeding four years. At least three members of the board of directors shall be independent directors.

The candidates for the office of director who have not previously held that position in the company must inform the board of directors of their candidacy by no later than two months prior to the annual shareholders meeting.

Approval 0

Rejection 0

Abstention 0

2. Board of Directors – Meetings.

Proposal for resolution: Deletion of the second sentence of the current article 17, 4° of the articles of association, reading as follows:

If this is the case, all telecopies and/or other written documents confirming or expressing the voting, will be taken as a basis for the minutes, which will be approved at the next board meeting.

Approval 0

Rejection 0

Abstention 0

3. Remuneration.

Proposal for resolution: Insertion of a third paragraph in the current article 20 of the articles of association, reading as follows:

The company may deviate from the stipulations of article 520ter, second paragraph of the Companies Code for all persons falling within the scope of these stipulations.

Approval 0

Rejection 0

Abstention 0

4. Executive Committee – Powers of Proxy – Daily Management.

Proposal for resolution: Replacement of the text of the current article 22 of the articles of association by the following text:

The board of directors, the executive committee and the managing director shall be authorised to delegate specific powers to one or more individuals of their choice.

Approval 0

Rejection 0

Abstention 0

5. Representation.

Proposal for resolution: Insertion of the following text at the end of the current article 26 of the articles of association, reading as follows:

'or by specific proxy holders'.

Approval 0

Rejection 0

Abstention 0

6. Composition – Admission to the General Meeting.

Proposal for resolution: Replacement of the text of the current article 28 of the articles of association by the following text:

1° The duly constituted general meeting represents all the shareholders. The decisions taken by the general meeting are binding for all shareholders, even for those absent and dissenting.

2° The holders of shares are admitted to the general shareholders meeting and may exercise their voting rights based on the registration of their shares on the fourteenth day before the general meeting of shareholders at midnight Belgian time (the "registration date") either by their registration in the register of shares of the company, or by their registration on the accounts of a registered accountholder or a clearing house or by submission of the bearer shares to a financial intermediary, regardless of the number of shares that the shareholder hold on the day of the general meeting of shareholders. The shareholder informs the company no later than the sixth day prior to the general shareholders meeting, about the number of shares he wishes to participate at the meeting, this in compliance with the formalities specified in the invitation. The holder of dematerialized shares does this by means of a certificate issued by a registered accountholder or a clearing house indicating the number of shares the shareholder held on the registration date. Holders of bearer shares do this by means of a certificate issued by a registered accountholder or a clearing house indicating the number of shares the shareholder held on the registration date. The holder of registered shares does this by a declaration to the company directly.

Approval 0

Rejection 0

Abstention 0

7. General Meeting – Date of the Annual Shareholders Meeting.

Proposal for resolution: Replacement of the text of the current article 29, 1° of the articles of association by the following text:

The general meeting, referred to as the annual meeting, must be convened every year on the second Tuesday of May at eleven o'clock in the morning (11 a.m.). If this day is an official holiday, the meeting is held on the next working day.

Approval 0

Rejection 0

Abstention 0

8. General Meeting – Agenda.

Proposal for resolution: Replacement of the text of the current article 29, 5° of the articles of association by the following text:

One or more shareholders representing at least 3% of the company's share capital may, in accordance with the provisions of the Companies Code, request to add items to be dealt with on the agenda of the general shareholders meeting, to the extent that these items relate to subjects reserved by law or by these articles of association expressly to the general shareholders meeting, and make proposals for resolutions concerning items on or added to the agenda.

Requests must comply with the requirements of article 533ter of the Companies Code. The company shall receive such requests by no later than the twenty-second day prior to the date of the general shareholders meeting. The subjects covered and the corresponding proposals for resolutions, if any, added to the agenda will be published in accordance with the stipulations set forth in the Companies Code.

The topics to be discussed and proposals for resolutions put on the agenda in accordance with the preceding paragraph will be discussed only if all the relevant provisions of the Companies Code are met.

Approval 0

Rejection 0

Abstention 0

9. Convocation – Representation.

Proposal for resolution: Replacement of the text of the current article 30 of the articles of association by the following text:

1. *The board of directors, where appropriate the company auditor(s), may convene an annual meeting as well as an extraordinary or special general meeting.*

The board of directors and the company auditor(s) are obliged to convene a general meeting when one or more shareholders who alone or together represent one-fifth of the share capital so request and to the extent it relates to subjects reserved by law or by these articles of association expressly to the general shareholders meeting. The request for convocation shall mention the points that must appear on the agenda of the meeting.

2. *The invitations to the general shareholders meeting shall be done by announcement of the agenda which shall be published, by no later than thirty days prior to the general shareholders meeting, in the Belgian Official Gazette (Belgisch Staatsblad), as well as in a national newspaper and in media of which can reasonably be assumed that they can ensure the effective dissemination of information to the public within the European Economic Area and which are accessible in a fast and non-discriminatory way. In case a second invitation is required, and provided that the date of the second meeting has been mentioned in the first invitation and no new item was put on the agenda, this second invitation needs only been published seventeen days prior to the meeting.*

Furthermore, the invitation is sent by normal letter, or within the framework of the relevant legal provisions, through any other means of communication to the holders of registered shares, bonds or warrants, to the holders of registered certificates which are issued with the co-operation of the company, as well as to the directors and company auditors, and this at least thirty days prior to the meeting.

3. *All shareholders with voting rights may attend the meeting in person or be represented by a proxy holder. Except for the exceptions stipulated in the Companies Code, a shareholder may only appoint one single person as proxy holder for a specific general shareholders meeting.*

The co-owners, usufructuaries and bare owners, pledge creditors and pledge debtors must be represented by one and the same person respectively.

The board of directors will establish form and content of the powers of proxy and require that these be deposited in the place that it indicates and within the deadline that it sets.

Approval 0

Rejection 0

Abstention 0

10. Attendance by electronic means.

Proposal for resolution: Insertion of a new article after the current article 30 of the articles of association, reading as follows:

The board may decide to allow the shareholders to participate at the general shareholders meeting from a distance by electronic means. Should the board decide to grant this option, the decision itself as well as the practical aspects will explicitly be included in the invitation.

Approval 0

Rejection 0

Abstention 0

11. Conduct of meetings.

Proposal for resolution: Replacement of the text of the current article 32, 2° of the articles of association by the following text:

In the events stipulated in the Companies Code, the board of directors is entitled to adjourn a general meeting for five weeks.

Approval 0

Rejection 0

Abstention 0

12. Right to ask questions.

Proposal for resolution: Insertion of a new article after the current article 32 of the articles of association, reading as follows:

Once the invitation is published, shareholders complying with the formalities for admittance to the general meeting can ask questions in writing. These questions must reach the company by no later than the sixth day prior to the meeting in the form and manner determined by the board in the invitation

Shareholders may also submit oral questions at the meeting itself on the same subjects.

Except for the exceptions stipulated in the Companies Code, the board members provide answers to questions relating to their report or the points on the agenda, and the auditors answer questions relating to their report.

Approval 0

Rejection 0

Abstention 0

13. Voting rights.

Proposal for resolution: Replacement of the text of the current article 33 of the articles of association by the following text:

Each share entitles the holder to one vote.

Insofar as the board provides this facility in the invitation, each shareholder is entitled to vote, prior to the general meeting, at a distance by letter or electronic voting, by means of a form drafted and made available by the company.

Forms for remote voting by letter arriving at the company later than the sixth day prior to the meeting at midnight Belgian time will not be taken into account.

Provided the invitation provides for this facility, the procedure for remote electronic voting will be established by the board, which ensures that the chosen communication is capable to implement the required legal prescriptions, to control the compliance with the terms of receipt as described at the end of this paragraph and to verify the status of the identity of the shareholder.

Voting in electronic form can be done till 48 hours prior to the general meeting.

The shareholder voting at a distance, by correspondence or by electronic means, is obliged to fulfill the registration formalities as set forth in these articles of association.

Approval 0

Rejection 0

Abstention 0

14. Minutes.

Proposal for resolution: Insertion of a new article after the current article 35 of the articles of association, reading as follows:

The minutes shall be published on the website of the company within 15 days following the general meeting.

Approval 0

Rejection 0

Abstention 0

15. Editorial changes, renumbering and co-ordination of the articles of association.

Proposal for resolution: Approval of the various editorial changes, authorization to renumber and co-ordinate the articles of association as well as the update of the transitory provisions.

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 abovementioned 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.

The proxy holder shall abstain from voting on new subjects added to the agenda at the request of certain shareholders in compliance with the relevant the legal and statutory provisions (3).

Executed at, on2012

(3) Strike through if you wish to expressly authorize the proxy holder to vote on these points of the agenda.