

# AGFA-GEVAERT

LIMITED COMPANY  
SEPTESTAAT 27  
2640 MORTSEL  
ENTERPRISE NUMBER 0404 021 727

## INVITATION TO THE EXTRAORDINARY GENERAL MEETING

At the Extraordinary General Meeting of Shareholders of April 27, 2010, the quorum required for valid voting was not reached. In accordance with article 558 of the Companies Code, a second convocation is required.

The shareholders are therefore invited to attend the rescheduled Extraordinary General Meeting, which will be held on Friday, May 21, 2010 at 11 a.m. at the principal office of the Company, Septestraat 27, 2640 Mortsel.

This meeting can validly resolve on all the points on the agenda regardless of the number of shares present or represented.

The agenda of this Extraordinary General Meeting reads as follows:

1. Acknowledgement of the special report of the Board of Directors 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 May 21, 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 May twenty-first, two thousand and ten. This power can be renewed according to the prevailing legal provisions.*

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".*

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.*

In accordance with article 535 of the Companies Code, the report, mentioned in point 1 of the agenda, is available at the registered office. It will also be available on the website [www.agfa.com](http://www.agfa.com).

With reference to the law of August 2, 2002 and in accordance with article 28, 5° of the articles of association, the Board of Directors resolved that, in accordance with article 28, 4°, the holders of bearer shares and shares in dematerialised form who wish to attend the meeting and exercise their voting rights, have to submit evidence that they were in fact shareholders of the amount of shares with which they want to participate on the General Meeting on the fifth working day prior to the Extraordinary General Meeting i.e. on Friday, May 14, 2010 (**the registration date**), irrespective of the number of shares they will hold on the day of the General Meeting. The shareholders have to submit evidence, by no later than Tuesday, May 18, 2010 at 12 p.m., of their shareholding on the registration date either at an office of the ING bank either by fax (32-3-444.7229) or e-mail ([marie-josee.crols@agfa.com](mailto:marie-josee.crols@agfa.com) or [claire.dascotte@agfa.com](mailto:claire.dascotte@agfa.com)) at the registered office.

The Company emphasises that these formalities are free of charge for the shareholders. Every expense that is being charged – being in violation with the Company's explicit instructions – will be reimbursed when evidence of payment is presented.

The holders of registered shares must inform the Company by no later than Tuesday, May 18, 2010 at 12 p.m., by fax (32-3-444.7229) or by email ([marie-josee.crols@agfa.com](mailto:marie-josee.crols@agfa.com) or [claire.dascotte@agfa.com](mailto:claire.dascotte@agfa.com)) to the registered office, about their intention to attend the Extraordinary General Meeting, and of the number of shares they wish to participate in the voting.

To enable a smooth handling of the formalities, the shareholders wishing to attend the meeting have to present themselves for registration on Friday, May 21, 2010 from 9.45 till no later than 10.45 a.m.

The shareholders who wish to have themselves represented should make use of the proxy form which was prepared and approved by the Board of Directors in accordance with article 30 of the articles of association, and a copy of which can be obtained at the Company's registered office. Upon a simple request a copy will be sent to the shareholders. The proxy form will be available also on the company's website [www.agfa.com/investorrelations](http://www.agfa.com/investorrelations). Other proxies will not be accepted. The original proxies must be deposited at the Company's registered office no later than Tuesday,

May 18, 2010 at 12 p.m. The proxies may, also by no later than May 18, 2010 at 12 p.m., be deposited by fax or by email, provided the originals will be handed over to the bureau at the beginning of the Extraordinary General Meeting.

The proxies granted for the Extraordinary General Meeting of April 27, 2010 remain valid for the rescheduled Extraordinary General Meeting of May 21, 2010 as far as proof is delivered on the registration date (i.e. on Friday, May 14, 2010) for this rescheduled Extraordinary General Meeting that the person granting the proxy is still owner of the respective shares.

The Board of Directors