

UNOFFICIAL TRANSLATION FROM THE DUTCH VERSION

AGFA-GEVAERT

NAAMLOZE VENNOOTSCHAP [LIMITED LIABILITY COMPANY]
SEPTESTRAAT 27
B-2640 MORTSEL
ENTERPRISE NUMBER 0404 021 727

INVITATION TO THE ANNUAL GENERAL MEETING

The shareholders and holders of bonds or warrants issued by the Company are hereby invited to participate in the Annual General Meeting of the Company which will be held on Tuesday, May 13, 2014 at 11 a.m. at the registered office, B-2640 Mortsel, Septestraat 27, with the following agenda:

1. Acknowledgement 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, 2013.
2. Acknowledgement of the consolidated accounts as per December 31, 2013.
3. Approval of the annual accounts as per December 31, 2013.

Proposal for resolution: the General Meeting resolves to approve the statutory accounts of the financial year concluded on December 31, 2013, including the following allocation of the result:

deduction of the loss of 22,074,890.49 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, 2013.

5. Long Term Incentive Plan.

The below formulated proposal to the Meeting is not required by law but is sought with the aim to strive for transparency and is required by the Corporate Governance Statement of Agfa-Gevaert NV.

Proposal for resolution: The General Meeting approves the proposal of the Board of Directors to activate under certain conditions tranche no. IX of the Long Term Incentive Plan for eligible members of (i) the Executive Management, (ii) executives at levels I and II and (iii) certain other employees, conform the principles as described in the Term Sheet available on the Investor Relations' section of the Company's website and to grant an estimated number of 4,060,000 options. The Board of Directors will only offer options to the beneficiaries when the closing stock price of the shares on Euronext Brussels exceeds 3.45 Euro (three Euro forty five cents) during the last 30 calendar days preceding the offering date.

6. 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.

7. 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.

8. Reappointment of Pamica NV, with permanent representative Mr. Michel Akkermans, 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 he meets the independence requirements as mentioned in article 526ter of the Companies Code.

Michel Akkermans (°1960 - Belgian) holds a master of sciences in electronic engineering and computer sciences and a degree in economics and finance from the Catholic University of Louvain (Belgium). He held management positions in a series of international banks and consulting companies before founding FICS, a leading software provider in the field of online banking and regulatory financial reporting, in 1989. In 1999, FICS, together with Edify and Vertical One, merged with Security First Technologies, creating S1 Corporation, the market leader in internet banking, with Michel Akkermans as its Chairman. In 2002, Michel Akkermans became Chairman and CEO of Clear2Pay, an innovative e-finance company focused on delivering globally applicable solutions for secure electronic payments. Michel Akkermans joined the Agfa-Gevaert Board of Directors in 2008.

Proposal for resolution: the General Meeting resolves to reappoint Pamica NV, with permanent representative Mr. Michel Akkermans, Eygenstraat 37, B-3040 Huldenberg, as independent director (as he meets the independence requirements as mentioned in article 526ter of the Companies Code) of the Company for a four (4) year period to come into effect today and to terminate immediately after the General Meeting that will consider the approval of the financial statements of the financial year ending on December 31, 2017.

9. Reappointment of Mr. Willy Duron, 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 he meets the independence requirements as mentioned in article 526ter of the Companies Code.

Willy Duron (°1945 - Belgian) has a master of mathematics from Ghent University (Belgium) and a master of actuarial science from the Catholic University of Louvain (Belgium). He began his career in 1970 as an actuary for ABB Insurance (Assurantie van de Belgische Boerenbond), where he became Director Life and Reinsurance in 1984 and later Vice Director-General. He became Chairman of the Executive Board of KBC Insurance in 2000 and President of the Executive Board of KBC Bank and Insurance Holding Company in 2003. From early 2005 to late 2006, he was CEO of KBC Group NV. Willy Duron joined the Agfa-Gevaert Board of Directors in 2008.

Proposal for resolution: the General Meeting resolves to reappoint Mr. Willy Duron, Oude Pastoriestraat 2, B-3050 Oud-Heverlee, as independent director (as he meets the independence requirements as mentioned in article 526ter of the Companies Code) of the Company for a four (4) year period to come into effect today and to terminate immediately after the General Meeting that will consider the approval of the financial statements of the financial year ending on December 31, 2017.

10. Reappointment of Mr. Roland Junck, 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 he meets the independence requirements as mentioned in article 526ter of the Companies Code.

Roland Junck (°1955 - Luxemburger), was appointed Chief Executive Officer of Nyrstar in February 2009 after 16 months as a non-executive director on the Company's board of directors. He is also director of several European companies including Agfa-Gevaert NV. He was the former Chief Executive Officer of ArcelorMittal. Prior to this role he was a member of the group management board of Arcelor, Aeralia and Arbed. He graduated from the Federal Polytechnic Institute in Zurich and has a Master of Business Administration from Sacred Heart University of Luxemburg. Roland Junck joined the Agfa-Gevaert Board of Directors in 2008.

Proposal for resolution: the General Meeting resolves to reappoint Mr. Roland Junck, Pilatusstrasse 12, CH-8032 Zurich, as independent director (as he meets the independence requirements as mentioned in article 526ter of the Companies Code) of the Company for a four (4) year period to come into effect today and to terminate immediately after the General Meeting that will consider the approval of the financial statements of the financial year ending on December 31, 2017.

11. Miscellaneous.

Pursuant to the Law of December 20, 2010, the holders of shares are admitted to the Annual General Meeting of May 13, 2014 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 29, 2014 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, May 7, 2014 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 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.

The holder of registered shares does this by a statement to the Company by e-mail to 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, May 13, 2014 from 9.45 a.m. until 10.45 a.m.

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 of the Company.

The original proxies need to arrive at the registered office of the Company by no later than Wednesday, May 7, 2014. Proxies may also, by no later than Wednesday, May 7, 2014, be sent by e-mail to 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 art. 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 21, 2014 by e-mail to 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, B-2640 Mortsel, addressed to Wilfried Van Lishout, secretary-general or electronically to 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, May 7, 2014.

All documents in relation to the Annual General Meeting that, according to the law should be made available to the shareholders, are also available, as from publication of the invitation, on the website www.agfa.com/investorrelations. The shareholders can also consult these documents or obtain a copy free of charge at the Company's registered office and this during office hours. The request for a copy free of charge can also be addressed in writing to the Company's registered office Septestraat 27, B-2640 Mortsel, to the attention of Wilfried Van Lishout, secretary-general or electronically to secretaris.generaal@agfa.com.

The Board of Directors