

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 10, 2016 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, 2015.
2. Acknowledgement of the consolidated accounts as per December 31, 2015.
3. Approval of the annual accounts as per December 31, 2015.

Proposal for resolution: the General Meeting resolves to approve the statutory accounts of the financial year concluded on December 31, 2015, including the following allocation of the result:

imputation of the loss of 15,197,439.46 Euro to 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, 2015.

5. 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.

6. 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.

7. Reappointment of the Statutory Auditor of the Company.

Proposal for resolution: the General Meeting resolves, at the suggestion of the Audit Committee and the Board of Directors and upon recommendation of the Works Council, to reappoint KPMG Bedrijfsrevisoren (B001), Prins Boudewijnlaan 24d, B-2550 Kontich, as Statutory Auditor of the Company for another three (3) year period. Consequently, this mandate shall terminate immediately after the General Meeting that will consider the approval of the financial statements of the financial year ending on December 31, 2018. KPMG Bedrijfsrevisoren will be represented by Mr. Harry Van Donink.

8. Remuneration of the Statutory Auditor.

Proposal for resolution: the General Meeting resolves to fix the remuneration of the Statutory Auditor for the audit of the annual accounts, for the entire period of the appointment, at 211,000 Euro per year.

9. 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 provisions, as stipulated in the Facility Agreement dated July 17, 2015 with BNP Paribas Fortis SA/NV, ING Belgium SA/NV and KBC Bank NV on the one hand and Agfa-Gevaert NV, Agfa Graphics NV and Agfa HealthCare NV on the other hand.

10. Miscellaneous.

Pursuant to the Law of December 20, 2010, the holders of shares are admitted to the Annual General Meeting of May 10, 2016 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 26, 2016 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 4, 2016 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 dematerialised shares does this by delivering a certificate issued by a registered account holder 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 10, 2016 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 4, 2016. Proxies may also, by no later than Wednesday, May 4, 2016, 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 18, 2016 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 4, 2016.

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