

AGFA-GEVAERT
PUBLIC LIMITED COMPANY
SEPTESTAAT 27
2640 MORTSEL
COMPANY REGISTRATION NUMBER 0404 021 727

**MINUTES OF THE SHAREHOLDERS ANNUAL GENERAL MEETING
HELD ON 28TH APRIL 2009**

OFFICIALS

The meeting was opened at 11 a.m. under the chairmanship of Mr Julien De Wilde. The chairman appointed Mr Wilfried Van Lishout as secretary, and Ms Jo Crols and Ms Claire Dascotte as scrutineers.

COMPOSITION OF THE MEETING

The officials established that the calling for the meeting including the announcement of the agenda was in complete compliance with the legal requirements and the articles of incorporation of the company.

A copy of the announcement in the Official Gazette and in the newspaper De Tijd of March 27, 2009 was presented to the officials, who initialled same.

The registered shareholders, as well as the auditor were invited by letter or, for those who individually expressed their approval, by email on April 10, 2009. The Board Members expressly waived their right to receive a personal invitation..

The shareholders who were either present or represented at the meeting are stated on the attendance list, which was signed by each shareholder or their representative.

From the attendance list that has already been signed by the officials, it was clear that there were 91 shareholders present or represented, whom together accounted for 16 919 741 shares in the company. Since the meeting could legally deliberate and make decisions irrespective of the size of the shareholding held by those shareholders present or represented, the meeting could consequently legally deliberate and make resolutions regarding any item on the agenda.

AGENDA

The invitations to the meeting included the following agenda:

1. Annual report of the Board of Directors and report of the Statutory Auditor.
2. Approval of the financial statements of the financial year concluded on December 31, 2008.

Proposal for resolution: the General Meeting resolves to approve the financial statements of the financial year concluded on December 31, 2008, as prepared by the Board of Directors.

3. Allocation of results.

Proposal for resolution: the General Meeting resolves to transfer the result of - 128.923.576.09 Euro of the past financial year to the result carried forward.

4. Consolidated accounts of the financial year concluded on December 31, 2008 and reports of the Board of Directors and the Statutory Auditor on the consolidated accounts.

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. Appointment as director of the company DE WILDE J MANAGEMENT bvba, with Julien De Wilde as its permanent representative.

The Board of Directors recommends this board member because of his professional qualifications, as evidenced in the CV below. The Board of Directors is of the opinion that this board member meets all the criteria of independence as stipulated in the Law of December 17, 2008

Julien De Wilde (°1944 - Belgian) obtained an engineering degree from the Catholic University of Louvain (Belgium). From 1969 onwards he held various managerial positions at Texaco. In 1986 he was appointed member of the European Management Board of Texaco in New York. In 1988 he became head of the research and business development department of Recticel. A year later he became a member of the Executive Board of Alcatell Bell, where he was responsible for strategy and general services. From 1995 to 1998 Julien De Wilde was CEO of Alcatel Bell and from 1999 to 2002 he was Executive Vice-President and member of the Executive Board of Alcatel in Paris, responsible for Europe, the Middle East, Latin America, India and Africa. From July 1, 2002 to May 2006, he was CEO of the Bekaert Group. Julien De Wilde became a member of Agfa's Board of Directors in 2006. Since April 2008 he became Chairman of the Board of Directors.

Proposal for resolution: the General Meeting resolves to appoint DE WILDE J MANAGEMENT bvba, Jabekestraat 49, B-9230 Wetteren, with Julien De Wilde as its permanent representative, as director of the Company for a three (3) year period to come into effect today and terminate immediately after the annual meeting that will consider the approval of the financial year ending on December 31, 2011.

8. Reappointment as director of Christian Leysen.

The Board of Directors recommends this board member because of his professional qualifications, as evidenced in the CV below. The Board of Directors is of the opinion that this board member meets all the criteria of independence as stipulated in the Law of December 17, 2008

Christian Leysen (°1954 - Belgian) obtained a degree of commercial engineering and a masters degree in law at the Vrije Universiteit Brussel (Belgium). In 1984 he founded Xylos, a service provider in information and communication technology. In 1989 he became responsible for the day-to-day management of the maritime and logistics company Ahlers, where he has been CEO since 1994. From 2000 to 2002, he was a member of the Antwerp city council and Chairman of the Board of Directors of Antwerpse Waterwerken. In 2004, he became Chairman of the Board of Directors of the University of Antwerp Management School. Christian Leysen became a member of the Board of Directors in 2003.

Proposal for resolution: the General Meeting resolves to reappoint Christian Leysen, Filip Williotstraat 12, B-2600 as a director of the Company for a three (3) year period to come into effect today and terminate immediately after the annual meeting that will consider the approval of the financial year ending on December 31, 2011.

9. Continuation and taking-over of the board mandate of Michel Akkermans by the company Pamica NV, Eygenstraat 37, B-3040 Huldenberg with Michel Akkermans as permanent representative.

Michel Akkermans (°1960 - Belgian) holds an M.Sc. 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 became a member of the Board of Directors in 2008.

Proposal for resolution: the General Meeting resolves to approve the continuation and taking-over of the board mandate of Michel Akkermans by the company Pamica NV, Eygenstraat 37, B-3040 Huldenberg with Michel Akkermans as permanent representative.

10. Continuation and taking-over of the board mandate of Jo Cornu by the company Mercodi bvba, Grote Markt 18, B-9120 Beveren with Jo Cornu as permanent representative.

Jo Cornu (°1944 - Belgian) graduated as an engineer specializing in electrotechnology and mechanics from the Catholic University of Louvain (Belgium) and later obtained a PhD in electronics from the Carlton University in Ottawa (Canada). Jo Cornu was CEO of Mietec from 1982 to 1984 and later General Manager for Bell Telephone until 1987. From 1988 to 1995 he was member of the Executive Board of Alcatel NV and from 1995 to 1999 he was COO for Alcatel Telecom. Later he became an advisor to the Chairman of the Board of Directors of Alcatel. From 2005 to 2007, Jo Cornu was Chairman of the ISTAG Group (Information Society Technologies Advisory Group) of the European Commission. From the beginning of March 2007 to the end of January 2008, he was Chairman of Medea +, the Eureka Cluster for micro electronics research in

Europe. Jo Cornu became a member of the Board of Directors in 2002. At the end of November 2007, Jo Cornu was appointed CEO of Agfa-Gevaert, as permanent representative of Mercodi BVBA.

Proposal for resolution: the General Meeting resolves to approve the continuation and taking-over of the board mandate of Jo Cornu by the company Mercodi bvba, Grote Markt 18, B-9120 Beveren with Jo Cornu as permanent representative.

11. Continuation and taking-over of the board mandate of Horst Heidsieck by the company Value Consult Management-und Unternehmensberatungsgesellschaft mbH, Ostpreussenstrasse 34, D-63654 Buedingen with Horst Heidsieck as permanent representative.

Horst Heidsieck (°1947 - German) holds a PhD in physics. During his studies at the University of Bonn (Germany) and the Technical University of Aachen (Germany), he focused on solid state physics, solid state electronics as well as metal science. From 1980 to 1991, he held various managerial positions - including a position in the Executive Board - within the Degussa Group. In 1990, he became CEO of the Leybold technology group and from 1995 to 1998 he successfully integrated the former competitors Leybold and Balzers into the newly established Balzers und Leybold Group. In the following years, Horst Heidsieck was a member of the Advisory Board and later CEO of Heraeus Holding, a highly diversified technology group. From 2003 to the end of 2006, he was CEO of Demag Holding, a portfolio of 7 companies which had been acquired from Siemens by Kohlberg Kravis Roberts in 2002. As from January 2007, he is a managing shareholder of the newly founded consulting company Value Consult, acting as a member of advisory boards, helping senior management to materialize improvement potentials in their companies. Horst Heidsieck became a member of the Board of Directors in 2008.

Proposal for resolution: the General Meeting resolves approve the continuation and taking-over of the board mandate of Horst Heidsieck by the company Value Consult Management-und Unternehmensberatungsgesellschaft mbH, Ostpreussenstrasse 34, D-63654 Buedingen with Horst Heidsieck as permanent representative.

12. Remuneration of the Chairman of the Board of Directors.

Proposal for resolution: the General Meeting resolves to fix the remuneration of the Chairman of the Board of Directors at an invariable annual amount of 180,000 Euros for all his mandates within the Company and regardless of the number of meetings.

13. 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 provision, as stipulated in the Bonding Facility Agreement between the Company on the one hand and ABN Amro on the other hand.

14. Miscellaneous.

WORKS COUNCIL

The chairman stated that in accordance with the provisions of Article 15 of the KB of 27th November 1973, the annual company information was provided to the works council on April 7, 2009. This information was discussed by the works council in its meeting of April 27, 2009.

RESOLUTIONS

After deliberation and having taken account of the reports included in the agenda and also taken into consideration the most important figures and the information regarding the company's progress given by the President and the CEO, the meeting RESOLVED the following:

1. RESOLVED by 13 267 665 votes in favour, to 0 votes against and 3 652 076 abstentions to approve the annual accounts as provided by the board of directors for the year ending 31st December 2008.
2. RESOLVED by 13 267 665 votes in favour, to 0 against, and 3 652 076 abstentions to approve to appropriate the result of -128,923,576.09 Euro of the past financial year as follows:

transfer to the result carried forward.
3. RESOLVED by 11 675 471 votes in favour, to 0 votes against and 5 626 260 abstentions; to grant the directors discharge of all liability arising from the performance of their mandates during the previous financial year.
4. RESOLVED by 12 234 069 votes in favour, to 0 votes against and 4 595 672 abstentions, to grant the statutory auditor discharge of all liability arising from the performance of their mandate during the previous financial year.
5. RESOLVED by 13 267 665 votes in favour, to 0 votes against and 3 652 076 abstentions, to approve the appointment of DE WILDE J MANAGEMENT bvba, Jabekestraat 49, B-9230 Wetteren, with Julien De Wilde as its permanent representative, as director of the Company for a three (3) year period to come into effect today and terminate immediately after the annual meeting that will consider the approval of the financial year ending on December 31, 2011.
6. RESOLVED by 13 267 665 votes in favour, to 0 votes against and 3 652 076 abstentions, to approve the reappointment of Christian Leysen, Filip Williotstraat 12, B-2600 as a director of the Company for a three (3) year period to come into effect today and terminate immediately after the annual meeting that will consider the approval of the financial year ending on December 31, 2011.
7. RESOLVED by 13 267 665 votes in favour, to 0 votes against and 3 652 076 abstentions, to approve the continuation and taking-over of the board mandate of Michel Akkermans by the company Pamica NV, Eygenstraat 37, B-3040 Huldenberg with Michel Akkermans as permanent representative.
8. RESOLVED by 13 267 665 votes in favour, to 0 votes against and 3 652 076 abstentions, to approve the continuation and taking-over of the board mandate of Jo Cornu by the company Mercodi bvba, Grote Markt 18, B-9120 Beveren with Jo Cornu as permanent representative.

9. RESOLVED by 13 267 665 votes in favour, to 0 votes against and 3 652 076 abstentions, to approve the continuation and taking-over of the board mandate of Horst Heidsieck by the company Value Consult Management-und Unternehmensberatungsgesellschaft mbH, Ostpreussenstrasse 34, D-63654 Buedingen with Horst Heidsieck as permanent representative.
10. RESOLVED by 12 982 104 votes in favour, to 245 020 votes against and 3 692 617 abstentions, to approve to fix the remuneration of the Chairman of the Board at an invariable amount of 180.000 Euros for all his mandates within the Company and regardless of the number of meetings.
11. RESOLVED by 12 982 060 votes in favour, to 0 votes against and 3 935 671 abstentions to approve the change-in-control provision, as stipulated in the Bonding Facility Agreement between the Company on the one hand and ABN Amro on the other hand.

ACKNOWLEDGED that the yearly remuneration for the Board Members has been halved for the period between the annual meeting held in 2008 and the annual meeting held in 2009 and that the Members of the Strategic Committee are not remunerated for their attendance to these meetings.

There being no other items on the agenda and no further questions arising from those present, the meeting was closed. The secretary drew up the minutes of the meeting, which were signed by the officials and by those shareholders wishing to do so.

signed

J.De Wilde

Chairman

signed

W.Van Lishout

Secretary

signed

C. Dascotte
Scrutineer

signed

J. Crols
Scrutineer