

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

**MINUTES OF THE SHAREHOLDERS ANNUAL GENERAL MEETING
HELD ON 27TH APRIL 2010**

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 and De Standaard of March 26, 2010 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 12, 2010. 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 111 shareholders present or represented, whom together accounted for 20,944,251 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, 2009.

Proposal for resolution: the General Meeting resolves to approve the financial statements of the financial year concluded on December 31, 2009, as prepared by the Board of Directors.

3. Allocation of results.

Proposal for resolution: the General Meeting resolves to transfer the result of 172,392,185.50 Euro of the past financial year to the result carried forward.

4. Consolidated accounts of the financial year concluded on December 31, 2009 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 of CRBA Management BVBA, with Christian Reinaudo as its permanent representative, as director of the Company.

Christian Reinaudo (55 - French nationality) is a graduate from the "Ecole de Physique et de Chimie Industrielles de Paris " and holds a doctorate from the University of Paris (France). He started his career with Alcatel (formerly named "Compagnie Générale d'Electricité") in 1978 in the Research and Development Centre of Marcoussis (France). During his Alcatel period he managed several multi billion Euro businesses and international sales and services organizations. From 1984 to 1996, he held several positions in the Cable Group of Alcatel (now Nexans), from research and development, to manufacturing, procurement, sales support and services. He took the position of President of the Submarine Networks Division in early 1997. Appointed President of the whole Optics Group in 1999, he entered the Executive Committee of Alcatel early 2000 as Executive Vice President. In 2003, he was appointed President of Alcatel Asia Pacific and moved to Shanghai (China) until 2006. During this period he was also the Vice Chairman of the Board of Directors of Alcatel Shanghai Bell, the Chinese joint venture of Alcatel with the Chinese government. In 2006, he returned to Paris to manage the integration and the transition process associated with the merger of Alcatel and Lucent Technologies. He also became Director in the Board of Directors of Draka Comteq (NL). In 2007, he was appointed President Northern and Eastern Europe of Alcatel-Lucent, and joined the Board of Directors of Alcatel-Lucent Bell (Be). Early 2008, he joined Agfa-Gevaert to be President of Agfa HealthCare.

Proposal for resolution: the General Meeting resolves to appoint CRBA Management BVBA, Septestraat 27, B-2640 Mortsel with Christian Reinaudo 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, 2012.

8. Reappointment of Mercodi BVBA, Grote Markt 18, B-9120 Beveren, with Jo Cornu as its permanent representative, as director of the Company.

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 joined 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 reappoint Mercodi BVBA, Grote Markt 18, B-9120 Beveren, with Jo Cornu 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, 2012.

9. Reappointment of the Statutory Auditor of the Company.

Proposal for resolution: the General Meeting resolves, at the suggestion of the Audit Committee and upon recommendation of the Works Council, to reappoint KPMG Bedrijfsrevisoren (Boo1), 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 annual meeting that will consider the approval of the financial year ending on December 31, 2012. KPMG Bedrijfsrevisoren will be represented by Messrs Eric Clinck and Filip De Bock.

10. Remuneration of the Statutory Auditor.

Proposal for resolution: the General Meeting resolves to fix the remuneration, for the entire period of the appointment, at 218,900 Euro per year.

11. 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 (i) the Kodak-Agfa Settlement and Release Agreement between Agfa-Gevaert NV on the one hand and Eastman Kodak Company and Kodak Limited on the other hand and (ii) the Patent Cross-License Agreement between Agfa-Gevaert N.V. on the one hand and Eastman Kodak Company on the other hand.

12. 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, 2010. This information was discussed by the works council in its meeting of April 27, 2010. The report of this meeting is attached to these minutes.

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 20,929,251 votes in favour, to 0 votes against and 15,000 abstentions to approve the annual accounts as provided by the board of directors for the year ending 31st December 2009.
2. RESOLVED by 20,929,251 votes in favour, to 0 against, and 15,000 abstentions to approve to appropriate the result of 172,392,185,50 Euro of the past financial year as follows:

transfer to the result carried forward.
3. RESOLVED by 20,799,099 votes in favour, to 130,152 votes against and 15,000 abstentions; to grant the directors discharge of all liability arising from the performance of their mandates during the previous financial year.
4. RESOLVED by 20,812,299 votes in favour, to 116,952 votes against and 15,000 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 20,855,928 votes in favour, to 73,323 votes against and 15,000 abstentions, to approve the appointment of CRBA Management BVBA, Septestraat 27, B-2640 Mortsel with Christian Reinaudo 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, 2012.
6. RESOLVED by 20,855,928 votes in favour, to 73,323 votes against and 15,000 abstentions, to approve the reappointment of Mercodi BVBA, Grote Markt 18, B-9120 Beveren, with Jo Cornu 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, 2012.
7. RESOLVED by 20,929,251 votes in favour, to 0 votes against and 15,000 abstentions, to approve the appointment of KPMG Bedrijfsrevisoren (Boo1), 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 annual meeting that will consider the approval of the financial year ending on December 31, 2012. KPMG Bedrijfsrevisoren will be represented by Messrs Eric Clinck and Filip De Bock.
8. RESOLVED by 20,929,251 votes in favour, to 0 votes against and 15,000 abstentions, to fix the remuneration of the statutory auditor for the entire period of the appointment, at 218,900 Euro per year
9. RESOLVED by 20,560,725 votes in favour, to 20,053 votes against and 363,473 abstentions to approve the change-in-control provision, as stipulated in (i) the Kodak-Agfa Settlement and Release Agreement between Agfa-Gevaert NV on the one hand and Eastman Kodak Company and Kodak Limited on the other hand and (ii) the Patent Cross-License Agreement between Agfa-Gevaert N.V. on the one hand and Eastman Kodak Company on the other hand.

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