



AGFA-GEVAERT

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

INVITATION TO THE ANNUAL GENERAL MEETING

The shareholders are hereby invited to participate in the annual general meeting of the Company which will be held on April 25, 2006 at 11 a.m. at the principal office, 2640 Mortsel, Belgium, Septestraat 27 with 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, 2005

Proposal for resolution: the general meeting resolves to approve the financial statements of the financial year concluded on December 31, 2005, as prepared by the Board of Directors.

3. Allocation of profit

Proposal for resolution: the general meeting resolves to allocate the profit of the past financial year as follows:

- transfer of 9,595.70 euro to the legal reserve;
- compensation of capital: 62,390,135 euro or 50 eurocents gross per share (coupon no.7), payable as of April 26, 2006;
- transfer of 44,984,687.03 euro to the profit carried forward.

4. Consolidated accounts of the financial year concluded on December 31, 2005 and consolidated reports of the Board of Directors and the Statutory Auditor
5. Discharge of the Directors and the Statutory Auditor

Proposal for resolution: the general meeting resolves, by separate vote, to discharge the Directors and the Statutory Auditor from all liability deriving from the performance of their mandates during the past financial year.

6. Appointment of Directors

The mandates of Messrs Buttrick, Haymon and Leysen as directors of the company expire at this general shareholder's meeting. Mr Haymon no longer seeks re-election. Mr Julien De Wilde, Jabekestraat 49, 9230 Wetteren presented himself as a candidate for the Board of Directors.

Proposal for resolution: the general meeting resolves to reappoint Messrs Buttrick and Leysen as directors 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, 2008. The general meeting further resolves to appoint Mr De Wilde 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, 2008.

7. Remuneration of Directors

Proposal for resolution: the general meeting resolves to approve, as from the year 2006, the following yearly remuneration for the non executive directors:

- (I) for seven (7) meetings of the Board of Directors, a total remuneration of 50,000 euro per annum for each director and an additional remuneration of 2,500 euro for every additional meeting.
- (II) for seven (7) meetings of the Board of Directors, a total remuneration of 100,000 euro per annum for the chairman of the board (including his remuneration as member of this board, as stipulated in point I above) and an additional remuneration of 2,500 euro for every additional meeting.
- (III) for five (5) meetings of the Audit Committee, a total remuneration of 12,500 euro per annum for every director in its capacity of member of this committee, and an additional remuneration of 2,500 euro for every additional meeting.
- (IV) for five (5) meetings of the Audit Committee, a total remuneration of 25,000 euro per annum for the chairman of this committee (including his remuneration as member of this committee, as stipulated in point III above) and an additional remuneration of 2,500 euro for every additional meeting.
- (V) for three (3) meetings of the Nomination and Remuneration Committee, a total remuneration of 7,500 euro per annum for every director in its capacity of member of this committee, and an additional remuneration of 2,500 euro for every additional meeting.
- (VI) for three (3) meetings of the Nomination and Remuneration Committee, a total remuneration of 15,000 euro per annum for the chairman of this committee (including his remuneration as member of this committee, as stipulated in point V above) and an additional remuneration of 2,500 euro for every additional meeting.
- (VII) for each meeting of the Board of Directors, the Audit Committee or the Nomination and Remuneration Committee, held outside Europe, an additional remuneration of 3,000 euro for each member of this board or these committees, residing within the territory of the European Union.
- (VIII) for each meeting of the Board of Directors, the Audit Committee or the Nomination and Remuneration Committee, held in Europe, an additional remuneration of 3,000 euro for each member of this board or these committees, residing outside the territory of the European Union.

8. Statement on the Belgian Code on Corporate Governance compliance

9. Miscellaneous

With reference to the law of August 2, 2002 and in accordance with article 28, 6° of the articles of incorporation, the Board of Directors resolved that, in accordance with article 28, 5°, the holders of bearer shares who wish to attend the meeting and exercise their voting rights, have to submit evidence that they were holder of the number of shares with which they want to participate to the voting on the fifth working day prior to the general shareholders' meeting at

midnight i.e. on April 18, 2006 at midnight, irrespective of the number of shares they will hold on the day of the general shareholders' meeting.

The aforementioned evidence can be submitted by letter, fax (32-3-444.72.29) or e-mail (claire.dascotte@agfa.com) arriving at the Company's principal office or at an office of the ING bank no later than April 20, 2006 at midnight.

The holders of registered shares must inform the Company, no later than April 20, 2006, by telephone or in writing (letter, fax, e-mail) about their intention to attend the meeting, and with how many shares they wish to participate in the voting.

The shareholders wishing to attend the meeting have to present themselves for registration on April 25, 2006 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 incorporation, and a copy of which can be obtained at the Company's principal office by a mere telephone request. The proxy form will be available also on the Company's website www.agfa.com/investorrelations.

Other powers of proxy will not be accepted. The powers of proxy must be deposited at the Company's principal office no later than April 20, 2006.

The Board of Directors

The Annual Report 2005 will be available on www.agfa.com/investorrelations as from April 11.