

P R O X Y

The undersigned (name and first name)
residing at (address)

.....

or

with principal office at (address office)

.....

in accordance with its articles of incorporation duly represented by:

(name and first name)

holder of shares of Agfa-Gevaert NV, with principal office at 2640 Mortsel,
Septestraat 27, hereby appoints as authorized representative (1)

(name and first name)

residing at (address)

(1) You are not required to specify an authorized representative. If you do not, Agfa-Gevaert NV will allocate you an authorized representative who will represent you at the relevant shareholders meeting and will cast your vote in the manner you have indicated.

If you do not give voting instructions, you will be considered having voted in favour of the proposed resolutions.

in order to represent him/her as shareholder at the Annual General Meeting of Shareholders of the above-named Company, which will be held at the principal office of the company on April 28, 2009 at 11.00 a.m. with the following agenda or in case of a postponement, on any other date but with the same agenda .

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.

Approval 0

Rejection 0

Abstention 0

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.

Approval 0

Rejection 0

Abstention 0

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.

Approval 0

Rejection 0

Abstention 0

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.

Approval 0

Rejection 0

Abstention 0

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.

Approval 0

Rejection 0

Abstention 0

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.

Approval 0

Rejection 0

Abstention 0

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.

Approval 0

Rejection 0

Abstention 0

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.

Approval 0

Rejection 0

Abstention 0

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.

Approval 0

Rejection 0

Abstention 0

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.

Approval 0

Rejection 0

Abstention 0

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.

Approval 0

Rejection 0

Abstention 0

14. Miscellaneous

to participate in all deliberations;
to participate on behalf of the undersigned in a vote on all items of the agenda;
to sign all deeds, minutes and other documents relating to this meeting;
in general, to do everything which should appear necessary or useful for the implementation of this power of proxy, with promise of ratification.

Executed at, on2009