



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 ofshares of Agfa-Gevaert NV, with principal office at B-2640 Mortsel,
Septestraat 27, hereby appoints as authorized representative

(name and first name)

residing at (address)
.....

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 29, 2008 at 11.00 a.m. or in case of a postponement, on any other date but with the same agenda.

In accordance with article 548 of the Code of Companies, a request is made for instructions for exercising the voting rights concerning the various items of the agenda. In the absence of instructions from the shareholder, the authorized representative will be free to vote on the proposed items on the 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, 2007.

Proposal for resolution: the General Meeting resolves to approve the financial statements of the financial year concluded on December 31, 2007, as prepared by the Board of Directors.

Approval 0

Rejection 0

Abstention 0

3. Allocation of profit.

Proposal for resolution: the General Meeting resolves to allocate the result of -121,862,992.49 Euro of the past financial year as follows:

transfer to the result carried forward.

Approval 0

Rejection 0

Abstention 0

4. Consolidated accounts of the financial year concluded on December 31, 2007 and consolidated reports of the Board of Directors and the Statutory Auditor.

5. Discharge of the directors.

Proposal for resolution: the General Meeting resolves to discharge the directors from all liability deriving from 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 from all liability deriving from the performance of his mandate during the past financial year.

Approval 0

Rejection 0

Abstention 0

7. Preliminary explanation on the appointment of directors.

The mandates of Messrs Chaffart, Duron, Oosterlinck, Van Miert and Verhoeven expire at the end of this meeting.

Mr Chaffart, having reached the age limit for re-election, and Messrs Oosterlinck and Verhoeven do not seek re-election.

Mr Van Miert seeks re-election as independent director.

Mr Duron was appointed as a director by the Board of Directors on January 30, 2008 on a temporary basis; the General Meeting will be required to decide on his definitive appointment. Mr Duron seeks election.

Messrs Michel Akkermans, Eygenstraat 37, B-3040 Huldenberg, Roland Junck, Moulin de Betzdorf, L-6832 Betzdorf and Horst Heidsieck, Ostpreussenstrasse 24, D-63654 Buedingen present themselves as candidates for the Board of Directors.

8. Reappointment of Karel Van Miert as independent director.

Karel Van Miert (°1942 - Belgian) obtained a degree in diplomatic sciences at the Ghent University (Belgium), followed by a postgraduate course at the European University Centre of Nancy (France). In 1976 he became the national secretary of the Belgian Socialist Party and in 1977 head of the private office of the Belgian Minister of Economic Affairs. From 1978 to 1994 he was a lecturer at the Brussels University VUB (Belgium). From 1978 to 1988 he was the Chairman of the Flemish Socialist Party. Karel Van Miert held various political positions, including membership of the European Parliament and membership of the Belgian Chamber of Representatives. From 1989 to 1993 he was a member of the European Commission and from 1993 to 1999 he was Vice-Chairman of the European Commission, responsible for competition policy. From 2000 to 2003 Karel Van Miert was President of the Nyenrode University (the Netherlands).

Proposal for resolution: the General Meeting resolves to reappoint Mr Karel Van Miert, Puttestraat 10, B-1650 Beersel as independent 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,

2010. The General Meeting acknowledges that Mr Karel Van Miert fully meets the requirements for independence as stipulated in article 524, §4, section 2, 1°-4° of the Code of Companies.

Approval 0

Rejection 0

Abstention 0

9. Appointment of Willy Duron as director.

Willy Duron (°1945 - Belgian) has a degree in mathematics from Ghent University (Belgium) and a degree in actuarial sciences from the Catholique University of Louvain (Belgium). He started his career in 1970 as an actuary for Assurantie Belgische Boerenbond (ABB) where he became general manager Life and Reinsurance and Vice President. In 2000, he was appointed President of the Executive Committee of KBC Insurance and Director of KBC Asset Management. In 2003, he was appointed President of the Executive Committee of the KBC Bank and Insurance Holding Company and he was CEO of KBC Group NV from 2005 until the end of 2006.

Proposal for resolution the General Meeting resolves to the definitive appointment of Mr Willy Duron, Oude Pastoriestraat 2, B-3050 Oud-Heverlee 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, 2010.

Approval 0

Rejection 0

Abstention 0

10. Appointment of Michel Akkermans as independent director.

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.

Proposal for resolution the General Meeting resolves to appoint Mr Michel Akkermans, Eygenstraat 37, B-3040 Huldenberg, as independent 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, 2010. The General Meeting acknowledges that Mr Michel Akkermans fully meets the requirements of independence as stipulated in article 524, §4, section 2, 1°-4° of the Code of Companies.

Approval 0

Rejection 0

Abstention 0

11. Appointment of Roland Junck as independent director.

Roland Junck (°1955 – Luxembourger) graduated from the Federal Polytechnic Institute in Zurich (Switzerland) and earned an MBA from Sacred Heart University of Luxembourg. He started his career with Arbed. At TrefilARBED Bissen he was named General Manager in 1993 and Managing Director in 1996. After having held various other managerial positions at Arbed, he became Senior Vice President of Acelaria (Spain) in 1998. He was a member of the Arbed Group Management Board from 1999 to 2002, when he was appointed Senior Executive Vice President of the newly created Arcelor after the merger of Acelaria, Arbed and Usinor. In August 2006, he became CEO of Arcelor Mittal and a member of the Group's Management Board. Following the reorganization of the company's senior management structure in November 2006, he became an advisor to the CEO while he remained a member of the Board until July 2007. He is currently a member of the Board of Directors of Arcelor Mittal China Holding.

Proposal for resolution the General Meeting resolves to appoint Mr Roland Junck, Moulin de Betzdorf, L-6832 Betzdorf, as independent 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, 2010. The General Meeting acknowledges that Mr Roland Junck fully meets the requirements of independence as stipulated in article 524, §4, section 2, 1°-4° of the Code of Companies.

Approval 0

Rejection 0

Abstention 0

12. Appointment of Horst Heidsieck as independent director.

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 seven 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.

Proposal for resolution the General Meeting resolves to appoint Mr Horst Heidsieck, Ostpreussenstrasse 34, D-63654 Buedingen, as independent 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, 2010. The General Meeting acknowledges that Mr Horst Heidsieck fully meets the requirements of independence as stipulated in article 524, §4, section 2, 1°-4° of the Code of Companies.

Approval 0

Rejection 0

Abstention 0

13. Acknowledgement of the remuneration of directors.

The General Meeting acknowledges that the yearly remuneration for the non-executive directors, as approved by the shareholders during the General Meeting of April 25, 2006, remains unchanged for the year 2008.

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 confirmation.

Signed at, on2008