

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 27, 2010 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, 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.

Approval 0

Rejection 0

Abstention 0

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.

Approval 0

Rejection 0

Abstention 0

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.

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 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.

Approval 0

Rejection 0

Abstention 0

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 Carleton 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.

Approval 0

Rejection 0

Abstention 0

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.

Approval 0

Rejection 0

Abstention 0

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.

Approval 0

Rejection 0

Abstention 0

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 N.V. 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.

Approval 0

Rejection 0

Abstention 0

12. 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, on2010.