

**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) (2)

(name and first name) ... ..

residing at (address) .....

*(1) You are not required to specify the name of a proxy holder. If you do not, Agfa-Gevaert NV will appoint a member of the bureau to represent you at the relevant meeting. The bureau members are persons who typically, under Art. 547bis § 4 of the Companies Code, are deemed to have a conflict of interest e.g. because they are members of the board or staff members. If the proxy holder is deemed to have a conflict of interest under Article 547bis § 4 of the Companies Code, the proxy holder can only vote provided specific voting instructions are available for each item on the agenda. In the absence of such specific voting instructions for a particular topic, the proxy holder is deemed to have a conflict of interest and shall therefore refrain from participating in the vote.*

*(2) Subject to the exceptions provided by law, you can appoint only one (1) representative.*

in order to represent him/her as shareholder at the Annual Meeting of Shareholders of the above-named company, which will be held at the principal office of the company on Tuesday April 24, 2012 at 11.00 a.m. with the following agenda:

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

**AGENDA**

1. Acknowledgment of the annual report of the Board of Directors and report of the Statutory Auditor regarding the statutory accounts and the consolidated accounts as per December 31, 2011.
2. Acknowledgement of the consolidated accounts as per December 31, 2011.



8. Reappointment of Christian Leysen as non-executive director of the Company.  
The Board of Directors recommends this director for his professional skills according to the following CV.

*Christian Leysen* (c1954 - Belgian) obtained a degree of commercial engineering and a master's 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 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 joined the Agfa-Gevaert Board of Directors in 2003.

*Proposal for resolution:* the General Meeting resolves to reappoint Christian Leysen, Filip Williotstraat 12, 2600 Antwerpen (Berchem) as non-executive director of the Company for a three (3) year period to come into effect today and to terminate immediately after the Annual Meeting that will consider the approval of the financial statements of the financial year ending on December 31, 2014.

**Approval 0**

**Rejection 0**

**Abstention 0**

9. 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 the Facility Agreement dated May 31, 2011 with Fortis Bank SA/NV, ING Belgium SA/NV and KBC Bank NV on the one hand and Agfa HealthCare NV, Agfa Graphics NV and Agfa-Gevaert NV on the other hand.

**Approval 0**

**Rejection 0**

**Abstention 0**

10. Miscellaneous.

to participate in all deliberations;  
to participate on behalf of the undersigned in a vote on all items of the above-mentioned 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.  
The proxy holder shall abstain from voting on new subjects added to the agenda at the request of certain shareholders in compliance with the relevant the legal and statutory provisions (3).

Executed at ....., on .....2012

(3) Strike through if you wish to expressly authorize the proxy holder to vote on these points of the agenda.