



PROXY

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 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 24, 2007 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 Companies Code, 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, 2006.
Proposal for resolution: the General Meeting resolves to approve the financial statements of the financial year concluded on December 31, 2006, 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 profit of the past financial year as follows:

- compensation of capital: 62,394,215 Euro or 50 Eurocents gross per share (coupon no. 8), payable as of 25 April 2007;

- transfer of 606,676,710.51 Euro to the profit carried forward.

Approval 0

Rejection 0

Abstention 0

4. Consolidated accounts of the financial year concluded on December 31, 2006 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. Reappointment of directors.

The mandate of Mr Jo Cornu expires at the end of this meeting. Mr Cornu seeks re-election.

Mr Cornu, °1944, Belgian and living in St.Gillis-Waas, has a degree in electrical and mechanical engineering from the Catholic University of Leuven (Belgium) and a Ph.D. in Electronics from Carlton University in Ottawa (Canada).

He was CEO of Mietec from 1982 to 1984 and General Manager of Bell Telephone Manufacturing Company from 1984 to 1987. From 1988 to 1995 he was member of the Executive Committee of Alcatel NV and from 1995 to 1999 COO of Alcatel Telecom. Thereafter, he was Advisor to the Chairman of Alcatel. Since 2005 Mr Cornu is Chairman of the Information Society Technologies Advisory Group of the European Commission. At present, Mr Cornu is board member in the listed companies KBC Group NV, Alcatel-Lucent, Barco NV and Arinso NV.

Proposal for resolution: the General Meeting resolves to reappoint Mr Jo Cornu, Grouwesteenstraat 13, B-9170 St.Gillis-Waas 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, 2009.

Approval 0

Rejection 0

Abstention 0

8. 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 2007.

9. Reappointment of the statutory auditor.

Proposal for resolution: the General Meeting resolves, upon recommendation of the works council, to reappoint KPMG, Prins Boudewijnlaan 24d, B-2550 Kontich, represented by Messrs T. Erauw and E. Helsen, as statutory auditor of the Company for another 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, 2009.

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 351.551 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 provision, as described in article 24.11 of the multicurrency revolving credit facility agreement between the Company and Aginter NV on the one hand and BNP Paribas, ING Belgium NV and KBC Bank NV 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 confirmation.

Signed at, on2007.