



**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 N.V., 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 25, 2006 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.

The annual general meeting of shareholders has the following 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, 2005

*Proposal for resolution:* the general meeting resolves to approve the financial statements of the financial year concluded on December 31, 2005, 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:

- transfer of 9,595.70 euro to the legal reserve;

- compensation of capital: 62,390,135 euro or 50 eurocents gross per share (coupon no. 7), payable as of April 26, 2006;
- transfer of 44,984,687.03 euro to the profit carried forward.

Approval 0

Rejection 0

Abstention 0

4. Consolidated accounts of the financial year concluded on December 31, 2005 and consolidated reports of the Board of Directors and the Statutory Auditor
5. Discharge of the Directors and the Statutory Auditor

*Proposal for resolution:* the general meeting resolves, by separate vote, to discharge the Directors and the Statutory Auditor from all liability deriving from the performance of their mandates during the past financial year.

Directors: Approval 0

Rejection 0

Abstention 0

Auditor: Approval 0

Rejection 0

Abstention 0

6. Appointment of Directors

The mandates of Messrs. Buttrick, Haymon and Leysen as Directors of the company expire at this general shareholder's meeting. Mr Haymon no longer seeks re-election. Mr Julien De Wilde, Jabekestraat 49, 9230 Wetteren presented himself as a candidate for the Board of Directors.

*Proposal for resolution:* the general meeting resolves to reappoint Messrs Buttrick and Leysen as directors 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, 2008. The general meeting further resolves to appoint Mr De Wilde 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, 2008.

Buttrick : Approval 0

Rejection 0

Abstention 0

Leysen: Approval 0

Rejection 0

Abstention 0

De Wilde : Approval 0

Rejection 0

Abstention 0

7. Remuneration of Directors

*Proposal for resolution :* the general meeting resolves to approve, as from the year 2006, the following yearly remuneration for the non executive directors :

- (I) for seven (7) meetings of the Board of Directors, a total remuneration of 50,000 euro per annum for each director and an additional remuneration of 2,500 euro for every additional meeting.
- (II) for seven (7) meetings of the Board of Directors, a total remuneration of 100,000 euro per annum for the chairman of the board (including his remuneration as member of this board, as stipulated in point I above) and an additional remuneration of 2,500 euro for every additional meeting.

- (III) for five (5) meetings of the Audit Committee, a total remuneration of 12,500 euro per annum for every director in its capacity of member of this committee, and an additional remuneration of 2,500 euro for every additional meeting.
- (IV) for five (5) meetings of the Audit Committee, a total remuneration of 25,000 euro per annum for the chairman of this committee (including his remuneration as member of this committee, as stipulated in point III above) and an additional remuneration of 2,500 euro for every additional meeting.
- (V) for three (3) meetings of the Nomination and Remuneration Committee, a total remuneration of 7,500 euro per annum for every director in its capacity of member of this committee, and an additional remuneration of 2,500 euro for every additional meeting.
- (VI) for three (3) meetings of the Nomination and Remuneration Committee, a total remuneration of 15,000 euro per annum for the chairman of this committee (including his remuneration as member of this committee, as stipulated in point V above) and an additional remuneration of 2,500 euro for every additional meeting.
- (VII) for each meeting of the Board of Directors, the Audit Committee or the Nomination and Remuneration Committee, held outside Europe, an additional remuneration of 3,000 euro for each member of this board or these committees, residing within the territory of the European Union.
- (VIII) for each meeting of the Board of Directors, the Audit Committee or the Nomination and Remuneration Committee, held in Europe, an additional remuneration of 3,000 euro for each member of this board or these committees, residing outside the territory of the European Union.

Approval 0

Rejection 0

Abstention 0

8. Statement on the Belgian Code on Corporate Governance compliance

9. 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 ....., on .....2006.