Free translation from the Dutch version

Mortsel, March 30, 2010

Report of the Board of Directors

ANNUAL REPORT 2009

Report by the Board of Directors giving account of policy, in compliance with the stipulations laid down in Article 96 of the Companies Code.

1 The following valuation rules were applied during the drawing up of the Annual Statement of Account

Durable Means of Production are included in the balance sheet at acquisition value or cost price. The normal depreciation percentages are: 25 % for rolling stock and IT appliances, 5 or 10 % for buildings, 20 % for machines, tangible and intangible and fixed assets, 33 1/3 % for investments in research (both tangible investments and intangible investments) and investments in continuous production departments. The fixed assets under construction were also written off at these percentages. The tangible investments were degressively written off as long as this coincided with the relevant fiscal legislation, according to which as a principle the normal depreciation percentage was doubled.

Financial Assets are included in the balance sheet at acquisition price. Where necessary, reductions in value are recorded. Holdings, which are also retained by other companies of the group, are valued at group level.

Stocks were valued as follows:

- Raw materials, consumables and auxiliary materials at the lowest acquisition value of the most recent quarter. (For raw materials subject to currency and price fluctuations a value adjustment may be applied.)
- Goods in process and finished product based on the variable and fixed cost price elements.
- Goods at acquisition value.

Receivables and Debts are valued at their nominal value; where necessary depreciations in value are entered.

Provisions for Risks and Costs are examined item-by-item and adapted to the real situation.

Exchange Rates used for the valuations of the balance elements, expressed in foreign currency, are the official rates on the closing date.

Off-balance-sheet transactions (futures, currency options and swaps) were entered into, to hedge the inherent risks of foreign currencies and interest.
The valuation of the derivative products concluded for covering foreign currency risks follows the rules applied for the valuation of the underlying assets or liabilities (Symmetry Rule).

The interest for loans taken on in order to hedge interest risk, and also that of the underlying financial debts of receivables, is processed on an 'accrual basis'.

2 Comments on the Annual Accounts

- The Annual Accounts as will be presented to the General Meeting of Shareholders of 27 April 2010, were tested by the Board of Directors against the aforementioned valuation rules, and approved in that form.

- The following points, in particular, will be submitted to the General Meeting of Shareholders for approval:

    - The Annual Statement of Account closes with a profit for the accounting year 2009 of EUR 172,392,185.50.

    - It is proposed to allocate this balance as follows:

    Increase of the result carried forward with EUR 172,392,185.50; as a result hereof the result carried forward will amount to EUR 573,267,014.46.

- Derivative Financial Instruments

  In order to minimise the risk of fluctuations in exchange rates and interest rates, the appropriate hedge contracts were implemented. These mainly include short-term transactions in foreign currencies, option contracts and interest swaps. Their implementation occurs according to uniform guidelines, is subject to internal audits, and is limited to cover for the operational activities, and related money investments and financial transactions.

- Shareholder Structure of Agfa-Gevaert NV

  Besides the 3,18% treasury shares we hold, we received, within the framework of the law of 2 March 1989 (disclosure of major holdings in listed companies, the following notification of holdings (February01, 2010 situation)

Classic Fund Management AG	5,67%
JP Morgan Securities Ltd.	3,10%

- Explanation of the Most Significant Entries of the Annual Accounts:

  In 2009, Agfa-Gevaert NV achieved a turnover of EUR 675,1 M, or an decrease by 3,7% compared to 2008 The decrease in turnover was mainly caused by a volume decrease in the sale.

  The price of silver in 2009 was on average 337 EUR per kg, a 3,7 % increase compared to 2008. In 2009 the average monthly price of silver experienced a volatile course with a peak value of 388 EUR per kg in December 2009 and a low value of 274 EUR per kg in January 2009.

  In Belgium, EUR 8,8M was spent on research and development in 2009.

  In 2009, the number of Agfa-Gevaert NV employees in Belgium increased by 70 units to 2.429 employees on 31.12.2009.
  This increase is the result of the recruitment of 172 new employees and 102 employees leaving the company. The recruitement of the employees is mainly the result of an intragroup transfer of 155 employees of Agfa Graphics NV to the Materials Technologie Center of Agfa-Gevaert NV.

Agfa-Gevaert NV&Co.KG contributed in 2009 with EUR 2,841,947.06 to the result of the company. The permanent establishment of the company in UK contributed in 2009 with EUR 5,231.41 to the result of the company.

In order to streamline the group structure, several intragroup share transfers were accomplished in 2009. These transfers resulted in an added value of EUR 154.70 M.

Agfa-Gevaert NV has, as in the past, taken the necessary steps for satisfying the requirements relating to environmental legislation.

Where necessary, the subjects concerning the Agfa Group are dealt with in more detail in the consolidated report.

3 Major occurrences, which took place after the end of the accounting year 2009, and information concerning the circumstances, which may significantly influence the company's development

No such events occurred.

4 Prospects for 2010

Agfa's first priority for 2010 is the operational improvement of the businesses.

5. Audit Committee

All members of the audit committee are independent directors and comply because of their training and current professional activities to the requirements of independence and expertise in accounting and auditing.

6. Information on implementation of the EU takeover directive

The Board of Directors certifies that this report has been prepared in accordance with Article 34 of the Royal Decree of November 14, 2007. In this respect the Board declares that:

- the capital structure of the company occurs as follows:

* Classic Fund Management AG	5.67 %
* JP Morgan Securities Ltd.	3.10%
* Treasury shares	3.18%
* Free Float	88, 05%

- no special rights are attached to the issued shares of the company.

- the company has entered into certain financial agreements which would either become effective, be amended and/or terminated due to a change in control of the company as a result of a public takeover bid.

- there are no statutory restrictions with respect to the transfer of securities or the exercise of voting rights.

- the company isn't aware of the existence of shareholder agreements resulting in restrictions on the transfer of securities and / or on the voting rights.

J. Cornu
CEO

J. De Wilde
Chairman of the Board of Directors