

FREE TRANSLATION FROM THE DUTCH VERSION

AGFA-GEVAERT

NAAMLOZE VENNOOTSCHAP [LIMITED LIABILITY COMPANY]
SEPTESTRAAT 27
2640 MORTSEL
ENTERPRISE NUMBER 0404 021 727

INVITATION TO THE ANNUAL GENERAL MEETING

The shareholders are hereby invited to participate in the Annual General Meeting of the Company which will be held on Tuesday, April 27, 2010 at 11 a.m. at the principal office, 2640 Mortsel, Belgium, Septestraat 27 with 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, 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.

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.

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.

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.

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.

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 Carlton 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.

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.

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.

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 NV 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.

12. Miscellaneous.

With reference to the law of August 2, 2002 and in accordance with article 28, 6° of the articles of incorporation, the Board of Directors resolved that, in accordance with article 28, 5°, the holders of bearer shares or dematerialized shares who wish to attend the meeting and exercise their voting rights, have to submit evidence that they were holder of the number of shares with which they want to participate to the voting, on the fifth working day prior to the Annual General

Meeting i.e. on Tuesday, April 20, 2010 at 12 p.m. (**the registration date**), irrespective of the number of shares they will hold on the day of the Annual General Meeting. The aforementioned evidence will be submitted by the shareholder by no later than Thursday, April 22, 2010 at 12 p.m. at the Company's principal office by fax (32-3-444.7229) or e-mail (marie-josee.crols@agfa.com or claire.dascotte@agfa.com) or at an office of the ING bank.

The Company emphasizes that these formalities shall be free of charge for the shareholders. All costs incurred (contrary to the explicit instructions of the Company) shall be reimbursed upon production of supporting evidence (receipt).

The holders of registered shares must inform the Company, by no later than Thursday, April 22, 2010 at 12 p.m., by fax (32-3-444.7229) or e-mail (marie-josee.crols@agfa.com or claire.dascotte@agfa.com) to the Company's principal office about their intention to attend the meeting, and with how many shares they wish to participate in the voting.

The shareholders wishing to attend the meeting have to present themselves for registration on Tuesday, April 27, 2010 from 9.45 a.m. till no later than 10.45 a.m.

The shareholders who wish to have themselves represented should make use of the proxy form which was prepared and approved by the Board of Directors in accordance with article 30 of the articles of incorporation. A copy can be obtained at the Company's principal office by a mere telephone request. The proxy form will be available also on the Company's website www.agfa.com/investorrelations. Other powers of proxy will not be accepted. The powers of proxy must be deposited at the Company's principal office by no later than Thursday, April 22, 2010 at 12 p.m. The powers of proxy may also be submitted by fax or e-mail by no later than Thursday, April 22, 2010 at 12 p.m., provided the duly executed originals are submitted to the officials of the General Meeting by no later than the beginning of the meeting.

The Board of Directors