

UNOFFICIAL TRANSLATION FROM THE DUTCH VERSION

P R O X Y

The undersigned (name and first name)

residing at (address)

.....

or

with registered 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 registered office at B-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 art. 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 registered office of the company on Tuesday May 13, 2014 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. Acknowledgement 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, 2013.
2. Acknowledgement of the consolidated accounts as per December 31, 2013.
3. Approval of the annual accounts as per December 31, 2012.

Proposal for resolution: the General Meeting resolves to approve the statutory accounts of the financial year concluded on December 31, 2013, including the following allocation of the result:

deduction of the loss of 22,074,890.49 Euro from the result carried forward.

Approval 0

Rejection 0

Abstention 0

4. Approval of the Remuneration Report.

Proposal for resolution: the General Meeting resolves to approve the Remuneration Report included in the Annual Report on the financial year concluded December 31, 2013.

Approval 0

Rejection 0

Abstention 0

5. Long Term Incentive Plan.

The below formulated proposal to the Meeting is not required by law but is sought with the aim to strive for transparency and is required by the Corporate Governance Statement of Agfa-Gevaert NV.

Proposal for resolution: The General Meeting approves the proposal of the Board of Directors to activate under certain conditions tranche no. IX of the Long Term Incentive Plan for eligible members of (i) the Executive Management, (ii) executives at levels I and II and (iii) certain other employees, conform the principles as described in the Term Sheet available on the Investor Relations' section of the Company's website and to grant an estimated number of 4,060,000 options. The Board of Directors will only offer options to the beneficiaries when the closing stock price of the shares on Euronext Brussels exceeds 3.45 Euro (three Euro forty five cents) during the last 30 calendar days preceding the offering date.

Approval 0

Rejection 0

Abstention 0

6. 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.

Approval 0

Rejection 0

Abstention 0

7. 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.

Approval 0

Rejection 0

Abstention 0

8. Reappointment of Pamica NV, with permanent representative Mr. Michel Akkermans, as independent director of the Company.

The Board of Directors recommends this director for his professional skills according to the following CV. According to the Board of Directors he meets the independence requirements as mentioned in article 526ter of the Companies Code.

Michel Akkermans (°1960 - Belgian) holds a master of sciences in electronic engineering and computer sciences and a degree in economics and finance from the Catholic University of Louvain (Belgium). He held management positions in a series of international banks and consulting companies before founding FICS, a leading software provider in the field of online banking and regulatory financial reporting, in 1989. In 1999, FICS, together with Edify and Vertical One, merged with Security First Technologies, creating S1 Corporation, the market leader in internet banking, with Michel Akkermans as its Chairman. In 2002, Michel Akkermans became Chairman and CEO of Clear2Pay, an innovative e-finance company focused on delivering globally applicable solutions for secure electronic payments. Michel Akkermans joined the Agfa-Gevaert Board of Directors in 2008.

Proposal for resolution: the General Meeting resolves to reappoint, Pamica NV, with permanent representative Mr. Michel Akkermans, Eygenstraat 37, B-3040 Huldenberg, as independent director (as he meets the independence requirements as mentioned in article 526ter of the Companies Code) of the Company for a four (4) year period to come into effect today and to terminate immediately after the General Meeting that will consider the approval of the financial statements of the financial year ending on December 31, 2017.

Approval 0

Rejection 0

Abstention 0

9. Reappointment of Mr. Willy Duron, as independent director of the Company.

The Board of Directors recommends this director for his professional skills according to the following CV. According to the Board of Directors he meets the independence requirements as mentioned in article 526ter of the Companies Code.

Willy Duron (°1945 - Belgian) has a master of mathematics from Ghent University (Belgium) and a master of actuarial science from the Catholic University of Louvain (Belgium). He began his career in 1970 as an actuary for ABB Insurance (Assurantie van de Belgische Boerenbond), where he became Director Life and Reinsurance in 1984 and later Vice Director-General. He became Chairman of the Executive Board of KBC Insurance in 2000 and President of the Executive Board of KBC Bank and Insurance Holding Company in 2003. From early 2005 to late 2006, he was CEO of KBC Group NV. Willy Duron joined the Agfa-Gevaert Board of Directors in 2008.

Proposal for resolution: the General Meeting resolves to reappoint Mr. Willy Duron, Oude Pastoriestraat 2, B-3050 Oud-Heverlee, as independent director (as he meets the independence requirements as mentioned in article 526ter of the Companies Code) of the Company for a four (4) year period to come into effect today and to terminate immediately after the General Meeting that will consider the approval of the financial statements of the financial year ending on December 31, 2017.

Approval 0

Rejection 0

Abstention 0

10. Reappointment of Mr. Roland Junck, as independent director of the Company.
The Board of Directors recommends this director for his professional skills according to the following CV. According to the Board of Directors he meets the independence requirements as mentioned in article 526ter of the Companies Code.

Roland Junck (°1955 - Luxemburger), was appointed Chief Executive Officer of Nyrstar in February 2009 after 16 months as a non-executive director on the Company's board of directors. He is also director of several European companies including Agfa-Gevaert NV. He was the former Chief Executive Officer of Arcelor Mittal. Prior to this role he was a member of the group management board of Arcelor, Aceralia and Arbed. He graduated from the Federal Polytechnic Institute in Zurich and has a Master of Business Administration from Sacred Heart University of Luxemburg. Roland Junck joined the Agfa-Gevaert Board of Directors in 2008.

Proposal for resolution: the General Meeting resolves to reappoint Mr. Roland Junck, Pilatusstrasse 12, CH-8032 Zurich, as independent director (as he meets the independence requirements as mentioned in article 526ter of the Companies Code) of the Company for a four (4) year period to come into effect today and to terminate immediately after the General Meeting that will consider the approval of the financial statements of the financial year ending on December 31, 2017.

Approval 0

Rejection 0

Abstention 0

11. Miscellaneous.

to participate in all deliberations;
to participate on behalf of the undersigned in a vote on all items of the abovementioned 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 2014.

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