

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 10, 2016 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, 2015.
2. Acknowledgement of the consolidated accounts as per December 31, 2015.
3. Approval of the annual accounts as per December 31, 2015.

Proposal for resolution: the General Meeting resolves to approve the statutory accounts of the financial year concluded on December 31, 2015, including the following allocation of the result:

imputation of the loss of 15,197,439.46 Euro to 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, 2015.

Approval 0

Rejection 0

Abstention 0

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.

Approval 0

Rejection 0

Abstention 0

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.

Approval 0

Rejection 0

Abstention 0

7. Reappointment of the Statutory Auditor of the Company.

Proposal for resolution: the General Meeting resolves, at the suggestion of the Audit Committee and the Board of Directors and upon recommendation of the Works Council, to reappoint KPMG Bedrijfsrevisoren (B001), 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 General Meeting that will consider the approval of the financial statements of the financial year ending on December 31, 2018. KPMG Bedrijfsrevisoren will be represented by Mr. Harry Van Donink.

Approval 0

Rejection 0

Abstention 0

8. Remuneration of the Statutory Auditor.

Proposal for resolution: the General Meeting resolves to fix the remuneration of the Statutory Auditor for the audit of the annual accounts, for the entire period of the appointment, at 211,000 Euro per year.

Approval 0

Rejection 0

Abstention 0

9. 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 the Facility Agreement dated July 17, 2015 with BNP Paribas Fortis SA/NV, ING Belgium SA/NV and KBC Bank on the one hand and Agfa-Gevaert NV, Agfa Graphics NV and Agfa HealthCare NV on the other hand.

Approval 0

Rejection 0

Abstention 0

10. 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 legal and statutory provisions. (3)

Executed at, on 2016.

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