

**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 NV, with principal office at 2640 Mortsel,  
Septestraat 27, hereby appoints as authorized representative (1)

(name and first name) ... ..

residing at (address) .....

*(1) You are not required to specify an authorized representative. If you do not, Agfa-Gevaert NV will allocate you an authorized representative who will represent you at the relevant shareholders meeting and will cast your vote in the manner you have indicated.*

*If you do not give voting instructions, you will be considered having voted in favour of the proposed resolutions.*

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 26, 2011 at 11.00 a.m. with the following agenda or in case of a postponement, on any other date but with the same agenda.

**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, 2010

*Proposal for resolution:* the General Meeting resolves to approve the financial statements of the financial year concluded on December 31, 2010, as prepared by the Board of Directors.

Approval 0

Rejection 0

Abstention 0

3. Allocation of results.

*Proposal for resolution:* the General Meeting resolves to allocate the result of the past financial year as follows:

- allocation of EUR 4,669,865.40 to the legal reserve;

- allocation of EUR 110,865,550.06 to the result carried forward.

Approval 0

Rejection 0

Abstention 0

4. Consolidated accounts of the financial year concluded on December 31, 2010 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.

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 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. The Board of Directors acknowledges that he fully meets the requirements for independence as stipulated in article 526ter of the Code of Companies.

**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, since he fully meets the requirements for independence as stipulated in article 526ter of the Code of Companies, Mr Willy Duron, Oude Pastoriestraat 2, B-3050 Oud-Heverlee, as independent 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 statements of the financial year ending on December 31, 2013.

Approval 0

Rejection 0

Abstention 0

8. 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. The Board of Directors acknowledges that he fully meets the requirements for independence as stipulated in article 526ter of the Code of Companies.

**Roland Junck** (\*1955 - Luxembourg) graduated from the Federal Polytechnic Institute in Zurich (Switzerland) and earned an MBA from Sacred Heart University of Luxembourg. He started his career with Arbed. At TrefilARBED Bissen he was named General Manager in 1993 and Managing Director in 1996. After having held various other managerial positions at Arbed, he became Senior Vice President of Aceralia (Spain) in 1998. He was a member of the Arbed Group

Management Board from 1999 to 2002. In 2002 he was appointed Senior Executive Vice President of the newly created Arcelor after the merger of Aeralia, Arbed and Usinor. In August 2006, he became CEO of Arcelor Mittal and a member of the Group's Management Board. Following the reorganization of the company's senior management structure in November 2006, he became an advisor to the CEO while he remained a member of the Board until July 2007. In February 2009, he was appointed CEO of Nyrstar NV. Roland Junck joined the Agfa-Gevaert Board of Directors in 2008.

*Proposal for resolution:* the General Meeting resolves to reappoint, since he fully meets the requirements for independence as stipulated in article 526ter of the Code of Companies, Mr Roland Junck, Moulin de Betzdorf, L-6832 Betzdorf, as independent 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 statements of the financial year ending on December 31, 2013.

Approval 0

Rejection 0

Abstention 0

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

The Board of Directors recommends this board member for his professional skills according to the following CV. The Board of Directors acknowledges that he fully meets the requirements for independence as stipulated in article 526ter of the Code of Companies.

**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, since he fully meets the requirements for independence as stipulated in article 526ter of the Code of Companies, Pamica NV, Eygenstraat 37, B-3040 Huldenberg, with permanent representative Michel Akkermans, as independent 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 statements of the financial year ending on December 31, 2013.

Approval 0

Rejection 0

Abstention 0

10. Reappointment of Value Consult Management- und Unternehmensberatungsgesellschaft mbH, with permanent representative Horst Heidsieck, as independent director of the Company.

The Board of Directors recommends this board member for his professional skills according to the following CV. The Board of Directors acknowledges that he fully meets the requirements for independence as stipulated in article 526 ter of the Code of Companies.

**Horst Heidsieck** (\*1947 - German) holds a PhD in physics. During his studies at the University of Bonn (Germany) and the Technical University of Aachen (Germany), he focused on solid state physics, solid state electronics as well as metal science. From 1980 to 1991, he held various managerial positions – including a position in the Executive Board – within the Degussa Group. In 1990, he became CEO of the Leybold technology group and from 1995 to 1998 he successfully integrated the former competitors Leybold and Balzers into the newly established Balzers and Leybold Group. In the following years, Horst Heidsieck was a member of the Advisory Board and later CEO of Heraeus Holding, a highly diversified technology group. From 2003 to the end of 2006, he was CEO of Demag Holding, a portfolio of seven companies which had been acquired from Siemens by Kohlberg Kravis Roberts in 2002. As from January 2007, he is a managing shareholder of the newly founded consulting company Value Consult, acting as a member of advisory boards, helping senior management to materialize improvement potentials in their companies. Horst Heidsieck joined the Agfa-Gevaert Board of Directors in 2008.

*Proposal for resolution:* the General Meeting resolves to reappoint, since he fully meets the requirements for independence as stipulated in article 526ter of the Code of

Companies, Value Consult Management- und Unternehmensberatungsgesellschaft mbH, Ostpreussenstrasse 34, D-63654 Buedingen, with permanent representative Horst Heidsieck, as independent 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 statements of the financial year ending on December 31, 2013.

Approval 0

Rejection 0

Abstention 0

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 the Bonding Facility Agreement dated October 14, 2010 with Fortis Bank NV and Zurich Insurance PLC on the one hand and in the Autonomous First Demand Guarantee Agreement dated January 11/13, 2011 with the European Investment Bank on the other hand.

Approval 0

Rejection 0

Abstention 0

12. 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 ratification.

Executed at ....., on .....2011.