

AGFA



Disclaimer

The information in this document has been prepared by Agfa-Gevaert NV in connection with a proposed public exchange offer of bonds in Belgium for information purposes only.

The proposed exchange offer is solely addressed to persons who currently hold the Existing Bonds (as defined below) and who are (a) located in Belgium or (b) a "qualified investor" within the meaning of Directive 2003/71/EC, as amended, located in a member state of the European Economic Area who is authorized to accept the proposed exchange offer in such member state. The distribution of this announcement and any other information relating to the proposed exchange offer in certain jurisdictions may be restricted by law. Any persons reading this warning should inform themselves of and observe any such restrictions.

This document is not an offer to sell or a solicitation of an offer to buy to any holders of existing bonds of Agfa-Gevaert. Any offer to acquire Existing Bonds will be made, and any holder of Existing Bonds should make his decision, solely on the basis of the information contained in the prospectus (and, in particular, the "risk factors"-section). Holders of Existing Bonds are required to make their own independent investigation and appraisal of the business and financial condition of Agfa-Gevaert NV and the nature of the Exchange Offer.

The New Bonds may not be offered nor sold or exchanged in the United States absent registration or an exemption from registration under the US Securities Act of 1933, as amended (the "Securities Act"). Agfa-Gevaert NV does not intend to register any portion of the planned offer in the United States or to conduct an offering of securities in the United States. The offering referred to in the Prospectus is conducted outside the United States in accordance with Regulation S under the Securities Act.

Agfa develops, produces and distributes an extensive range of analog and digital imaging systems and IT solutions, mainly for the printing industry and the healthcare sector, as well as for specific industrial applications.

The main features are:

- An unconditional **Exchange Offer in Belgium** by Agfa-Gevaert NV of all outstanding 189,000,000 EUR 4.375% fixed rate bonds maturing on 2 June 2015 issued by Agfa-Gevaert NV (ISIN: XS0218652906) (the '**Existing Bonds**') for 5.35% fixed rate bonds maturing on 2 June 2019 issued by Agfa-Gevaert NV (the '**New Bonds**') (the '**Exchange Offer**'),
- with Denominations of 1,000 EUR,
- and a term of **5 years**.
- The **issue price** is set at **100%** per Denomination, i.e. **1,000 EUR** per tendered Existing Bond with a denomination of 1,000 EUR, or **10,000 EUR** per tendered Existing Bond with a denomination of 10,000 EUR (theoretical value in the context of the Exchange Offer, given that, as it concerns an exchange offer, the consideration for the New Bonds consists of the foregone value of the Existing Bonds tendered in the Exchange Offer, i.e. one New Bond for each tendered Existing Bond with a denomination of 1,000 EUR, or ten New Bonds for each tendered Existing Bond with a denomination of 10,000).
- Investors are entitled **annually** to a coupon per Denomination with a gross interest rate of 5.35%.
- At **Maturity**, investors are entitled to **repayment of 100%** of the invested capital, i.e. 1,000 EUR per Denomination, except if the Issuer becomes bankrupt or defaults.
- The **yield to maturity after withholding tax** is 3.633% (calculated amongst others on the basis of the reference market price of the Existing Bonds of 101.708 per cent. on 8 May 2014) if the New Bonds are held until their Maturity Date. A Distribution and Selling Commission of 1.50% per Denomination will be borne by the Issuer.

The New Bonds are documented by means of a Dutch prospectus approved by the Financial Services and Markets Authority (the "FSMA") (the 'Prospectus') on 8 May 2014, pursuant to article 19,§3 of the Belgian Law of 1 April 2007 on public takeover bids. The Prospectus together with French translation of the summary will be available on the Issuer's website (www.agfa.com). Holders of the Existing Bonds are asked to read the Prospectus carefully and to base their decision to enter into the Exchange Offer solely on the contents of the Prospectus, especially the 'Risk Factors' section and the memorandum of response.

About Agfa-Gevaert NV

The Agfa-Gevaert Group (the “**Group**”) develops, produces and distributes an extensive range of analog and digital imaging systems and IT solutions, mainly for the printing industry and the healthcare sector, as well as for specific industrial applications. Agfa’s headquarters and parent company are located in Mortsel, Belgium. The Group’s operational activities are incorporated in three independent business groups: Agfa Graphics, Agfa HealthCare and Agfa Specialty Products. Each of these business groups has strong market positions, a clearly defined strategy and full responsibility, authority and accountability. The Group’s largest production and research centers are located in Belgium, the United States, Canada, Germany, France, China and Brazil. The Group is commercially active worldwide through wholly-owned sales organizations in more than 40 countries. In countries where Agfa does not have its own sales organization, the market is served by a network of agents, distributors and representatives.

Agfa Graphics

Agfa Graphics offers integrated prepress solutions to the printing industry. These solutions comprise consumables, hardware, software and services for production workflow, project and color management. Agfa Graphics is a worldwide leader with its computer-to-film, computer-to-plate and digital proofing systems for commercial and packaging printing and the newspaper publishing markets. In addition to these activities, Agfa Graphics is developing its position in the digital printing markets with inkjet equipment and the related software, consumables and high-quality inks for the production of – among others applications – signs and displays, posters, banners, labels and packaging materials.



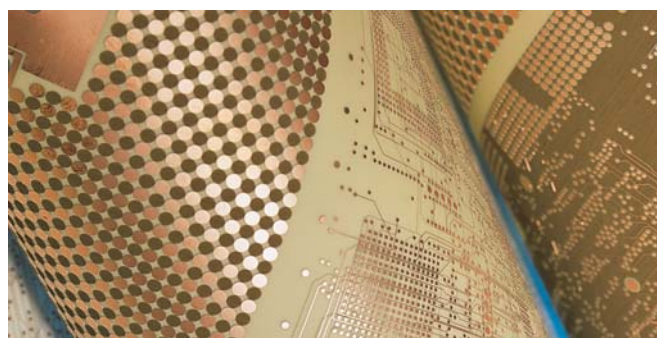
Agfa HealthCare



Agfa HealthCare is a leading provider of diagnostic imaging and healthcare IT solutions for hospitals and care centers around the world. The business group is a major player on the diagnostic imaging market, providing analog, digital and IT technologies to meet the needs of specialized clinicians worldwide. The business group is also a key player on the healthcare enterprise IT market, integrating administrative, financial and clinical workflows for individual hospitals and hospital groups. Today, Agfa HealthCare offers care organizations in over 100 countries access to its leading technologies and solutions, which range from Clinical Information Systems (CIS) and Hospital Information Systems (HIS), Radiology Information Systems (RIS), Picture Archiving and Communication Systems (PACS), Imaging Data Centers, as well as advanced systems for reporting, cardiology, decision support, advanced clinical applications and data storage, systems for Direct Radiography (DR) and Computed Radiography (CR), classic X-ray film solutions and contrast media.

Agfa Specialty Products

Agfa Specialty Products supplies a variety of products to large b2b customers outside the graphic and healthcare markets. The business group produces classic film-based products, such as film for non-destructive testing, the motion picture industry and aerial photography, as well as microfilm and film for the production of printed circuit boards. Agfa Specialty Products also targets promising growth markets with innovative solutions. Examples are synthetic papers, conductive polymers, materials for high-security ID documents and membranes for hydrogen production.



The audited numbers (consolidated) by Agfa-Gevaert NV (in millions EUR) under IFRS:

	31/12/2013	31/12/2012*
Revenue	2.865	3.091
Result from operating activities	163	96
Recurring EBITDA	224	225
Recurring EBIT	144	139
Net cash from operating activities	107	32
Equity	368	169
Net financial debt	217	291
Total assets	2568	2.830

*as restated as for the implementation of IAS19R

(Source: Agfa-Gevaert NV)

Features

ISIN CODE	BE0002213792
ISSUER	Agfa-Gevaert NV, incorporated in Belgium.
RATINGS	The Issuer and the New Bonds do not have a credit rating and the Issuer does not intend to seek a credit rating for itself and/or the New Bonds at a later date.
AIM OF THE EXCHANGE OFFER	The offering is aimed at refinancing the Existing Bonds maturing on 2 June 2015 by the issue of the New Bonds maturing on 2 June 2019.
EXCHANGE OFFER	The Exchange Offer relates to all the outstanding Existing Bonds, resulting in a maximum issue amount for the New Bonds of EUR 189,000,000. The decision to participate to the Exchange Offer belongs solely to the holders of Existing Bonds. For each tendered Existing Bond with a denomination of EUR 1,000 investors will receive one New Bond, and for each tendered Existing Bond with a denomination of EUR 10,000 investors will receive ten New Bonds. The tendered Existing Bonds will be cancelled. The Issuer does not have the right to force redemption or squeeze-out of the Existing Bonds. By participating in the Exchange Offer the holders of the Existing Bonds extend their exposure to the Issuer for 4 years. The conditions applying to the Existing Bonds that are not exchanged will remain unchanged and these Existing Bonds will remain listed on the regulated market of NYSE Euronext Brussels until their maturity date namely 2 June 2015. The secondary market for the Existing Bonds may, however, become more limited as a result of the exchange.

SIGNIFICANT DIFFERENCES BETWEEN THE CONDITIONS OF THE EXISTING BONDS AND THE NEW BONDS

	Existing Bonds	New Bonds
Maturity date	2 June 2015	2 June 2019
Initial term	10 years	5 years
Gross yield	4.375% per year, payable on 2 June of each year	5.35% per year, payable on 2 June of each year, if applicable, to be increased with a step-up following (i) non-approval or non-deposit of the change of control resolutions or (ii) the breach of certain financial covenants.
Early redemption at bondholders' request	Redemption right only in case of default	Redemption right in case of default and Change of Control
Early redemption at Issuer's request	/	The Issuer has the right to early redeem the New Bonds (i) if holders of the New Bonds representing 85 per cent. of the outstanding aggregate Principal Amount of the New Bonds have exercised their right to early repayment in case of Change of Control or (ii) for tax reasons.

STATUS AND FORM OF THE NOTES	The New Bonds are issued in dematerialized form and are direct, unconditional and non-subordinated obligations of the Issuer, as specified in the Prospectus. The New Bonds are not guaranteed. The New Bonds can only be delivered to a custody account: physical delivery is not possible.
DENOMINATIONS	EUR 1,000
ACCEPTANCE PERIOD	The acceptance period runs from 9 May 2014 to 22 May 2014 (16:00hrs). Acceptance must be made by means of the 'Acceptance Form', included in the information letter being sent to all holders of the Existing Bonds. A holder of Existing Bonds who has already accepted can withdraw his acceptance up to the end of the acceptance period.
EXCHANGE DATE	2 June 2014
MATURITY DATE	2 June 2019

DISTRIBUTION AND SELLING COMMISSION	1.50% per Denomination, borne by the Issuer
DOCUMENTATION	The New Bonds are documented by means of a Dutch prospectus approved by the <i>Financial Services and Markets Authority</i> (the "FSMA") (the ' <i>Prospectus</i> ') on 8 May 2014, pursuant to article 19,§3 of the Belgian Law of 1 April 2007 on public takeover bids. The Prospectus together with French translation of the summary will be available on the Issuer's website (www.agfa.com). Holders of the Existing Bonds are asked to read the Prospectus carefully and to base their decision to enter into the Exchange Offer solely on the contents of the Prospectus, especially the 'Risk Factors' (<i>Risicofactoren</i>) section and the memorandum of response (<i>memorie van antwoord</i>).

Proceeds from New Bonds

ISSUE PRICE	100% per Denomination (theoretical value, given that, as it concerns an exchange offer, the consideration for the New Bonds consists of the foregone value of the Existing Bonds tendered in the Exchange Offer).
REDEMPTION	On the Maturity Date, investors are entitled to repayment of 100% of the invested capital, i.e. 1,000 EUR per Denomination, except if the Issuer becomes bankrupt or defaults.
INTEREST	Coupon with fixed interest rate of 5.35% gross.
JUSTIFICATION FOR THE INTEREST	The coupon of 5.35% gross is the sum of (i) 4.849% (the interest rate that would apply to the New Bonds if issued at par on a stand-alone basis (excluding any applicable distribution fee), (ii) 0.393% (the transfer and spread of the latent capital gain on the Existing Bonds), and (iii) 0.108% (the incentive premium to encourage holders of Existing Bonds to tender their Existing Bonds in the Exchange Offer).
CONDITIONAL STEP-UP/STEP-DOWN	<p>The interest rate will be adapted in case of (i) non-approval or non-filing of the Change of Control, or (iii) a Step-Up and/or Step-Down Change.</p> <p>(i) Non- approval or non-filing of Change of Control. If by no later than 1 June 2015 (i) the condition relating to a potential early redemption of the New Bonds has not been approved by the general shareholders' meeting of the Issuer (the "Change of Control Resolution") or (ii) the Change of Control Resolutions have not been duly filed with the clerk of the commercial court of Antwerp, the interest rate of the New Bonds will be increased by 0.50 per cent. annually (gross) from the interest period starting in 2015 until the last day of the interest period during which the aforementioned conditions described under (i) and (ii) are met. A Change of Control takes place when a person or a group of persons acting in concert acquire the control of the Issuer, whereby "control" means (i) the capacity to (on the basis of ownership of shares, a proxy, power of attorney or otherwise) exercise more than 50 per cent. of the voting rights of the maximum amount of voting rights that may be exercised at a general meeting of the Issuer; or the capacity to appoint or dismiss the majority of the directors or other similar officials of the Issuer and/or (ii) the holding of more than 50 per cent. of the ordinary shares of the Issuer.</p> <p>(ii) Step-Up change and Step-Down Change. The interest rate will be increased by 0,50 per cent. annually (gross) if one or more Step-Up Changes occur. The increase of the interest rate will be in force as of (and including) the first Interest Payment Date following the date upon which a Step-Up Change or Step-Down change has occurred within the same annual period. A "Step-Up Change" occurs when it is apparent from the most recent conformity declaration that:</p> <ul style="list-style-type: none"> (a) The ratio between the EBITDA (as defined in the Prospectus) and the Net Interest Costs (as defined in the Prospectus) relating to any relevant period is less than 4.75:1; or (b) The ratio between the Net Financial Debt (as defined in the Prospectus) and the EBITDA relating to any relevant period is higher than 3.25:1. <p>The purpose of a Step-Up Change consists in providing the investor with a higher compensation if the risk relating to the New Bonds increases. The interest rate will be decreased again with 0.50 per cent. when the relevant ratio is reconsidered (Step-Down Change as defined in the Prospectus) as of (and including) the first Interest Payment Date following the date upon which a Step-Down Change has occurred. The interest rate will not be decreased if after a Step-Down Change a Step-Up Change occurs in the same interest period. For more information we refer to Chapter VI 'Conditions of the New Bonds' (<i>Voorwaarden van de Nieuwe Obligaties</i>) of the Prospectus.</p>
INTEREST PAYMENT DATE	The coupon will be payable on 2 June each year, up to and including the Maturity Date, and for the first time on 2 June 2014.
YIELD TO MATURITY AFTER DEDUCTION OF WITHHOLDING TAX	3.633%. This return is calculated in economic terms for natural persons domiciled in Belgium taking into account the 25% withholding tax) on the basis of a reference market price of the Existing Bonds of 101.708% on 8 May 2014, an issue of the New Bonds on the Exchange Date and under the assumption that the New Bonds will be held from the Exchange Date until the Maturity Date, at which time they will be repaid at 100% per Denomination. This does not give any indication whatsoever of the future yield if the New Bonds are not held until the Maturity Date.

EARLY REDEMPTION AT THE BONDHOLDERS' REQUEST	<p>An early redemption upon request of the noteholders is possible following (i) a Change of Control and (ii) an Event of Default.</p> <p>(i) Change of Control. The holders of the New Bonds have the right to demand early redemption of the New Bonds in the event of a Change of Control. They can do so by giving notice in writing to the Issuer, with a copy to the Agent, KBC Bank NV.</p> <p>(ii) Event of Default. The New Obligations can be redeemed early at the option of the holders of the New Bonds in case of an Event of Default (as defined in the Prospectus).</p> <p>For more information we refer to Chapter VI 'Conditions of the New Bonds' (<i>Voorwaarden van de Nieuwe Obligaties</i>) of the Prospectus.</p>
EARLY REDEMPTION AT ISSUER'S REQUEST	<p>An early redemption at the option of the Issuer is possible (i) following a Change of Control and (ii) for tax reasons.</p> <p>(i) Change of Control. If as a result of a Change of Control the early repayment of at least 85% of the issue amount of the New Bonds is requested, the Issuer may decide to early redeem all New Bonds outstanding.</p> <p>(ii) Tax reasons. If the Issuer is obliged to pay additional amounts relating to the principal amount and interest under the New Bonds as a consequence of a change in Belgian taxation which cannot reasonably be avoided, the Issuer may decide to early redeem all outstanding New Bonds.</p>
EARLY REDEMPTION	<p>In case of early redemption the holders of the New Bonds have the right to receive at all times 100% per Denomination, i.e. EUR 1,000 per Denomination, plus accrued interest. The conditions and practical details of these possibilities for early redemption are described under 'Terms of the Exchange Offer' (<i>Voorwaarden van het Ruilbod</i>) in the Prospectus.</p>

Risk

PRINCIPAL RISKS ASSOCIATED WITH THE ISSUER

- **Macro-economic factors.** The current economic climate in Europe may have negative consequences on the purchasing power of consumers and consequently may have negative consequences for the revenues of the Agfa-Gevaert Group, its growth strategy and its ability to maintain or raise prices for its products.
- **The Agfa-Gevaert Group is active in very dynamic and competitive markets with enormous price pressure.** The Agfa-Gevaert Group is confronted with market and competition risk to a higher or lesser extent. All activities of the Agfa-Gevaert Group may be exposed to price erosion. The markets in which the Agfa-Gevaert Group is active are very competitive and the Agfa-Gevaert Group may face aggressive price competition for all its products and services by many companies across the world. Many of the competitors of the Agfa-Gevaert Group are big, famous companies with significant financial, technical and human resources with strong brands. The competitors may, for instance, react faster or better than the Agfa-Gevaert Group to new or developing technologies, changes in customer needs, developments in suppliers or a change in the sector. They may as well spend bigger and more effective resources to development, promotion, sales and after-service of their products and services than the Agfa-Gevaert Group.
- **Fluctuating raw material prices and/or no access to required raw materials.** The raw material risk of the Agfa-Gevaert Group is concentrated on silver and aluminum. Fluctuating raw material prices and/or no timely access to required raw materials in accordance with the agreed quality requirements, may influence the activities, the result and the financial condition of the Agfa-Gevaert Group negatively. The raw material risk of the Agfa-Gevaert Group, being the risk that future cash flows and results fluctuate as a result of changes in the raw material prices, is closely related to other factors such as the competitive position of the Agfa-Gevaert Group and its relations with customers and suppliers.
- **The operational and financial flexibility of the Agfa-Gevaert Group is limited by its Senior Credit Facility.** On 31 May 2011, the Agfa-Gevaert Group has concluded a EUR 445,000,000 credit agreement (facility agreement) between the Issuer, the subsidiaries of the Issuer designated as borrowers, the original guarantors, BNP Paribas Fortis NV, ING Belgium NV and KBC Bank NV as "Arrangers" (as defined therein), the financial institutions designated as lenders and KBC Bank NV as "Agent" (as defined therein) (such agreement as amended, supplemented and/or restated from time to time) (the "Senior Credit Facility"). The Senior Credit Facility (under which no amount was outstanding at 31 December 2013) terminates on 31 May 2016 and comprises of a so called "leverage ratio" (being the ratio between the net financial debt of the Agfa-Gevaert Group and the consolidated EBITDA of the Agfa-Gevaert Group) and a so called "interest cover ratio" (being the ratio between the consolidated EBITDA of the Agfa-Gevaert Group and the net interest expenses of the Agfa-Gevaert Group covering a period of one year). The leverage ratio of the Agfa-Gevaert Group equaled 1.29 at 31 December 2012 and 0.97 at 31 December 2013. The Senior Credit Facility also comprises a negative pledge. Such clauses limit the operational and financial flexibility of the Agfa-Gevaert Group and limit or prohibit, amongst others, the ability of the Agfa-Gevaert Group to incur further liabilities or grant security interests and, consequently, to invest without permission of the

lenders.

- **Financing risk.** The financing risk involves the risk of the Agfa-Gevaert Group that it will not have access to funds required to meet its needs or to refinance its debt at its maturity. The Existing Bonds which will not be tendered in the Exchange Offer and the Senior Credit Facility will mature before the maturity date of the New Bonds, respectively at 2 June 2015 and 31 May 2016. Although the Agfa-Gevaert Group is diversifying its funding needs, there is no guarantee that (re)financing, when needed, will be available or be available at favorable conditions. Moreover, every debt financing, if available, may include clauses which limit the liberty of the Agfa-Gevaert Group to do business. If the Agfa-Gevaert Group is not capable of acquiring debt financing at favorable conditions when needed, the activities, the revenues, the financial condition and the ability of the Agfa-Gevaert Group to meet its financial obligations in the context of the New Bonds may significantly be negatively influenced.
- **Risk related to the up-streaming of cash by subsidiaries of the Issuer.** Although the Issuer has own operational activities, it is also a holding company with primary activity the maintaining and management of participations in the Agfa-Gevaert Group. The most important source of income and cash flows results from the operational activities of the Agfa-Gevaert Group. Consequently, the ability of the Issuer to meet its financial obligations in the context of the New Bonds is to a large extent dependent on the ability of its operational subsidiaries to generate sufficient cash flows and to distribute it to the Issuer through dividends, intra group claims and other payments. If the subsidiaries of the Issuer were unable to make such distributions the Issuer, this may have a negative influence on the ability of the Issuer to meet its financial obligations in the context of the New Bonds.

PRINCIPAL RISKS
ASSOCIATED WITH THE
EXCHANGE OFFER AND THE
NEW BONDS

- **It is possible that the New Bonds are not a suitable investment for each investor.** Each potential participant to the Exchange Offer will need to determine on the basis of his own circumstances whether the investment is suitable for him or not. In particular, every potential investor must dispose of sufficient knowledge and experience to perform a useful evaluation of the New Bonds, of the merits and risks of a participation in the Exchange Offer and an investment in the New Bonds and of the information contained in the Prospectus or the applicable annexes or as included therein by reference.
- **It is possible that the Issuer will not be able to repay the New Bonds.** It is possible that the Issuer will not be able to repay the New Bonds on the Maturity Date. The Issuer could also be obliged to repay all or part of the New Bonds in case of an event of default. In the event that the investors in the New Bonds would request a repayment of their New Bonds following an event of default, the Issuer cannot guarantee that it will be able to repay the full amount outstanding. The possibility that the Issuer will repay the New Bonds will depend on its financial condition (including its cash position resulting from its ability to obtain income and dividends from its subsidiaries) at the time of the request for repayment, and can be restricted by law, by the conditions of its other debts and agreements it may have entered on or before such date, which could replace, complement or alter its existing or future debts. The inability of the Issuer to repay the New Bonds may result in an event of default according to the conditions of other outstanding debts.
- **There is no active trading market in the New Bonds.** An application has been filed to admit the New Bonds to trading on the regulated market of NYSE Euronext Brussels. However, the New Bonds are new securities which may not be readily available and for which currently no active trading market exists. If the New Bonds are traded after their initial issue, a discount may be granted with respect to their issue price, depending on the prevailing interest rates, the market for similar securities, the general economic climate and the financial condition of the Issuer. There is therefore no guarantee that an active trading market will develop.
- **Existing Bonds not held on an account may only participate in the Exchange Offer if transferred to an account.** Existing Bonds not held on an account may only participate in the Exchange Offer if transferred to an account. For purposes of delivery of their bearer securities, the entry on an account and the completion of the Acceptance Form, the holders need to contact the Issuer or the paying agent of the Existing Bonds (being KBL European Private Bankers S.A.). There are no guarantees that such process can timely be completed in such a way that such holders are capable of effectively participating to the Exchange Offer.
- **The New Bonds could be redeemed before the Maturity Date.** The Issuer may redeem the New Bonds in the following circumstances:
 - Conditional upon approval by the shareholders meeting of the Issuer, each investor in the New Bonds can ask the Issuer to redeem part or all of the New Bonds held by him when the investor of the New Bonds exercises its put option after a change of control. If the put option is exercised by investors in the New Bonds that together hold 85% or more of the total amount of New Bonds, then the Issuer can choose to repurchase and redeem all New Bonds.

- Upon the occurrence of an event of default the New Bond may immediately become due and repayable upon written notice by the notes holder to the Issuer. The events of default applicable to the New Bonds are the following: non-payment, breach of other provisions, agreements or obligations, event of default relating to other debts (cross default), the discontinuation of activities, execution, the realization of collateral, insolvency, liquidation, illegality, the delisting and similar events.
- If the Issuer would be obliged to increase the amounts payable on the New Bonds following new tax measures or a change in the application or official interpretation of tax measures, and if such increase could not be averted, then the Issuer has the option to repurchase all outstanding New Bonds.

Save for an early redemption following a change of control, for tax reasons or upon the occurrence of an event of default, the redemption amount will be equal to the nominal amount of the relevant New Bond and the accrued interest on that Bond since the last interest payment date. In such circumstances it's possible that a participant to the exchange offer will not be able to reinvest any payment yields for a return that is comparable to that of the New Bonds.

Apart from an early redemption following a change of control, for tax reasons or upon the occurrence of an event of default, the Issuer may at all times repurchase New Bonds on the open market or elsewhere and at any price.

- **The New Bonds may be subject to an early redemption following a Change of Control.** The Conditions of the New Bonds include a put option for the event of a change of control of the Issuer. As a consequence each investor in the New Obligations has the right to demand the redemption by the Issuer of all or part of his investment in the New Obligations for the Put Redemption Amount if a Change of Control takes place according to the Conditions of the New Obligations.

If such a put option is exercised by at least 85% of the investors in the total amount of the New Bonds, the Issuer has the option to redeem all (but not part) of the outstanding New Bonds. Investors in the New Bonds should however be aware that in case (i) investors in 85% or more of the total amount of the issue exercise their option relating to the Conditions of the New Bonds, but the Issuer does not intend to redeem the remaining outstanding New Bonds, or (ii) investors of a considerable share, but less than 85% of the total amount of the issue exercise their option relating to the Conditions of the New Bonds, New Bonds for which the put option relating to a change of control is not exercised, may be illiquid and difficult to trade.

The investors in the New Bonds who decide to exercise the put option relating to a change of control, will need to exercise their option via the bank or another Financial Intermediary (as the case may be) through which they hold their investment in the New Bonds, and they are advised to verify whether this Financial Intermediary would request the reception of the instructions and Notices of the exercise of a Change of Control Put in order that such an exercise would take effect. The compensations and/or charges of the Financial Intermediary will be paid, as the case may be, by the relevant investors in the New Bonds. Once delivered a Change of Control Put Notice is irreversible and the relevant investors in the New Bonds will need to commit not to sell or transfer the relevant New Bonds until the relevant Change of Control Put date.

Investors in the New Obligations should also be aware that the exercise of the put option by one of them as a consequence of a Change of Control will only have effect under Belgian law if, before the earliest date of (a) the notice by FSMA to the Issuer of the notification to it of a public takeover bid on the shares of the Issuer or, (b) the occurrence of a Change of Control, the general shareholder's meeting of the Issuer have approved the provisions of Condition 4.3 of the New Bonds (Redemption following a Change of Control) and such approval have been deposited at the commercial court. There is no guarantee that such approval will be granted.

- **Market value of the New Bonds.** The value of the New Bonds may be influenced by the credit worthiness of the New Bonds and a number of other factors, such as the market rate and the bond interest rate and the remaining time to Maturity and more in general, all economic, financial and political developments in a country, including factors which may in general influence capital markets and the market on which the New Bonds are traded. The price at which a holder of the New Bonds will be able to sell the New Bonds before the maturity date may be – potentially significantly – lower than the issue price or purchase price paid by the buyer.
- **The New Bonds are non-secured obligations which do not benefit from any guarantee.** The right of payment of the holders of the New Bonds is not secured under the New Bonds en will be effectively subordinated to any secured debt of the Issuer, which the Issuer is allowed to engage without prejudice to the conditions set out in Condition 2 (Negative Pledge) of the New Bonds. As non-guaranteed obligations, the New Bonds are structurally subordinated to the debts of subsidiaries of the Issuer, which as holding company is largely dependent on distributions of subsidiaries of the Agfa-Gevaert Group. In case of winding-up, liquidation, reorganization, bankruptcy or any alike insolvency procedure, voluntarily or not, affecting the Issuer, the holders of secured debt will have

	<p>the right to receive payment from the secured assets before these assets will be used for payments under the New Bonds and other non-secured debts.</p> <ul style="list-style-type: none"> • Potential conflicts of interest. Potential investors should be aware that the Issuer is involved in a general commercial relationship and/or specific transactions (including but not limited to financing facilities on short or long term) with KBC Bank NV in its capacity as Agent and Dealer Manager (and, as the case may be, its affiliates) and that the interests of KBC Bank NV (and/or its affiliates) could be in conflict with those of the holders of the New Bonds. The conditions of such transactions are likely to be more favorable for KBC Bank NV in its capacity as Dealer Manager than the conditions of the New Bonds. If KBC Bank NV is, in its capacity as Dealer Manager (or any of its affiliates), a creditor of the Issuer, it is not obliged to take into account the interests of the holders of the New Bonds while acting as creditor. Potential investors should be aware that KBC Bank NV, in its capacity as Agent and Dealer Manager (and as the case may be its affiliates), may keep from time to time debt, shares and/or other financial instruments of the Issuer.
SELLING RESTRICTIONS	The distribution of the Prospectus may be subject to legal limitations in certain jurisdictions (other than Belgium). No action has or will be taken in respect of this Exchange Offer to permit a public offer of securities in jurisdictions other than Belgium. The Prospectus has been drawn up in such a way that the Exchange Offer will only be offered in any member state of the European Economic Area (other than Belgium) that has implemented the Prospectus Directive, to individuals regarded as 'qualified investors' in the sense of Article 3(2)(a) of the Prospectus Directive, as implemented by the relevant member state. There is no permission for an offer in Canada or Japan or the United States.
MORE INFORMATION	Investors seeking detailed information on the risk factors or the sales restrictions should read the Prospectus carefully, especially the 'Risk Factors' (<i>Risicofactoren</i>) and the 'Terms of the Exchange Offer' (<i>Voorwaarden van het Ruilbod</i>) chapters.

Liquidity

LISTING	An application has been filed with NYSE Euronext Brussels for the New Bonds to be admitted to listing and to trading on the regulated market of NYSE Euronext Brussels (www.nyx.com).
SECONDARY MARKET	The secondary market will probably be limited or not very liquid. There is no guarantee whatsoever that an active market will develop for the trading of the New Bonds.

Tax treatment

GENERAL	The tax treatment will depend on each investor's individual circumstances and may change in the future. The general principles are set out in the Prospectus. The exchange of Existing Bonds for New Bonds will not be subject to Belgian withholding tax or tax on stock market transactions.
TAX TREATMENT IN BELGIUM	The income generated by the New Bonds which is collected in Belgium is currently (i.e. on the date of the product info sheet) subject to 25% withholding tax on the gross amount. The withholding tax constitutes the final tax for Belgian individuals, which means that any income from the New Bonds does not have to be declared in the annual tax return. Some investors may, however, qualify for an exemption if they meet certain conditions.
EXCHANGE OF INFORMATION	The New Bonds are subject to the European Savings Directive 2003/48/EC. Under this directive, a paying agent established in Belgium that pays the income from the New Bonds (as defined in the directive) to an individual (beneficial owner) resident in another EU Member State (or in one of the dependent or associated territories), must report these interest payments to the Belgian authorities. The Belgian authorities will subsequently exchange this information with the authorities of the State of residence of the beneficial owner.
TAX ON STOCK MARKET TRANSACTIONS	Tax on stock market transactions when buying or selling on the secondary market if such transaction is either entered into or carried out in Belgium: 0.09% with a maximum charge of 650 EUR.