

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 8, 2018 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, 2017.
2. Acknowledgement of the consolidated accounts as per December 31, 2017.
3. Approval of the annual accounts as per December 31, 2017.

Proposal for resolution: the General Meeting resolves to approve the statutory accounts of the financial year concluded on December 31, 2017, including the following allocation of the result:

- deduction from the result carried forward by 22,544,640.76 Euro.

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, 2017.

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. Appointment of MRP Consulting BVBA, with permanent representative Mr. Mark Pensaert, 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.

Mark Pensaert (°1964 - Belgian) holds a Master of Law from the State University of Ghent (Belgium) and later obtained a Master of Law – Specialisation in corporate and securities law – from the Cambridge University St. Catharine's College.

He started his career in 1988 in London with Lazard Brothers & Co, one of the leading independent global investment banks with principal offices in New York, Paris and London. Between 1992 and 1996 he was finance director of Interbuild NV and Rombouts NV. In 1996 he became CFO of Carestel NV (currently part of the Autogrill Group). Between 2001 and 2004 he returned to the international M&A business by rejoining

Lazard Frères in Paris to help establish and set up the M&A platform for Lazard in the BeNeLux and in 2004 he became a Partner and started the Amsterdam office covering the BeNeLux. In 2008 he joined, as CEO, Leonardo & Co, a spin-off of Lazard, to build out their network in Continental Europe and as from September 2015 he was appointed Chairman of the investment banking division of Alantra Partners, a global investment banking and asset management group quoted on the Madrid Stock Exchange.

Proposal for resolution: the General Meeting resolves to appoint MRP Consulting BVBA, with permanent representative Mr. Mark Pensaert, Bareldonkdreef 14, B-9290 Berlare, 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 term 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, 2021.

Approval 0

Rejection 0

Abstention 0

8. 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 2018.

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