

UNOFFICIAL TRANSLATION FROM THE DUTCH VERSION

AGFA-GEVAERT

NAAMLOZE VENNOOTSCHAP [LIMITED LIABILITY COMPANY]
SEPTESTAAT 27
B-2640 MORTSEL
ENTERPRISE NUMBER 0404 021 727

INVITATION TO THE ANNUAL GENERAL MEETING

The shareholders and holders of bonds or warrants issued by the Company are hereby invited to participate in the Annual General Meeting of the Company which will be held on Tuesday, May 14, 2019 at 11 a.m. at the registered office, B-2640 Mortsel, Septestraat 27, with the following 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, 2018.
2. Acknowledgement of the consolidated accounts as per December 31, 2018.
3. Approval of the annual accounts as per December 31, 2018.

Proposal for resolution: the General Meeting resolves to approve the statutory accounts of the financial year concluded on December 31, 2018, including the following allocation of the result:

- deduction from the result carried forward by 126,808,364.23 Euro.

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, 2018.

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.

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.

7. Reappointment of Mrs. Hilde Laga as independent director of the Company.
The Board of Directors recommends this director for her professional skills according to the following CV. According to the Board of Directors, she meets the independence requirements as mentioned in article 526ter of the Companies Code.

Hilde Laga (°1956 - Belgian) is recognised as a Belgian authority in the corporate law advisory field. Until 2014 she combined client work as a lawyer with an esteemed academic career. After obtaining a PhD in Law at the University of Leuven, she founded the law firm Laga, which she led as managing partner and as head of the corporate M&A practice until 2013, and that comprises approximately 150 qualified lawyers. As a professor at the University of Leuven, Hilde Laga lectured corporate law, a subject

on which she has written numerous national and international publications. Currently, she is connected as visiting professor. Hilde Laga is a member of the Belgian Corporate Governance Committee and served several years as a member of the Supervisory Board of the Belgian Financial Services and Markets Authority (former CBFA).

Hilde Laga joined the Agfa-Gevaert Board of Directors in 2015.

Proposal for resolution: the General Meeting resolves to reappoint Mrs. Hilde Laga, Wolvendreef 26d, B-8500 Kortrijk, as independent director (as she 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, 2022.

8. Reappointment of Mr. Klaus Röhrig as non-executive director of the Company. The Board of Directors recommends this director for his professional skills according to the following CV.

Klaus Röhrig (°1977 - Austrian) holds a Master of Economics and Business Administration from Vienna University of Economics and Business Administration.

In 2000, Klaus Röhrig started his career at Credit Suisse First Boston in London, focusing on corporate finance and M&A for technology companies. In 2006, he joined Elliott Associates where he was responsible for the funds' investments in the German speaking countries as well as selected debt, equity and sovereign investments.

In 2015, Klaus Röhrig founded Active Ownership Capital SARL (AOC). He serves as Chairman of the Supervisory Board of listed Francotyp-Postalia Holding AG and Non-Executive Chairman of listed except Group SE.

Throughout his career, he focused on identifying investment opportunities, structuring of investments and process-driven value creation.

Klaus Röhrig (AOC) was co-opted as non-executive director in November 2018.

Proposal for resolution: the General Meeting resolves to reappoint Mr. Klaus Röhrig, Am Hof 11, Top 4, A-1010 Vienna, as non-executive director 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, 2022.

9. Appointment of Mrs. Helen Routh as independent director of the Company. The Board of Directors recommends this director for her professional skills according to the following CV. According to the Board of Directors, she meets the independence requirements as mentioned in article 526ter of the Companies Code.

Helen Routh (°1962 – British/American) is a global healthcare executive with a record of solving complex problems at the intersection of innovation and business. She has a PhD in Physics, specializing in medical ultrasound from University College Cardiff (UK). Until 2017 she held diverse business and functional roles in healthcare at Philips, working across products, software and services. She was the General Manager of Philips Research in North America and General Manager of the Philips' global Clinical Informatics businesses. As Senior VP of Strategy and Innovation she lead the development of Innovation Strategy across Royal Philips and was head of the Integrated Solutions team. Helen Routh currently serves as the chairman of the board of Ultromics, an outcomes based AI company spun out of the University of Oxford and also works as a strategy advisor for a UK health innovation partnership, linking industry with hospitals, universities and research. She is an invited keynote speaker and panelist on both technical and business topics, and currently serves on the International Scientific Committee of ESPCI in Paris.

Proposal for resolution: the General Meeting resolves to appoint Mrs. Helen Routh, 27 Percy Road, Lexington, MA 02421, USA, as independent director (as she 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, 2022.

10. Appointment of Vantage Consulting BVBA, with permanent representative Mr. Frank Aranzana, 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.

Frank Aranzana (°1958 - French) holds a Bachelor's degree in Economics and Political Sciences from IEP Paris, a Bachelor in Law from Nice University and later obtained a Master in Management from ESSEC Paris. He started his career in 1986 with Dow Chemical, where he worked in sales, marketing and Business management. In 1996, he joined DuPont Dow Elastomers as Business Director. In 1999, he joined UCB as a Director of the Radcure business unit and subsequently Specialty Chemicals, which were sold to Cytec Industries in 2005. He became Vice President of Cytec Surface Specialties and in 2008 President of Cytec Specialty Chemicals, member of Cytec's Executive Leadership team and an Officer of Cytec Industries Inc. In 2013, he was appointed CEO of Allnex, the leading producer of coating resins acquired by Advent International Private Equity and in 2016, he became an Advent Operating partner, sitting on Allnex's Advisory Committee.

Proposal for resolution: the General Meeting resolves to appoint Vantage Consulting BVBA, with permanent representative Mr. Frank Aranzana, Bloemendal 29, B-1650 Beersel, 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, 2022.

11. 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 CVBA/Réviseurs d'Entreprises SCRL (B00001), Luchthaven Brussel Nationaal 1K 40, B-1930 Zaventem, 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, 2021. KPMG Bedrijfsrevisoren CVBA has designated Mr. Harry Van Donink (IRE No. A01748), partner of KPMG Bedrijfsrevisoren CVBA, as permanent representative.

12. 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 215,288 euro per year. These fees will be indexed on an annual basis in accordance with the evolution of the health index. Any direct expenses specifically contracted with third parties that KPMG Bedrijfsrevisoren CVBA incurs in performing the services are not included in the fees and will be invoiced in addition to the fees, including the variable contributions on turnover (including the contribution per assignment) that KPMG Bedrijfsrevisoren CVBA is required to pay to the Belgian Institute of Registered Auditors.

13. Granting of rights in accordance with art. 556 of the Companies Code.

Proposal for resolution: the General Meeting resolves, as a result of the renewal with one year of the Facility Agreement dated July 17, 2015 with BNP Paribas Fortis SA/NV, ING Belgium SA/NV and KBC Bank NV on the one hand and Agfa-Gevaert NV, Agfa Graphics NV and Agfa HealthCare NV on the other hand and in accordance with article 556 of the Companies Code, to re-approve the change-of-control provisions, as stipulated in the Facility Agreement.

14. Miscellaneous.

Pursuant to the Law of December 20, 2010, the holders of shares are admitted to the Annual General Meeting of May 14, 2019 and can exercise their voting rights subject to the registration of their shares on the fourteenth day prior to the meeting at midnight Belgian time (the "registration date"), being Tuesday, April 30, 2019 regardless of the number of shares that the shareholder will hold on the day of the Annual General Meeting.

A shareholder shall inform the Company by no later than the sixth day prior to this Annual Meeting, being by no later than Wednesday, May 8, 2019 at midnight Belgian time, about the number of shares he wishes to attend the Annual General Meeting, taking into consideration the following formalities.

The holder of dematerialised shares does this by delivering a certificate issued by a registered account holder or a clearing house indicating the number of shares the shareholder held on the registration date, at a branch of ING Bank, or by e-mail to secretaris.generaal@agfa.com.

The holder of registered shares does this by a statement to the Company by e-mail to secretaris.generaal@agfa.com.

For a smooth handling of the formalities, the shareholders wishing to attend the meeting are invited to present themselves on Tuesday, May 14, 2019 between 9.45 a.m. and 10.45 a.m.

Holders of bonds or warrants issued by the Company can attend the meeting in an advisory capacity as provided by the Companies Code and are subject to the same attendance requirements as those applicable to shareholders.

Shareholders may also attend the meeting and vote by means of a proxy holder. For this purpose, the shareholder can make use of the proxy form drafted by the Board of Directors, a copy of which can be obtained at the registered office of the Company. Upon simple request a copy will be sent to the shareholder. The proxy form will also be available on the website www.agfa.com/investorrelations of the Company.

The original proxies need to arrive at the registered office of the Company by no later than Wednesday, May 8, 2019. Proxies may also, by no later than Wednesday, May 8, 2019, be sent by e-mail to secretaris.generaal@agfa.com, provided the original proxies be handed over to the registration desk by no later than the beginning of the Annual General Meeting.

One or more shareholders representing at least 3% of the Company's share capital may, in accordance with the provisions of the art. 533ter of the Companies Code, request to put items to be dealt with on the agenda of the Annual General Meeting, to the extent that they relate to subjects reserved by law or by the articles of association expressly to the meeting of shareholders, and make proposals for resolutions concerning items on or added to the agenda. The proposals are to arrive at the Company by no later than the twenty-second day prior to the meeting, being by no later than Monday, April 22, 2019 by e-mail to secretaris.generaal@agfa.com.

The topics to be discussed and proposed resolutions added to the agenda of the Annual General Meeting in compliance with the preceding section will only be discussed at the meeting if these shareholders have complied with all legal formalities to participate in this meeting as described in this invitation.

Only shareholders having complied with the legal formalities, as described in this invitation, to participate in this Annual General Meeting may, prior to the start of the meeting, once the invitation is published, address their questions either by registered mail to the registered office of the Company, Septestraat 27, B-2640 Mortsel, addressed to Wilfried Van Lishout, secretary-general or electronically to secretaris.generaal@agfa.com. These questions need to arrive at the Company by no later than the sixth day prior to the meeting, being by no later than Wednesday, May 8, 2019.

All documents in relation to the Annual General Meeting that, according to the law should be made available to the shareholders, are also available, as from publication of the invitation, on the website www.agfa.com/investorrelations. The shareholders can also consult these documents or obtain a copy free of charge at the Company's registered office and this during office hours. The request for a copy free of charge can also be addressed in writing to the Company's registered office Septestraat 27, B-2640 Mortsel, to the attention of Wilfried Van Lishout, secretary-general or electronically to secretaris.generaal@agfa.com.

The Board of Directors