

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 14, 2019 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, 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.

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, 2018.

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 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.

Approval 0

Rejection 0

Abstention 0

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.

Approval 0

Rejection 0

Abstention 0

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.

Approval 0

Rejection 0

Abstention 0

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.

Approval 0

Rejection 0

Abstention 0

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.

Approval 0

Rejection 0

Abstention 0

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.

Approval 0

Rejection 0

Abstention 0

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 reapprove the change-of-control provisions, as stipulated in the Facility Agreement.

Approval 0

Rejection 0

Abstention 0

14. 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 2019.

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