

UNOFFICIAL TRANSLATION FROM DUTCH

AGFA-GEVAERT

PUBLIC LIMITED COMPANY
SEPTESTAAT 27
B-2640 MORTSEL
COMPANY REGISTRATION NUMBER 0404 021 727

**MINUTES OF THE ANNUAL GENERAL MEETING
HELD ON 12TH MAY 2020**

OFFICIALS

Taking into account the provisions of the Royal Decree no 4 dated April 9, 2020 in the context of the fight against the COVID-19 pandemic, the Board of Directors of the Company decided to hold the meeting behind closed doors, as announced in a press release on April 16, 2020. In addition, Mr. Klaus Röhrig, Chairman of the Board of Directors of the Company, is unable to be physically present at the meeting due to the currently applicable travelling restrictions in the context of the COVID-19 pandemic. Therefore the meeting was opened at 11 a.m. under the chairmanship of Mr. Wilfried Van Lishout, secretary-general of the Company. In view of the number of attendees, no bureau will be composed.

COMPOSITION OF THE MEETING

The Meeting established that the convening of the meeting including the announcement of the agenda was in complete compliance with the legal requirements and the articles of association of the company.

A copy of the convening in the Official Gazette and in the newspaper De Tijd of April 10, 2020 was initialled by the chairman. The convening has also been published on the website of the company.

The registered shareholders, as well as the auditor, were invited by letter or, for those who individually expressed their approval, by email on April 10, 2020. The Board Members expressly waived their right to receive a personal invitation. The Statutory Auditor, KPMG Bedrijfsrevisoren represented by Mr. Harry Van Donink, will participate through electronic communication (Webex).

The shareholders who were represented at the meeting are stated on the attendance list, which was signed by their representative.

From the attendance list, it was clear that there were **16** shareholders represented, whom together accounted for **82.106.249** shares in the company.

Since the meeting could legally deliberate and make decisions irrespective of the size of the shareholding held by those represented shareholders, the meeting could consequently legally deliberate and make resolutions regarding any item on the agenda.

AGENDA

The Annual General Meeting has 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, 2019.
2. Acknowledgement of the consolidated accounts as per December 31, 2019.
3. Approval of the annual accounts as per December 31, 2019.

Proposal for resolution: the General Meeting resolves to approve the statutory accounts of the financial year concluded on December 31, 2019, including the following allocation of the result:

- deduction from the result carried forward by 407,391,095.73 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, 2019.

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. Appointment of PJY Management BV with permanent representative Mr. Pascal Juéry as executive director of the Company.
The Board of Directors recommends this director for his professional skills according to the following CV.

Pascal Juéry (°1965 - French) is a graduate from ESCP Business School. He provides more than 30 years of experience in the chemical and advanced material industries. Pascal Juéry started his career in finance and soon demonstrated his ability to lead various global businesses as well as hold key functional responsibilities. For the past 10 years, he was a member of the Executive Committee of Rhodia and then Solvay, where he took an active part in the group portfolio and business transformation.

Proposal for resolution: the General Meeting resolves to appoint PJY Management BV with permanent representative Mr. Pascal Juéry, Louizalaan 160A b29, B-1050 Brussels, as executive director 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, 2023.

8. Miscellaneous.

WORKS COUNCIL

The chairman stated that in accordance with the provisions of the Royal Decree of 27th November 1973, the annual company information was provided to the works council on 23 April, 2020. This information was discussed by the works council in its meeting of 11 May, 2020. The report of this meeting is attached to these minutes.

QUESTIONS AND ANSWERS

No written questions have been addressed to the Company.

RESOLUTIONS

After deliberation the meeting RESOLVED the following:

1. RESOLVED by **81.705.296** votes in favour, **0** votes against, and **400.953** abstentions to approve the statutory accounts of the financial year concluded on December 31, 2019, including the following allocation of the result:
 - deduction from the result carried forward by 407,391,095.73 Euro.
2. RESOLVED by **81.606.226** votes in favour, votes **497.114** against and **2.909** abstentions; to approve the Remuneration Report included in the Annual Report on the financial year concluded December 31, 2019.
3. RESOLVED by **81.638.540** votes in favour, **18.754** votes against and **448.955** abstentions, to discharge the Directors with respect to the performance of their mandates during the past financial year.
4. RESOLVED by votes **81.457.773** in favour, **199.521** votes against and **448.955** abstentions, to discharge the Statutory Auditor with respect to the performance of his mandate during the past financial year.
5. RESOLVED by **81.548.735** votes in favour, **557.423** votes against and **0** abstentions, to appoint PJY Management BV with permanent representative Mr. Pascal Juéry, Louizalaan 160A b29, B-1050 Brussels, as executive director 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, 2023.

There being no other items on the agenda the meeting was closed.

executed by

W.Van Lishout

Chairman