

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 11TH MAY 2021**

OFFICIALS

The meeting was opened at 11 a.m. under the chairmanship of Mr Frank Aranzana. The chairman appointed Mr Wilfried Van Lishout as secretary, and Ms Claire Dascotte and Ms Iris Meirlaen as scrutineers.

COMPOSITION OF THE MEETING

The officials established that the calling for the meeting including the announcement of the agenda was in complete compliance with the legal requirements and the articles of incorporation of the company.

A copy of the announcement in the Official Gazette and in the newspaper De Tijd of April 9, 2021 was presented to the officials, who initialled same.

The announcement 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 9, 2021. The Board Members expressly waived their right to receive a personal invitation.

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

From the attendance list that has already been signed by the officials, it was clear that there were **19** shareholders present or represented, whom together accounted for **53.690.696** shares in the company.

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

AGENDA

The 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, 2020.
2. Acknowledgement of the consolidated accounts as per December 31, 2020.
3. Approval of the annual accounts as per December 31, 2020.

Proposal for resolution: the General Meeting resolves to approve the statutory accounts of the financial year concluded on December 31, 2020, including the following allocation of the result:

- deduction from the result carried forward by 133,890,511.61 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, 2020.

5. Approval of the Remuneration Policy.

Proposal for resolution: the General Meeting resolves to approve the Remuneration Policy as published on the website www.agfa.com/investorrelations.

6. 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.

7. 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.

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

Christian Reinaudo (*1954 - French) is a graduate from the 'Ecole de Physique et de Chimie Industrielles de Paris' and holds a doctorate from the 'University of Paris' (France). He started his career with Alcatel (formerly named 'Compagnie Générale d'Electricité') in 1978 in the Research and Development Centre of Marcoussis (France). During his Alcatel period, he managed several multi billion Euro businesses and international sales and services organizations.

From 1984 to 1996, he held several positions in the Cable Group of Alcatel (now Nexans), from research and development, to manufacturing, procurement, sales support and services. He took the position of

President of the Submarine Networks Division in early 1997. Appointed President of the whole Optics Group in 1999, he enters the Executive Committee of Alcatel early 2000 as Executive Vice-President. In 2003, he was appointed President of Alcatel Asia Pacific and moved to Shanghai (China) where he stayed until 2006. During this period, he was also the Vice-Chairman of the Board of Directors of Alcatel Shanghai Bell, the Chinese joint venture of Alcatel with the Chinese government. In 2006, he came back to Paris to manage the integration and the transition process associated with the merger of Alcatel and Lucent Technologies. He also became Director in the Board of Directors of Draka Comteq (the Netherlands). In 2007, he was appointed President Northern and Eastern Europe of Alcatel-Lucent and he joined the Board of Directors of Alcatel-Lucent (Belgium). Early 2008, Christian Reinaudo joined Agfa-Gevaert to be President of Agfa HealthCare.

Christian Reinaudo joined the Agfa-Gevaert Board of Directors in 2010. As from May 1, 2010 till February 1, 2020, he was CEO of Agfa-Gevaert.

Proposal for resolution: the General Meeting resolves to reappoint Mr. Christian Reinaudo, who elects residence at the Company's registered address, as non-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, 2024.

9. Granting of rights in accordance with art. 7:151 of the Code of Companies and Associations.

Proposal for resolution: the General Meeting resolves, in accordance with article 7:151 of the Code of Companies and Associations, to approve the change-of-control provisions, as stipulated in the Facility Agreement dated March 5, 2021 with BNP Paribas Fortis SA/NV, ING Belgium SA/NV, KBC Bank NV and Belfius Bank SA/NV on the one hand and Agfa-Gevaert NV on the other hand.

10. Miscellaneous.

WORKS COUNCIL

The chairman stated that in accordance with the provisions of the KB of 27th November 1973, the annual company information was provided to the works council on 22 April, 2021. This information was discussed by the works council in its meeting of 10 May, 2021. The report of this meeting is attached to these minutes.

QUESTIONS AND ANSWERS

The President and the CEO answer the questions of the shareholders which were asked either at the meeting or prior to the meeting, in writing.

RESOLUTIONS

After deliberation and having taken account of the reports included in the agenda and also taken into consideration the most important figures and the information regarding the company's progress given by the President and the CEO, the meeting **RESOLVED** the following:

1. RESOLVED by **53.426.509** votes in favour, to **0** votes against, and **264.187** abstentions to approve the statutory accounts of the financial year concluded on December 31, 2020, including the following allocation of the result:
 - deduction from the result carried forward by 133,890,511.61 Euro.
2. RESOLVED by **30.846.720** votes in favour, to **22.843.272** votes against and **704** abstentions to approve the Remuneration Report included in the Annual Report on the financial year concluded December 31, 2020.
3. RESOLVED by **52.068.618** votes in favour, to **1.622.078** votes against and **0** abstentions to approve the Remuneration Policy as published on the website www.agfa.com/investorrelations.
4. RESOLVED by **53.394.201** votes in favour, to **704** votes against and **295.791** abstentions, to discharge the Directors with respect to the performance of their mandates during the past financial year.
5. RESOLVED by **53.348.237** votes in favour, to **45.964** votes against and **296.495** abstentions, to discharge the Statutory Auditor with respect to the performance of his mandate during the past financial year.
6. RESOLVED by **51.698.490** votes in favour, to **1.992.206** votes against and **0** abstentions, to reappoint Mr. Christian Reinaudo, who elects residence at the Company's registered address, as non-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, 2024..
7. RESOLVED by **51.102.451** votes in favour, to **2.587.541** votes against and **704** abstentions, in accordance with article 7:151 of the Code of Companies and Associations, to approve the change-of-control provisions, as stipulated in the Facility Agreement dated March 5, 2021 with BNP Paribas Fortis SA/NV, ING Belgium SA/NV, KBC Bank NV and Belfius Bank SA/NV on the one hand and Agfa-Gevaert NV on the other hand.

There being no other items on the agenda and no further questions arising from those present, the meeting was closed. The secretary drew up the minutes of the meeting, which were signed by the officials and by those shareholders wishing to do so.

executed by

F.Aranzana

Chairman

executed by

W. Van Lishout

Secretary

executed by

C. Dascotte
Scrutineer

executed by

I. Meirlaen
Scrutineer