

**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. 7:143 § 4 of the Companies and Associations 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. 7:143 § 4 of the Companies and Association 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 10, 2022 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, 2021.
2. Acknowledgement of the consolidated accounts as per December 31, 2021.
3. Approval of the annual accounts as per December 31, 2021.

*Proposal for resolution:* the General Meeting resolves to approve the statutory accounts of the financial year concluded on December 31, 2021, including the following allocation of the result:

- deduction from the result carried forward by 136,843,039.48 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, 2021.

**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. Changes in the Board of Directors:

- Acceptance of the resignation of Mrs. Hilde Laga as independent director of the Company.

*Proposal for resolution:* the General Meeting acknowledges the resignation of Mrs. Hilde Laga as independent director of the Company, with effect as of May 10, 2022.

- Appointment of Albert House BV, with permanent representative Mrs. Line De Decker, 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 7:87§1 of the Code of Companies and Associations.

Line De Decker (°1974 – Belgian) holds a Law degree from Universities of Leuven and Barcelona, as well as a Master in Tax Management from Solvay Business School. She is to become the Chief Human Resources & Sustainability Officer and will be a member of the Executive Committee of Aliaxis, a world leader enabling access to water and energy through inventive fluid management solutions, on April 11, 2022. Prior to joining Aliaxis, she was Senior Vice President and Head Transformation Office at GSK, where she led the Future Ready initiative, a global program aimed at setting up 2 growth companies. During her 14 years at GSK, she held multiple senior HR roles in Belgium and the UK in the Vaccines, Pharma and Consumer business. Prior to GSK, Mrs. De Decker worked at DuPont, where she was involved in setting up their global business services. She started her career at PriceWaterhouseCoopers and UCB, as a tax and reward specialist.

Mrs. De Decker is a senior executive with over 25 years of extensive experience operating at management board level in large, complex regulated organizations. She combines her excellent communication, influencing and change management skills, with an exceptional track record of leading businesses through critical transformational change programs.

Mrs. De Decker is a Non-Executive Director on the Board of the London Ambulance Service, NHS Trust.

*Proposal for resolution:* the General Meeting resolves to appoint Albert House BV with permanent representative Mrs. Line De Decker, Pastoor Bolsstraat 62, B-1652 Alsemberg, as independent director (as she meets the independence requirements as mentioned in article 7:87§1 of the Code of Companies and Associations) 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, 2025.

**Approval 0**

**Rejection 0**

**Abstention 0**

- Reappointment of MRP Consulting BV, 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 7:87§1 of the Code of Companies and Associations.

Mark Pensaert (°1964 - Belgian) holds a Master of Law from the State University of Ghent (Belgium) and later obtained a Master of 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 2000 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. 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 from Lazard, to build out their network in Continental Europe and from September 2015 until July 2018, he served as Chairman of the investment banking division of Alantra Partners, a global investment banking and asset management group quoted on the Madrid Stock Exchange.

Mark Pensaert joined the Agfa-Gevaert Board of Directors in 2018.

*Proposal for resolution:* the General Meeting resolves to reappoint MRP Consulting BV, with permanent representative Mr. Mark Pensaert, Rijvisschepark 74, B-9052 Gent-Zwijnaarde, as independent director (as he meets the independence requirements as mentioned in article 7:87§1 of the Code of Companies and Associations) 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, 2025.

**Approval 0**

**Rejection 0**

**Abstention 0**

8. 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 BV (B00001), Luchthaven Brussel Nationaal 1K 40, B-1930 Zaventem, as Statutory Auditor responsible for the statutory and consolidated financial statements 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, 2024. KPMG Bedrijfsrevisoren BV has designated Mr. Frederic Poesen (IBR Nr.A02331), partner of KPMG Bedrijfsrevisoren BV, as permanent representative.

**Approval 0**

**Rejection 0**

**Abstention 0**

9. 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 statutory and consolidated financial statements at 292,900 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 BV 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 BV is required to pay to the Belgian Institute of Registered Auditors.

**Approval 0**

**Rejection 0**

**Abstention 0**

10. 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 ..... 2022.

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