

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 10TH MAY 2022**

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 Mr Peter Couwenberg 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 of April 5 and in the newspaper De Tijd of April 8, 2022 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 8, 2022. 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 **52,813,850** 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, 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.

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.

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. 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) is a senior executive with over 25 years' 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 transformations.

Mrs De Decker holds a Law degree from University of Leuven and Barcelona, as well as a Master in Tax Management from Solvay Business School. She is the Chief People & Sustainability Officer and a member of the Executive Committee at Aliaxis, a world leader enabling access to water and energy through innovative fluid management solutions. Prior to joining Aliaxis, she was Senior Vice President and Head of Transformation at GlaxoSmithKline, where she led a global initiative aimed at transforming the company, creating new structures and processes fit for the future. Before taking up this role in the global strategy team, she held multiple senior HR roles in Belgium and the UK in the Corporate, Vaccines, Pharma and Consumer business. Prior to GSK, Mrs. De Decker worked at DuPont in Belgium and Spain, 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.

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.

- 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 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.

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.

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.

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, 2022. This information was discussed by the works council in its meeting of 9 May , 2022. 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 **52,711,999** votes in favour, to **0** votes against, and **101,851** abstentions 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.
2. RESOLVED by **44,334,621** votes in favour, to **8,459,229** votes against and **20,000** abstentions to approve the Remuneration Report included in the Annual Report on the financial year concluded December 31, 2021.

3. RESOLVED by **49,832,185** votes in favour, to **2,846,506** votes against and **135,159** abstentions to discharge the Directors with respect to the performance of their mandates during the past financial year..
4. RESOLVED by **52,626,097** votes in favour, to **52,594** votes against and **135,159** abstentions, to discharge the Statutory Auditor with respect to the performance of his mandate during the past financial year.
5. ACKNOWLEDGED the resignation of Mrs. Hilde Laga as independent director of the Company, with effect as of May 10, 2022.
6. RESOLVED by **52,762,621** votes in favour, to **51,229** votes against and **0** abstentions, 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.
7. RESOLVED by **50,273,893** votes in favour, to **2,519,957** votes against and **20,000** abstentions, 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.
8. RESOLVED by **52,361,611** votes in favour, to **452,239** votes against and **0** abstentions, 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.
9. RESOLVED by **52,806,345** votes in favour, to **7,505** votes against and **0** abstentions, 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.

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

P.Couwenberg
Scrutineer