

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 9TH MAY 2023**

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 7 and in the newspaper De Tijd of April 7, 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 7, 2023. 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 13 shareholders present or represented, whom together accounted for 38.126.416 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, 2022.
2. Acknowledgement of the consolidated accounts as per December 31, 2022.
3. Approval of the annual accounts as per December 31, 2022.

Proposal for resolution: the General Meeting resolves to approve the statutory accounts of the financial year concluded on December 31, 2022, including the following allocation of the result:

- Deduction from the result carried forward by 6.045.693,85 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, 2022.

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:

- Reappointment of Vantage Consulting BV, permanently represented by Mr. Frank Aranzana, as independent director of the Company. The Board of Directors proposes this director on account of his professional qualities, as shown in the undermentioned CV. According to the Board of Directors, this director fulfils the independence criteria as mentioned in article 7:87 §1 of the Code of Companies and Associations.

Frank Aranzana (°1958 - French) holds a Bachelor's degree in Economics and Political Sciences from IEP Paris, as well as 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 was 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 from 2016 to 2020, he was an Operating partner, sitting on Allnex's Advisory Committee. Since 2020, Frank Aranzana is Chairman of the Board of Directors at AnQore, as well as an Industrial Advisor at CVC Capital Partners.

Proposal for resolution: the General Meeting resolves to reappoint Vantage Consulting BV, permanently represented by Mr. Frank Aranzana, Bloemendal 29, B-1650 Beersel, seeing as

he fulfills the independence requirements as mentioned in article 7:87 §1 of the Code of Companies and Associations, as independent director of the Company for the duration of four (4) years, commencing today and ending immediately after the General Meeting which will consider the approval of the financial statements of the financial year ending on December 31, 2026.

- Reappointment of Mr. Klaus Röhrig as a non-executive director of the Company. The Board of Directors proposes this director on account of his professional qualities, as shown in the undermentioned 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 excoet Group SE. Throughout his career, he focused on identifying investment opportunities, structuring of investments and process-driven value creation.

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 the duration of four (4) years, commencing today and terminating immediately after the General Meeting that will consider the approval of the financial statements of the financial year ending on December 31, 2026.

- Reappointment of H F Routh Consulting LLC, permanently represented by Ms. Helen Routh, as independent director of the Company.

The Board of Directors recommends this director for her professional skills, as shown in the undermentioned 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.

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 various 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 led the development of Innovation Strategy across Royal Philips and was head of the Integrated Solutions team. She is often invited as a keynote speaker and panelist on both technical and business topics, and currently serves as Non-Executive Director of Ultromics and Health Innovation Manchester.

Proposal for resolution: the General Meeting resolves to reappoint H F Routh Consulting LLC, permanently represented by Ms. Helen Routh, 27 Percy Road, Lexington MA 02421, USA, seeing as she fulfills the independence requirements as mentioned in article 7:87 §1 of the Code of Companies and Associations, as independent director of the Company for four (4) years commencing today and terminating immediately after the General Meeting that will consider the approval of the financial statements of the financial year ending on December 31, 2026.

8. 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 21 April, 2022. This information was discussed by the works council in its meeting of 8 May, 2023. 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 38.064.067 votes in favour, to 270 votes against, and 62.079 abstentions to approve the statutory accounts of the financial year concluded on December 31, 2022, including the following allocation of the result:
 - deduction from the result carried forward by 6.045.693,85 Euro.
2. RESOLVED by 31.621.678 votes in favour, to 6.504.738 votes against and 0 abstentions to approve the Remuneration Report included in the Annual Report on the financial year concluded December 31, 2022.
3. RESOLVED by 38.030.299 votes in favour, to 730 votes against and 95.387 abstentions to discharge the Directors with respect to the performance of their mandates during the past financial year..
4. RESOLVED by 38.030.379 votes in favour, to 650 votes against and 95.387 abstentions, to discharge the Statutory Auditor with respect to the performance of his mandate during the past financial year.
5. RESOLVED by 33.421.267 votes in favour, to 4.705.149 votes against and 0 abstentions, to reappoint Vantage Consulting BV, permanently represented by Mr. Frank Aranzana, Bloemendal 29, B-1650 Beersel, seeing as he fulfills the independence requirements as mentioned in article 7:87 §1 of the Code of Companies and Associations, as independent director of the Company for the duration of four (4) years, commencing today and ending immediately after the General Meeting which will consider the approval of the financial statements of the financial year ending on December 31, 2026.
6. RESOLVED by 18.866.419 votes in favour, to 288.367 votes against and 18.971.630 abstentions, to reappoint Mr. Klaus Röhrig, Am Hof 11, Top 4, A-1010 Vienna, as non-executive director of the Company for the duration of four (4) years, commencing today and terminating immediately after the General Meeting that will consider the approval of the financial statements of the financial year ending on December 31, 2026.
7. RESOLVED by 37.927.903 votes in favour, to 198.513 votes against and 0 abstentions, to reappoint H F Routh Consulting LLC, permanently represented by Ms. Helen Routh, 27 Percy Road, Lexington MA 02421, USA, seeing as she fulfills the independence requirements as mentioned in article 7:87 §1 of the Code of Companies and Associations, as independent director of the Company for four (4) years commencing

today and terminating immediately after the General Meeting that will consider the approval of the financial statements of the financial year ending on December 31, 2026.

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

