

**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 Associations 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 voting.*

*(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 14, 2024 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, 2023.
2. Acknowledgement of the consolidated accounts as per December 31, 2023.
3. Approval of the annual accounts as per December 31, 2023.

*Proposal for resolution:* the General Meeting resolves to approve the statutory accounts of the financial year concluded on December 31, 2023, including the following allocation of the result:

- deduction from the result carried forward by 10,850,376.36 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, 2023.

**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. Composition of the Board of Directors.

Reappointment of PJY Management BV, permanently represented by Mr. Pascal Juéry, as executive director of the Company. The Board of Directors proposes this director on account of his professional qualities, as shown in the undermentioned CV.

**Pascal Juéry** (°1965 - French) is a graduate from ESCP Business School in Paris, France. 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. Between 2010 and 2019, he was a member of the Executive Committee of Rhodia and then Solvay, where he took an active part in the group's portfolio and business transformation.

Pascal Juéry joined the Agfa-Gevaert Board of Directors in 2020. As from February 1, 2020, he is the CEO of Agfa-Gevaert.

*Proposal for resolution:* the General Meeting resolves to reappoint PJY Management BV with permanent representative Mr. Pascal Juéry, Louizalaan 160A b29, B-1050 Brussels, as executive 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, 2027.

**Approval 0**

**Rejection 0**

**Abstention 0**

8. Appointment of the Statutory Auditor.

As part of the mandatory audit firm rotation requirements, KPMG Bedrijfsrevisoren BV is not allowed to continue as the Company's auditor after the 2023 year-end audit, as its current mandate then will have reached the maximum period allowed by Belgian Law. KPMG Bedrijfsrevisoren BV will therefore resign at the occasion of the 2024 General Meeting.

*Proposal for resolution:*

- the General Meeting acknowledges the resignation of KPMG Bedrijfsrevisoren BV, with permanent representative Mr. Frederic Poesen, as Statutory Auditor of the Company.
- the General Meeting resolves, at the suggestion of the Audit Committee and the Board of Directors and upon recommendation of the Works Council, to appoint PwC Bedrijfsrevisoren BV/PwC Réviseurs d'Entreprises SRL, having its registered address at 1831 Diegem, Culliganlaan 5, as Statutory Auditor for a period of three (3) years. In compliance with article 3:60 of the Code of Companies and Associations, the aforementioned firm designates Sofie Van Grieken BV (B00941), registered auditor, as representative, to carry out the appointment, at its turn represented by Sofie Van Grieken, registered auditor as well. The appointment will expire at the end of the General Meeting called to approve the annual accounts for the year ending December 31, 2026.

**Approval 0**

**Rejection 0**

**Abstention 0**

9. Remuneration of the Statutory Auditor.

*Proposal for resolution:* the General Meeting resolves to fix the Auditor's fees (plus VAT, out-of-pocket expenses, the IRE/IBR fee) for the audit of the annual accounts, for the entire period of the appointment, at 604,680.00 euro per year. The fees shall be adapted yearly, based on the consumer price index or the parties' agreement.

**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 ..... 2024.

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