

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 14TH MAY 2024**

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 Messrs. Peter Couwenberg and Artur Bagaev 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 12, 2024 and in the newspaper De Tijd of April 12, 2024 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 12, 2024. 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 23 shareholders present or represented, whom together accounted for 27.188.840 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, 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.

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.

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 PJY Management BV, with permanent representative Mr. Pascal Juéry, as executive director of the Company.

The Board of Directors recommends this director for his professional skills according to the following 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.

8. Appointment of the Statutory Auditor of the Company.

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.

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.

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 26 April, 2024. This information was discussed by the works council in its meeting of 13 May, 2024. 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 27.187.945 votes in favour, to 270 votes against, and 625 abstentions 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.
2. RESOLVED by 23.267.134 votes in favour, to 3.921.181 votes against and 525 abstentions to approve the Remuneration Report included in the Annual Report on the financial year concluded December 31, 2023.
3. RESOLVED by 27.187.945 votes in favour, to 370 votes against and 525 abstentions to discharge the Directors with respect to the performance of their mandates during the past financial year..
4. RESOLVED by 27.187945 votes in favour, to 270 votes against and 625 abstentions, to discharge the Statutory Auditor with respect to the performance of his mandate during the past financial year.
5. RESOLVED by 24.483.673 votes in favour, to 2.704.642 votes against and 525 abstentions, 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.
6. RESOLVED by 27.187.945 votes in favour, to 370 votes against and 525 abstentions, 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.
7. RESOLVED by 27.187.945 votes in favour, to 370 votes against and 525 abstentions, to 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.

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

executed by

W. Van Lishout

Chairman

Secretary

executed by _____
P. Couwenberg
Scrutineer

executed by _____
A. Bagaev
Scrutineer