

**P R O X Y**

The undersigned (name and first name) .....

residing at (address) .....

.....  
or

with principal 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 principal office at 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. 547bis § 4 of the Companies 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. 547bis § 4 of the Companies 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 principal office of the company on Tuesday May 14, 2013 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, 2012.
2. Acknowledgement of the consolidated accounts as per December 31, 2012.

3. Approval of the annual accounts as per December 31, 2012.

*Proposal for resolution:* the General Meeting resolves to approve the statutory accounts of the financial year concluded on December 31, 2012, including the following allocation of the result:

deduction of the loss of 141,981,422.75 Euro from the result carried forward.

**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, 2012.

**Approval 0**

**Rejection 0**

**Abstention 0**

5. Variable remuneration of the members of the Executive Management.

*Proposal for resolution:* the General Meeting resolves, in accordance with art. 520ter of the Companies Code, to approve the proposal that for the financial years 2013 and 2014, and even though the target variable compensation of the members of the Executive Management reaches up to 30% of their total remuneration, the complete variable remuneration of the members of the Executive Management will be based on performance criteria that have been determined in advance and that can be measured objectively over a period of one year.

**Approval 0**

**Rejection 0**

**Abstention 0**

6. 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**

7. 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**

8. Reappointment of CRBA Management BVBA, with permanent representative Mr. Christian Reinaudo as executive director of the Company.

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

**Christian Reinaudo** ('1954 - French) is a graduate from the 'Ecole de Physique et de Chimie Industrielles de Paris' and holds a doctorate from the 'University of Paris' (France). He started his career with Alcatel (formerly named 'Compagnie Générale d'Electricité') in 1978 in the Research and Development Centre of Marcoussis (France). During his Alcatel period he managed several multi billion Euro businesses and international sales and services organizations. From 1984 to 1996, he held several positions in the Cable Group of Alcatel (now Nexans), from research and development, to manufacturing, procurement, sales support and services.

He took the position of President of the Submarine Networks Division in early 1997. Appointed President of the whole Optics Group in 1999, he enters the Executive Committee of Alcatel early 2000 as Executive Vice-President. In 2003, he was appointed President of Alcatel Asia Pacific and moved to Shanghai (China) where he stayed until 2006. During this period he was also the Vice-Chairman of the Board of

Directors of Alcatel Shanghai Bell, the Chinese joint venture of Alcatel with the Chinese government. In 2006, he came back to Paris to manage the integration and the transition process associated with the merger of Alcatel and Lucent Technologies.

He also became Director in the Board of Directors of Draka Comteq (The Netherlands). In 2007, he was appointed President Northern and Eastern Europe of Alcatel-Lucent and he joined the Board of Directors of Alcatel-Lucent (Belgium). Early 2008, he joined Agfa-Gevaert to be President of Agfa HealthCare.

Christian Reinaudo joined the Agfa-Gevaert Board of Directors in 2010. As from May 1, 2010, he is CEO of Agfa-Gevaert.

*Proposal for resolution:* the General Meeting resolves to reappoint, CRBA Management BVBA, with permanent representative Mr. Christian Reinaudo, Septestraat 27, 2640 Mortsel, as executive director of the Company for a four (4) year period 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, 2016.

**Approval 0**

**Rejection 0**

**Abstention 0**

9. Reappointment of Mercodi BVBA, with permanent representative Mr. Jo Cornu as non-executive director of the Company.

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

**Jo Cornu** (1944 - Belgian) graduated as an engineer specializing in electrotechnology and mechanics from the Catholic University of Louvain (Belgium) and later obtained a PhD in electronics from the Carlton University in Ottawa (Canada). Jo Cornu was CEO of Mietec from 1982 to 1984 and later General Manager for Bell Telephone until 1987. From 1988 to 1995 he was member of the Executive Board of Alcatel NV and from 1995 to 1999 he was COO for Alcatel Telecom. Later he became an advisor to the Chairman of the Board of Directors of Alcatel. From 2005 to 2007, Jo Cornu was Chairman of the ISTAG Group (Information Society Technologies Advisory Group) of the European Commission. From the beginning of March 2007 to the end of January 2008, he was Chairman of Medea+, the Eureka Cluster for micro electronics research in Europe. Since December 2012 he is chairman of the Board of Directors of Electrawinds SE.

Jo Cornu joined the Agfa-Gevaert Board of Directors in 2002. At the end of November 2007, Jo Cornu was appointed CEO of Agfa-Gevaert. He resigned as CEO as from May 1, 2010. On April 27, 2010, he was reappointed as director.

*Proposal for resolution:* the General Meeting resolves to reappoint Mercodi BVBA, with permanent representative Mr. Jo Cornu, Grote Markt 18, 9120 Beveren as non-executive director of the Company for a four (4) year period 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, 2016.

**Approval 0**

**Rejection 0**

**Abstention 0**

10. 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 (B001), Prins Boudewijnlaan 24d, B-2550 Kontich, as Statutory Auditor 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, 2015. KPMG Bedrijfsrevisoren will be represented by Messrs Eric Clinck and Filip De Bock.

**Approval 0**

**Rejection 0**

**Abstention 0**

11. Remuneration of the Statutory Auditor.

*Proposal for resolution:* the General Meeting resolves to fix the remuneration, for the entire period of the appointment, at 1,550,000 Euro per year.

**Approval 0**

**Rejection 0**

**Abstention 0**

12. 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 ..... 2013.

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