

UNOFFICIAL TRANSLATION FROM THE DUTCH VERSION

AGFA-GEVAERT

NAAMLOZE VENNOOTSCHAP [LIMITED LIABILITY COMPANY]
SEPTESTRAAT 27
2640 MORTSEL
ENTERPRISE NUMBER 0404 021 727

INVITATION TO THE ANNUAL GENERAL MEETING

The shareholders are hereby invited to participate in the Annual General Meeting of the Company which will be held on Tuesday, May 14, 2013 at 11 a.m. at the registered office, 2640 Mortsel, Belgium, Septestraat 27, with 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, 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.

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.

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.

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.

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.

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.

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.

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.

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.

12. Miscellaneous.

Pursuant to the Law of December 20, 2010, the holders of shares are admitted to the Annual General Meeting of May 14, 2013 and can exercise their voting rights subject to the registration of their shares on the fourteenth day prior to the meeting at midnight Belgian time (the "registration date"), being Tuesday April 30, 2013 regardless of the number of shares that the shareholder will hold on the day of the Annual Meeting.

A shareholder shall inform the Company by no later than the sixth day prior to this Annual Meeting, being by no later than Wednesday May 8, 2013 at midnight Belgian time, about the number of shares he wishes to attend the Annual General Meeting, taking into consideration the following formalities:

The holder of dematerialized shares does this by delivering a certificate issued by a registered accountholder or a clearing house indicating the number of shares the shareholder held on the registration date, at a branch of ING Bank, or by e-mail to secretaris.generaal@agfa.com.

The holder of bearer shares does this by delivering a certificate issued by a registered accountholder or a clearing house indicating the number of shares the shareholder held on the registration date, at a branch of ING Bank, or by e-mail to secretaris.generaal@agfa.com.

The holder of registered shares does this by a statement to the Company by e-mail to secretaris.generaal@agfa.com.

The Company emphasizes that these formalities shall be free of charge for the shareholders. All costs incurred (contrary to the explicit instructions of the Company) shall be reimbursed upon production of supporting evidence (receipt).

For a smooth handling of the formalities, the shareholders wishing to attend the meeting are invited to present themselves on Tuesday May 14, 2013 from 9.45 a.m. until 10.45 a.m.

Holders of bonds or warrants issued by the Company can attend the meeting in an advisory capacity as provided by the Companies Code and are subject to the same attendance requirements as those applicable to shareholders.

Shareholders may also attend the meeting and vote by means of a proxy holder. For this purpose, the shareholder shall make use of the proxy form drafted by the Board of Directors, a copy of which can be obtained at the registered office of the Company. Upon simple request a copy will be sent to the shareholder. The proxy form will also be available on the website www.agfa.com/investorrelations of the Company.

The original proxies need to arrive at the registered office of the Company by no later than Wednesday May 8, 2013. Proxies may also, by no later than Wednesday May 8, 2013, be sent by e-mail to secretaris.generaal@agfa.com, provided the original proxies be handed over to the registration desk by no later than the beginning of the Annual General Meeting.

One or more shareholders representing at least 3% of the Company's share capital may, in accordance with the provisions of the art. 533ter of the Companies Code, request to put items to be dealt with on the agenda of the Annual General Meeting, to the extent that they relate to subjects reserved by law or by the articles of association expressly to the meeting of shareholders, and make proposals for resolutions concerning items on or added to the agenda. The proposals are to arrive at the Company by no later than the twenty-second day prior to the meeting, being by no later than Monday April 22, 2013 by e-mail to secretaris.generaal@agfa.com.

The topics to be discussed and proposed resolutions added to the agenda of the Annual General Meeting in compliance with the preceding section will only be discussed at the meeting if these shareholders have complied with all legal formalities to participate in this meeting as described in this invitation.

Only shareholders having complied with the legal formalities, as described in this invitation, to participate in this Annual General Meeting may, prior to the start of the meeting, once the invitation is published, address their questions either by registered mail to the registered office of the Company, Septestraat 27, 2640 Mortsel, addressed to Wilfried Van Lishout, secretary-general or electronically to secretaris.generaal@agfa.com.

These questions need to arrive at the Company by no later than the sixth day prior to the meeting being by no later than Wednesday May 8, 2013.

All documents in relation to the Annual General Meeting that, according to the law should be made available to the shareholders, are also available, as from publication of the convocation, on the website www.agfa.com/investorrelations. The shareholders can also consult these documents or obtain a copy free of charge at the Company's registered office and this during office hours. The request for a copy free of charge can also be addressed in writing to the Company's registered office Septestraat 27, 2640 Mortsel, to the attention of Wilfried Van Lishout, secretary-general or electronically to secretaris.generaal@agfa.com.

The Board of Directors