

## UNOFFICIAL TRANSLATION FROM THE DUTCH VERSION

AGFA-GEVAERT

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

## INVITATION TO THE ANNUAL GENERAL MEETING

The shareholders and holders of bonds or warrants issued by the Company are hereby invited to participate in the Annual General Meeting of the Company which will be held on Tuesday, May 8, 2018 at 11 a.m. at the registered office, B-2640 Mortsel, 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, 2017.
2. Acknowledgement of the consolidated accounts as per December 31, 2017.
3. Approval of the annual accounts as per December 31, 2017.

*Proposal for resolution:* the General Meeting resolves to approve the statutory accounts of the financial year concluded on December 31, 2017, including the following allocation of the result:

- deduction from the result carried forward by 22,544,640.76 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, 2017.

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. Appointment of MRP Consulting BVBA, with permanent representative Mr. Mark Pensaert, as independent director of the Company.

The Board of Directors recommends this director for his professional skills according to the following CV. According to the Board of Directors he meets the independence requirements as mentioned in article 526ter of the Companies Code.

**Mark Pensaert** (°1964 - Belgian) holds a Master of Law from the State University of Ghent (Belgium) and later obtained a Master of Law – Specialisation in corporate and securities law – from the Cambridge University St. Catharine's College.

He started his career in 1988 in London with Lazard Brothers & Co, one of the leading independent global investment banks with principal offices in New York, Paris and London. Between 1992 and 1996 he was finance director of Interbuild NV and Rombouts NV. In 1996 he became CFO of Carestel NV (currently part of the Autogrill Group). Between 2001 and 2004 he returned to the international M&A business by rejoining Lazard Frères in Paris to help establish and set up the M&A platform for Lazard in the BeNeLux and in 2004 he became a Partner and started the Amsterdam office covering the BeNeLux.

In 2008 he joined, as CEO, Leonardo & Co, a spin-off of Lazard, to build out their network in Continental Europe and as from September 2015 he was appointed Chairman of the investment banking division of Alantra Partners, a global investment banking and asset management group quoted on the Madrid Stock Exchange.

*Proposal for resolution:* the General Meeting resolves to appoint MRP Consulting BVBA, with permanent representative Mr. Mark Pensaert, Bareldondreef 14, B-9290 Berlare, as independent director (as he meets the independence requirements as mentioned in article 526ter of the Companies Code) of the Company for a four (4) year term 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, 2021.

## 8. Miscellaneous.

Pursuant to the Law of December 20, 2010, the holders of shares are admitted to the Annual General Meeting of May 8, 2018 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 24, 2018 regardless of the number of shares that the shareholder will hold on the day of the Annual General 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 2, 2018 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 dematerialised 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](mailto: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](mailto:secretaris.generaal@agfa.com).

For a smooth handling of the formalities, the shareholders wishing to attend the meeting are invited to present themselves on Tuesday, May 8, 2018 between 9.45 a.m. and 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 can 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](http://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 2, 2018. Proxies may also, by no later than Wednesday, May 2, 2018, be sent by e-mail to [secretaris.generaal@agfa.com](mailto: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 16, 2018 by e-mail to [secretaris.generaal@agfa.com](mailto: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, B-2640 Mortsel, addressed to Wilfried Van Lishout, secretary-general or electronically to [secretaris.generaal@agfa.com](mailto: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 2, 2018.

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 invitation, on the website [www.agfa.com/investorrelations](http://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, B-2640 Mortsel, to the attention of Wilfried Van Lishout, secretary-general or electronically to [secretaris.generaal@agfa.com](mailto:secretaris.generaal@agfa.com).

The Board of Directors