

## PROXY

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. 7:143 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 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 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 Special and Extraordinary General Meeting of Shareholders of the above-named company, which will be held at the principal office of the company on Friday February 28, 2025 at 11.00 a.m. with the following agenda or in case of a postponement of the aforementioned Extraordinary General Meeting, at the Extraordinary General Meeting to be held on Tuesday March 11, 2025 at 12 noon.

*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

### A. Special General Meeting

#### 1. Appointment of independent director

*Proposed resolution:* Appointment of MJP Management Services BV, Veembroederhof 89, 1019 HD Amsterdam, the Netherlands, with permanent representative Mr. Michel Govaert, as independent director for a period of 4 years.

Michel Govaert (1963) is a seasoned executive with more than 30 years of experience in financial and risk management, operational and financial result improvement including corporate transformation, crisis and turnaround management, stakeholder management in complex situations and M&A. He holds an MBA with a concentration in Finance from the Katholieke Universiteit Brabant (Tilburg University). He is currently an Independent Non-Executive Director at Sunlight Group Energy Storage Systems and Supervisory Board member at AnQore. Before he was Group CFO at AOC Resins and ChemicalInvest and served as partner at Alvarez & Marsal. Prior to that, he was Finance Director at Avebe and he started his career at Philips Electronics.

Michel Govaert has expressly confirmed and the Board of Directors is of the opinion that both MJP Management Services BV and Mr. Michel Govaert himself meet the independence criteria provided for in article 7:87 of the Code of Companies and Associations and provision 3.5 of the 2020 Belgian Corporate Governance Code.

**Approval 0**

**Rejection 0**

**Abstention 0**

2. Proxies

*Proposed resolution:* Authorisation to each director of the Company and to Wilfried Van Lishout (Secretary General of the Company), acting alone and with the power to substitute, for the execution of the decisions taken and for the completion of the formalities at an enterprise counter with a view to the registration/modification of the data in the Crossroads Bank for Enterprises, and, if applicable, with the Value Added Tax Administration.

**Approval 0**

**Rejection 0**

**Abstention 0**

B. Extraordinary General Meeting

1. Formal capital reduction

*Proposed resolution:* Reduction of the capital of the Company to the amount of EUR 26,000,000.00, by offsetting losses incurred in the amount of EUR 160,794,611.00, and corresponding amendment of Article 5 of the Articles of Association.

**Approval 0**

**Rejection 0**

**Abstention 0**

2. Authorized capital – clarification of articles of association

*Proposed resolution:* Replacement of the text of the current Article 6 of the Articles of Association by the following text:

*The articles of association may grant the management body the power to increase the capital in one or more instalments up to a certain amount which may not exceed that of the subscribed capital. At present, the management body does not have the authority to decide on a capital increase.*

**Approval 0**

**Rejection 0**

**Abstention 0**

3. Share buyback – clarification of articles of association

*Proposed resolution:* Replacement of the text of the current Article 12 of the Articles of Association by the following text:

*The general meeting may authorise the company to acquire its own shares by means of a resolution taken in compliance with the attendance and majority requirements*

*prescribed for an amendment to the articles of association, in accordance with the conditions of articles 7:215 et seq. of the CCA. The authorization that the company currently has to acquire its own shares will expire on May 24, 2025.*

**Approval 0**

**Rejection 0**

**Abstention 0**

4. Independent directors – adaptation to legislative change

*Proposed resolution:* Replacement of the text of the current second paragraph of Article 13 of the Articles of Association by the following text:

*The independent directors referred to in the first paragraph of this article must meet the criteria stated in Article 7:87 of the CCA and are appointed in accordance with the procedure laid down in the aforementioned article. When the board of directors submits the candidacy of an independent director to the general meeting, it expressly confirms that it has no indication of any element that could call into question the independence. When the board of directors submits to the general meeting the nomination of an independent director whose independence as referred to may be in doubt, it shall explain this/these indication(s) and explain the reasons why it assumes that the candidate is in fact independent.*

**Approval 0**

**Rejection 0**

**Abstention 0**

5. Variable remuneration executive directors

*Proposed resolution:* Addition of a third paragraph to Article 18 of the Articles of Association, which reads as follows:

*Contrary to article 7:91, paragraph 2 of the CCA, the company may grant a variable remuneration to executive directors that is based on performance criteria over a shorter period than the period of two or three years prescribed by article 7:91, paragraph 2 of the CCA.*

**Approval 0**

**Rejection 0**

**Abstention 0**

6. Variable remuneration of the day-to-day management

*Proposed resolution:* Addition of a third paragraph to Article 19 of the Articles of Association, which reads as follows:

*Contrary to article 7:121, paragraph 4 of the CCA, the company may grant a variable remuneration to each member of the day-to-day management body and to the persons in charge of the management referred to in article 3:6, §3, paragraph 3 of the CCA, which is based on performance criteria over a shorter period than the period of two or three years prescribed by article 7:91, paragraph 2 of the CCA.*

**Approval 0**

**Rejection 0**

**Abstention 0**

7. Conflict of interest – clarification of articles of association

*Proposed resolution:* Replacement of the text on conflicts of interest in the current second paragraph of Article 21 of the Articles of Association by the following text:

*The minutes of the meeting are communicated to the statutory auditor.*

**Approval 0**

**Rejection 0**

**Abstention 0**

8. Group internal conflicts of interest – adaptation to legislative change

*Proposed resolution:* Addition to the text on conflicts of interest within groups in the current Article 21, §2, first paragraph of the Articles of Association of the following text:

*3° a proposal for the transfer of assets as referred to in Article 7:151/1 of the CCA that is related to a party associated with that listed company.*

**Approval 0**

**Rejection 0**

**Abstention 0**

9. Statutory auditor supervision – clarification of articles of association

*Proposed resolution:* Replacement of the text in Article 22 of the Articles of Association by the following:

*The supervision of the company is entrusted to one or more statutory auditors. The appointment and determination of the remuneration of the statutory auditor shall be made by the general meeting, in accordance with the relevant legal provisions.*

**Approval 0**

**Rejection 0**

**Abstention 0**

10. Proxies

*Proposed resolution:* Authorisation to each director of the Company and to Wilfried Van Lishout (Secretary General of the Company), acting alone and with the power to substitute, for the execution of the decisions taken and for the completion of the formalities at an enterprise counter with a view to the registration/modification of the data in the Crossroads Bank for Enterprises, and, where applicable, with the Value Added Tax Administration; and to the notary in order to draw up, sign and deposit the coordinated text of the Company's articles of association with the registry of the competent business court, in accordance with the relevant legal provisions.

**Approval 0**

**Rejection 0**

**Abstention 0**

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 the legal and statutory provisions (3).

Executed at ....., on .....2025

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