

(UNOFFICIAL TRANSLATION FROM THE DUTCH VERSION)

AGFA-GEVAERT

LIMITED COMPANY
SEPTESTAAT 27
2640 MORTSEL
ENTERPRISE NUMBER 0404 021 727

INVITATION TO THE SPECIAL AND EXTRAORDINARY GENERAL MEETING

The Board of Directors invites the shareholders to participate in the Special and Extraordinary General Meeting of Shareholders to be held on Friday 28 February 2025 at 11 a.m. at the registered office of the Company, Septestraat 27, 2640 Mortsel.

The Extraordinary General Meeting will only be able to validly deliberate and decide if the attendees represent at least half of the capital. If this condition is not met, a second Extraordinary General Meeting will be convened with the same agenda as the first, on Tuesday 11 March 2025 at 12 noon. This meeting will be able to validly decide on the proposed amendments to the articles of association, regardless of the number of shares present or represented. There is no attendance quorum for the Special General Meeting.

The agenda item of the Special General Meeting is a proposal to appoint a new independent director. In addition, the agenda contains a proposal to grant powers to implement the decision of the Special General Meeting. These proposed resolutions require a simple majority of the votes cast, with abstentions not counted in the numerator or in the denominator. The main purpose of the Extraordinary General Meeting that follows is to make some changes to the Articles of Association, in particular to (i) reduce the capital by offsetting losses incurred; (ii) to reserve the possibility for the Company to pay variable remuneration over a shorter period than in principle prescribed by article 7:91 of the CCA; and (iii) to make some adjustments as a result of recent legislative changes and to make clarifications to the articles of association. These proposals for a resolution require a majority of three quarters of the votes cast, with abstentions not counted in the numerator or in the denominator. Finally, the agenda contains a proposal for the granting of powers to implement the decisions of the Extraordinary General Meeting. This proposal for a decision requires a simple majority of the votes cast, abstentions not being counted in the numerator or in the denominator.

The full agenda of the Special and Extraordinary General Meeting is as follows:

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

The shareholders are admitted to the Special and Extraordinary General Meeting of 28 February 2025 and can exercise their voting rights subject to the registration of their shares on the fourteenth day before this meeting at midnight Belgian time (the "registration date"), being Friday 14 February 2025, regardless of the number of shares that the shareholder will hold on the day of the Special and Extraordinary General Meeting of Shareholders.

A shareholder must inform the Company of the number of shares with which he wishes to participate in the Special and Extraordinary General Meeting no later than the sixth day before this Special and Extraordinary General Meeting of Shareholders, i.e. no later than midnight on Saturday 22 February 2025 Belgian time, taking into account 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 to a branch of the ING bank or by e-mail to secretaris.generaal@agfa.com.

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

For a smooth handling of the formalities, the shareholders wishing to attend the meeting are invited for registration Friday 28 February 2025 from 10.15 a.m. to 10.45 a.m.

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 drawn up 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 Company's website [www.agfa.com/investor relations](http://www.agfa.com/investor%20relations).

The executed proxies need to arrive at the registered office of the Company by no later than Saturday 22 February 2025. The executed proxies may also be sent by e-mail to secretaris.generaal@agfa.com by no later than 22 February 2025.

The proxies issued for the Extraordinary General Meeting will also apply to the second Extraordinary General Meeting provided proof is given that the issuer of the proxy is still the holder of the shares in question on the registration date for this second Extraordinary General Meeting (being on Thursday 27 February 2025).

One or more shareholders who provide proof in application of the provisions of article 7:130 of the Code of Companies and Associations that they together hold at least 3% of the capital, may have items to be discussed placed on the agenda of the meeting and submit proposals for resolutions insofar as they relate to subjects that are expressly reserved to the General Meeting by law or by the articles of association. The proposals must be sent to the Company by e-mail to secretaris.generaal@agfa.com no later than the 22nd day before the meeting, i.e. no later than Thursday 6 February 2025.

The items to be discussed and proposed resolutions that have been placed on the agenda in the manner referred to in the previous paragraph will only be discussed at the Special and Extraordinary General Meeting if these shareholder(s) have complied with all the legal formalities for participation in the meeting(s) as described in this convocation.

Only shareholders who meet the legal formalities described in this invitation, to participation in this Special and Extraordinary General Meeting or, as the case may be, in the abovementioned second Extraordinary General Meeting of 11 March 2025 may, prior to the start of the meeting, once the invitation is published, address their questions in writing either by registered letter

addressed to the registered office of the Company, Septestraat 27, 2640 Mortsel, for the attention of Wilfried Van Lishout, secretary-general, or electronically to secretaris.generaal@agfa.com. These questions must reach the Company no later than the sixth day before the meeting, i.e. on Saturday 22 February 2025. There is also the possibility of asking oral questions during the meetings.

The Board of Directors