

# AGFA-GEVAERT

PUBLIC LIMITED COMPANY  
SEPTESTRAAT 27  
2640 MORTSEL  
COMPANY NUMBER 0404 021 727

## INVITATION TO THE EXTRAORDINARY GENERAL MEETING

Since it is expected, on the basis of the registrations received, that the required attendance quorum in order to be able to validly decide on the items on the agenda will not be met at the Extraordinary General Meeting of 28 February 2025, a new convocation is therefore necessary in accordance with article 7:153 of the Belgian Code of Companies and Associations.

The Board of Directors therefore invites the shareholders to participate in the Extraordinary General Meeting of Shareholders to be held on Tuesday 11 March 2025, at 12 noon at the registered office of the Company, Septestraat 27, 2640 Mortsel.

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.

The agenda of the Extraordinary General Meeting is as follows:

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 Extraordinary General Meeting of 11 March 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 Tuesday 25 February 2025, regardless of the number of shares that the shareholder will hold on the day of the Extraordinary General Meeting of Shareholders.

A shareholder must inform the Company of the number of shares with which he wishes to participate in the Extraordinary General Meeting no later than the sixth day before this Extraordinary General Meeting of Shareholders, i.e. no later than midnight on Wednesday 5 March 2025 Belgian time, taking into account the following formalities:

The holder of dematerialised shares does so 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](mailto:secretaris.generaal@agfa.com).

The holder of registered shares does so by means of a statement to the Company or 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 for registration on Tuesday 11 March 2025 from 11.15 a.m. to 11.45 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/investorrelations](http://www.agfa.com/investorrelations).

The signed proxies need to arrive at the registered office of the Company by no later than Wednesday 5 March 2025. The signed proxies may also be sent to [secretaris.generaal@agfa.com](mailto:secretaris.generaal@agfa.com) by e-mail until 5 March 2025 at the latest.

The proxies issued for the Extraordinary General Meeting of 28 February 2025 will also apply to the second Extraordinary General Meeting of 11 March 2025, provided that 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 Tuesday 25 February 2025).

Only shareholders who meet the legal formalities described in this invitation to participate in the abovementioned second Extraordinary General Meeting of 11 March 2025 may, prior to the start of the meeting, and once the invitation has been published, submit 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](mailto:secretaris.generaal@agfa.com). These questions must reach the Company no later than the sixth day before the meeting, i.e. on Wednesday 5 March 2025. There is also the possibility to ask oral questions during the meeting.

The Board of Directors