

NOTICE OF SPECIAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that on August 4th, 2011, at 16:00 PM, Israeli time, a Special General Meeting of Shareholders (the "Meeting") of MediVision Medical Imaging Ltd. (the "Company") will be held at the offices of Eitan-Mehulal Law Group at 10, Abba Eban Blvd., Herzlia 46120, Israel.

Following are the matters on the agenda of the Meeting and a summary of the proposed resolutions:

1. To approve the signing and performance of an agreement between Ophthalmic Imaging Systems ("OIS"), a subsidiary of the Company, Merge Healthcare ("Merge") and certain other parties, for the merger between OIS and Merge, under which all shares of OIS shall be converted into Merge shares in accordance with a formula based on fair market value of such shares, and OIS and the Company undertake certain actions and provide certain representations, and all schedules, exhibits, ancillary agreements and other documents attached thereto and/or to be entered into by the Company in connection therewith (the "Agreement"), as well as approve any actions relating thereto in which the Company and/or any of its affiliates have a personal interest.
2. To approve insurance coverage of Directors and Officers' liability up to USD 5,000,000 (five million dollars) with effect as of January 1, 2010 and for a period of 24 months for the Company's directors Messrs. Doron Maor, Amnon Rofe and Doron Lifshitz.
3. To approve insurance coverage of Directors and Officers' liability up to USD 5,000,000 (five million dollars) with effect as of January 1, 2010 and for a period of 24 months for the Company's directors (and controlling shareholders) Messrs. Yigal Berman and Noam Allon.
4. To approve insurance coverage of Directors and Officers' liability up to USD 5,000,000 (five million dollars) for the Company's External Director, Ms. Orly Steinberg, with effect as of the beginning of the term of her office as an External Director.
5. To approve the grant of an indemnity letter to Ms. Orly Steinberg, identical to the terms which apply to all other directors in the Company, with effect as of the beginning of the term of her office as an External Director.
6. To re-approve receipt by the Company since 2007 of convertible loans in the aggregate principal amount of USD 1,200,000 ("Loan") from the following Company Shareholders (the "Lenders"): (1) Noam Allon (2) Delta Trading and Services (1986) Ltd. (3) Gil Allon and (4) Ariel Shenhar.

The Loan bears interest at a rate of 12% per annum, and the principal and any interest due thereon may be converted in whole or in part into ordinary shares of the Company, at a conversion price equal to the lower between (1) the Company's average share price on the Belgium EuroNext Stock Exchange during the 30 days prior to the date of the first loan agreement (January 12, 2009); and (2) the Company's average share price on the Belgium EuroNext Stock Exchange during the 30 days prior to the Conversion, and in each case subject to a discount at the rate of 20% of the Company's average share price on the Belgium EuroNext Stock Exchange at the applicable dates ("Conversion Rights"). As security for the Company's obligations, the Company granted the Lenders a pledge in shares of common stock of OIS held by the Company subject to a discount at a rate of 30% of the price of OIS' shares, allocated among each Lender pro-rata to the portion of the Loan which he actually provided. For the purposes hereof, the "market price" of the OIS shares means their price quote on the NASDAQ OTC list at the relevant date.

•Approval of the resolutions above, is subject to:

1. Approval by the general meeting of Company's shareholders convened for August 3rd, 2011 (the "First GM"), of resolutions regarding appointment of Board members, and resolution 6 is also subject to approval thereby of the resolution to increase the Company's registered share capital.

2. Prior approval of the above resolutions by the Company's Audit Committee and Board of Directors, following the First GM.

A shareholder who wishes to vote at the Meeting but who is unable to attend in person may appoint a representative to attend the Meeting and vote on such shareholder's behalf. In order to do so, such shareholder must execute an instrument of appointment and deposit it at the offices of the Company (or its designated representative) no later than 48 hours before the time appointed for the Meeting. If, within half an hour from the time appointed for holding the Meeting, a quorum (equal to two shareholders, holding at least one third of the total voting rights in the Company, one of whom must be a representative of Agfa Gevaert N.V. or its assignees) is not present, in person or by proxy, the Meeting shall be adjourned to August 8th, 2011 at the same time and place, or any other time and place as the Board of Directors of the Company shall designate and state in a notice to the members, and if, at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, two members present in person or by proxy shall be a quorum regardless of the number of votes represented.

Resolutions 1, 3 and 6 on the agenda shall be deemed adopted if approved by the majority of the Company's shareholders entitled to participate at the meeting (one of whom must be a representative of Agfa Gevaert N.V. or its assignees), in person or by proxy, and voting thereon, provided that (a) such approval included, at least a majority of the shareholders' votes, participating and voting in person or by proxy, who do not have a personal interest in the transaction (as defined in the Israeli Companies Law, 1999) and where the abstaining votes shall not be included in the tally of votes cast; or (b) the votes cast against such a proposal constitute less than 2% of the total voting rights in the Company.

Resolutions 2, 4, and 5 on the agenda shall be deemed adopted if approved by the holders of a majority of the Company's shareholders entitled to participate at the Meeting, in person or by proxy, and voting thereon.

Record date

The record date for determining the shareholders entitled to attend and vote (in person or by proxy) at the Meeting as stated in Section 7 of the Israeli Companies Regulations (Leniency for Public Companies Whose Securities are Registered for Trading Outside of Israel) – 2000 shall be July 5th, 2011 (the "Record Date"), therefore any shareholder of the Company, holding a share at the end of the trade day dated July 4th, 2011, shall be entitled to attend and vote at the Meeting.

Pursuant to the Israeli Companies Regulations (Evidencing share ownership for the purpose of voting in a general meeting), 2000 (the "Regulations"), a shareholder in whose name a share is registered with an authorized Belgian broker under Belgian Law and such share is included among the shares registered in the shareholders register of Interprofessionnelle Effeotendeposito en Girokas N.V. – Caisse Interprofessionnelle de Depots et de Virements de Titres S.A, and said shareholder wishes to attend and vote at the Meeting, then such shareholder shall present the Company an authorization from the applicable authorized Belgian broker under Belgian Law in which his share is registered, confirming his ownership of the share, on the Record Date, in accordance with form No. 1 of the addendum to the Regulations. A proxy to attend and vote at the Meeting must be deposited at least 48 hours before the date of the Meeting.

A shareholder is also entitled to vote at a general meeting of the Company's shareholders through a voting letter as detailed below (the "Voting Letter"):

A written vote shall be made using the second part of the Voting Letter, as published in the Internet Site of the Company (www.medivision.co.il).

A shareholder is entitled to request the Company directly to provide the form of Voting Letter and Opinion Statements.

The Company will send, for no consideration, via E-mail, a link for the form of the Voting Letter and Opinion Statements in the Internet Site, to any shareholder who is not registered in the Company's shareholders register and whose shares are registered with such member, if the shareholder has notified that he is interested in that, provided that a notice has been given regarding a specific securities account on a date which is precedent to the Record Date.

The Voting Letter and any documents which are to be attached thereto, as specified in the Voting Letter (the "Attached Documents"), are to be delivered to the Company's offices within 72 hours before the due date for the Meeting. For this matter "the delivery date" is the date upon which the Voting Letter and the Attached Documents have arrived to the Company's offices. The last date for delivery of Opinion Statements is within 10 days after the Record Date.

Documents review

Copies of a form of proxy for the Meeting, a form of Voting Letter and the full form of the proposed resolutions, shall also be available for review of shareholders upon coordination with the Company's representative, Mr. Noam Allon, during business days from June 28th, 2011 until August 3rd, 2011 each day between the hours 10:00 – 14:00 at the Company's offices at Hakidma 7 St., Yokneam Industrial Park, 20692 Israel (Telephone No.: +972-4-989-4884, Fax No.: +972-4-989-4883, E-Mail: noam@medivision-ois.com).

MediVision Medical Imaging Ltd.

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