

Medivision Medical Imaging Ltd.

Industrial Zone, Yokneam Elit, Israel

Company's Registered Number: 51-182860-0

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NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that on December 23, 2003, at 17:00 PM, Israeli time, the Annual General Meeting of Shareholders (the "**Meeting**") of Medivision Medical Imaging Systems Ltd. (the "**Company**") will be held at the Company's Israeli legal counsel, Shinar, Shachor, Weissberger - Attorneys, at 1 Azrieli Center (The Round Tower 33rd. floor), Tel Aviv, Israel. The matters on the agenda of the Meeting and a summary of the proposed resolutions are as follows:

1. To elect Messrs. Jonathan Adereth, Noam Allon, Gil Allon, Ariel Shenhar, Doron Maor, Yigal Berman and Marc De Clerck as Directors of the Company subject to the Company's Articles of Association and the Israeli Law.
2. To reappoint Kost, Forer and Gabbay to serve as the Company's Auditors until the annual general meeting of the Company's shareholders for the year 2003 and to authorize the Board of Directors to determine their remuneration.
3. To present and consider the Financial Statements of the Company for the fiscal year ending December 31, 2002 together with the report of the auditors thereon and the report of the Board of Directors for such year.
4. To approve and ratify the re-classification of the vacation days debt towards Messrs. Noam Allon, Gil Allon and Ariel Shenhar, who each serve as officers and member of the Company's board of directors.
5. To approve and ratify the:
 - (a) amendment to the terms of employment of Mr. Noam Allon, the Company's CEO, such that, effective as of January 1, 2003, Mr. Noam Allon shall be entitled to: a gross monthly remuneration of NIS 30,000. The other terms of Mr. Noam Allon's employment agreement with the Company shall remain un-altered and in full force.
 - (b) signing and performance of the Services Agreement by and between Ophthalmic Imaging Systems ("OIS"), the company's US subsidiary and Mr. Noam Allon Under the said Services Agreement Mr. Noam Allon undertook to render OIS services in its business field and/or any other services mutually agreed by and between Mr. Noam Allon and OIS's Chairman of the Board. Mr. Noam Allon also undertook to devote any working days required and agreed upon by Mr. Noam Allon and OIS's Chairman of the Board and which in any event shall not be less than 5 working days and shall not be more than 7 days a month. In consideration for the said services Mr. Noam Allon shall be entitled to the following: (i) monthly sum (excluding VAT) of \$3,300 US dollars; (ii) one time payment for services received from Mr. Noam Allon during the 12 month period commencing January 1, 2003 in the amount of \$39,600 US Dollars; (iii) a yearly performance-based bonus of up to USD 20,000, upon achievement of goals and under the terms and conditions as shall be determined by Mr. Noam Allon and OIS's Chairman of the Board.
6. To approve an extension of the exercise period of options issued and/or issuable under the Company's 1999 share option plan, from 60 months to 120 months.
7. To approve and ratify effective as of May 1, 2003 the following amendments to the employment agreement of Mr. Jonathan Adereth, the Company's chairman of the board of directors: (a) employee cost of \$5,000 per month, of which 60% will be paid by OIS.; (b) the grant of options to purchase up to 40,000 ordinary shares of the Company, under the 1999 share option plan, at per share exercise price of Euro 0.74. The said options shall vest 12.5% every 3 month anniversary from the date of grant, on a cumulative basis. The options shall be

exercisable during 10 (ten) year period commencing November 5, 2003, which is the date of grant.

8. To transact such other business as may properly come before the Meeting or any adjournment thereof.

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 the same day in the next week 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 to 8 on the agenda shall be deemed adopted if approved by the holders of a majority of the Entitled Voting Rights in the Company represented at the Meeting, in person or by proxy, and voting thereon.

Copies of the Company's audited financial statements for the fiscal year ended December 31, 2002, together with the report of the auditors thereon and the report of the Board of Directors and the complete copy of the suggested resolutions, shall be available for review of shareholders upon coordination with the Company's representative, during business days from December 2, 2003 until December 23, 2003 each day between the hours 10:00 – 14:00 at the Company's offices at the Industrial Zone, Yokneam Elit, Israel.

Medivision Medical Imaging Ltd. Yokneam Elit, Israel. December 2, 2003