

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 9, 2004, 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 offices of 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, Doron Maor, and Marc De Clerck as Directors of the Company, subject to the Company's Articles of Association and the Israeli Law.
2. To elect Prof. Michael Belkin and Mrs. Orna Bar-David as External Directors of the Company for an additional term of 3 years with effect as of the end of the first period of their service, subject to the Company's Articles of Association and the Israeli Law.
3. To approve the compensation of the External Directors per meeting and annually, including expenses, in accordance with the Israeli Companies Regulations (Rules Regarding Disbursements and Expenses of External Directors - 2000), at the rates of Fixed fee amount as described in Second and Third addendum to the law, which today stand on the amount of NIS 15,750 for annual fee and NIS 1,000 for each meeting participation.
4. To reappoint E&Y - Kost, Forer and Gabbay to serve as the Company's Auditors until the annual general meeting of the Company's shareholders for the year 2004 and to authorize the Board of Directors to determine their remuneration.
5. To present and consider the Financial Statements of the Company for the fiscal year ending December 31, 2003 together with the report of the auditors thereon and the report of the Board of Directors for such year.
6. To approve, following the adoption by the Company of the definitive form of the new share option plan of the Company and its approval by the Israeli Income Tax Authorities the ("**ESOP**"), the grant of options under the ESOP, to the following Directors of the Company: Noam Allon (128,000 options), Ariel Shenhar (36,000 options), Gil Allon (20,000 options), Yigal Berman (20,000 options), Doron Maor (20,000 options), Marc De Clerck (1 option), Prof. Michael Belkin (20,000 options) and Mrs. Orna Bar-David (20,000 options). The said options shall vest 50% on the second annual anniversary date of the date of grant, an additional 25% on the third annual anniversary of the date of grant, and an additional 25% on the fourth annual anniversary of the date of grant. The options shall be exercisable at an exercise price of the Company's share average price during 30 days before the date of grant, during a 10 (ten) year period commencing on the date of grant.
7. To approve, effective as of October 1, 2004, the repayment of the shareholders loan provided to the Company by Messrs. Noam Allon, Gil Allon, Ariel Shenhar, and Delta Trading and Services (1984) in the aggregate principal sum of USD \$450,000 (the "**Loan**"), by or after September 2005. As of January 1st 2005, the Loan will bear an annual interest of Libor + 3%, and thereafter, if not repaid, an annual interest of Libor + 5%, subject to each such shareholder's right to demand repayment anytime after October 2005 in case of non payment.
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 – 7 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, provided however, that Resolution 2 shall be deemed adopted if also approved by either: (a) such majority which also includes at least one third of the shareholders' votes, participating and voting in person or

by proxy, who are not interested parties to 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 1% of the total of shareholders entitled to vote.

Copies of the Company's audited financial statements for the fiscal year ended December 31, 2003, 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 November 21, 2004 until December 8, 2004 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, November 18, 2004