

MediVision Medical Imaging Ltd.

Company's Registered Number: 51-182860-0

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that on August 3rd, 2011, at 10:00 AM, Israeli time, an Annual and 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 re-appoint Mr. Yigal Berman, Mr. Noam Allon and Mr. Doron Maor as Directors of the Company, subject to the Company's Articles of Association and the Israeli Law.
2. To appoint Ms. Orly Steinberg as an External Director of the Company, subject to the Company's Articles of Association and the Israeli Law.
3. To approve an increase of the Company's registered share capital to NIS 1,500,000, comprised of 15,000,000 ordinary shares NIS 0.1 par value each.
4. Presentation of the Company's Annual Financial Statements and Board of Directors' reports for the years 2009 and 2010.
5. Re-appointment of Haklay, CPA (ISR) as the Company's auditors for the years 2009 and 2010, and authorizing the Board to determine their remuneration.

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 4th, 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, 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.

Resolution 2 on the agenda shall be deemed adopted if approved by the majority of the Company's shareholders entitled to participate at the meeting, 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 are not controlling shareholders or who have a personal interest in such approval (as defined in the Israeli Companies Law, 1999) or anyone on their behalf, except for personal interest which is not a result of affiliation with a controlling shareholder, 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.

Resolution 3 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 (one of whom must be a representative of Agfa Gevaert N.V. or its assignees), 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 Interprofessionelle Effectendeposito 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 Company's 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 27th, 2011 until August 2nd, 2011 each day between the hours 10:00 – 14:00 at the Company's offices at 7 Hakidma St., Yokneam Industrial Park, 20692 Israel (Telephone No.: +972-4-989-4884; Fax No.: +972-4-989-4883; E-Mail: noam@medivision-ois.com).

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