

## **MediVision Medical Imaging Ltd.**

Industrial Zone, Haifa, Israel

Company's Registered Number: 51-182860-0

Telephone No.: +972 (04) 989-4884 Fax No.: +972(04) 989-4883

### **NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that on Tuesday, April 7, 2009, at 2:00 PM, Israeli time, the Annual General Meeting of Shareholders (the "**Meeting**") of MediVision Medical Imaging Ltd. (the "**Company**" or "**MediVision**") will be held at the offices of the Company at Kfir Building 2<sup>nd</sup> floor, 26 Ba'alei Hamelaha st, Haifa, Israel. The matters on the agenda of the Meeting and a summary of the proposed resolutions are as follows:

1. To elect Messrs. Noam Alon and Doron Maor as Directors of the Company, subject to the Company's Articles of Association and the Israeli Law.
2. To elect Mrs. Mira Neshet and Mrs. Miri Kerbs as External Directors of the Company; each to hold office subject to the Company's Articles of Association and the Israeli Law.
3. To appoint Fahn Kanne & Co (Grant-Thornton-Israel) to serve as the Company's Auditors until the annual general meeting of the Company's shareholders for the year 2009 and to authorize the Board of Directors to determine their remuneration.
4. To present and consider the Financial Statements of the Company and the Board of Directors report for the fiscal year ending December 31, 2007, together with the report of the auditors thereon and the report of the Board of Directors for such year.
5. To approve receipt by the Company of a loan from OIS in the sum of up to USD 500,000 bearing interest at a rate of 8% per year. The Company shall pledge to OIS prior to any loan payment a number of its shares in OIS stock equal to the exact amount of such loan divided by the Agreed Share Value (the average closing price of OIS shares of stock less than 25%). The Company shall also pledge to OIS prior to any loan payment Pledge assets as defined in the loan agreement ((i) all of MediVision's right, title, estate, claim and interest in the Electro-Optical Unit, and (ii) all of MediVision's shares in CCS Pawlowski GmbH).
6. To approve receipt by the Company of a convertible loan in the aggregate amount of up to USD1,200,000 ("Loan") from the following Company Shareholders ("The Lenders") (1) Noam Allon (2) Delta Trading and Services (1986) Ltd (who also serve as members of the Board and/or officers of the Company) (3) Gil Allon and (4) Ariel Shenhar (who serves as member of the Board and officers in the Company American subsidiary, OIS). The loan agreement shall cover also The principal amount of four hundred thousand United States dollars (US \$400,000) (the "Principal Amount") provided to the Company during August 2008 by The Lenders as a previous convertible loan pursuant to the terms and conditions of that certain Terms Sheet including interest due thereon pursuant to the Terms Sheet, and which have not yet been repaid to The Lenders and/or converted shall, as of the Closing Date of the Loan, be deemed to have been repaid in full and thereafter immediately provided to the Company as, and shall, as of the Closing Date be deemed for all intents and purposes to be part of the Loan, pursuant to the terms and conditions as detailed in the Loan Agreement. The Loan will bear interest at rate of 12% per annum until repayments within 12 months unless earlier converted as set forth. Each Lender's portion of the Loan and any interest due thereon may be converted in a 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 the date of this agreement; and (2) the Company's average share price on the Belgium EuroNext Stock Exchange during the 30 days prior 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 obligation including repayments of the loan and any interest due thereon and the Conversion Rights, the Company shall grant to 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, to be allocated among each Lender pro-rata to the portion of the Loan which he actually provides. For the purposes hereof, the "market price" of the OIS shares shall mean their price quote on the NASDAQ OTC list at the relevant date.

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, 3, 4 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.

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 and voting thereon, in person or by proxy, and voting thereon, provided that (a) such approval included, at least one third of the shareholders' votes, participating and voting in person or by proxy, who are not controlling shareholders of the Company or anyone on their behalf (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

Resolutions 5 ,6 on the agenda shall be deemed adopted if approved by the majority of the Company's shareholders entitled to participate at the meeting and voting thereon, in person or by proxy, and voting thereon, provided that (a) such approval included, 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.

#### 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 March 1, 2009 (the "**Record Date**"), in a matter that any shareholder of the Company, holding a share at the end of the trade day dated March 1, 2009, 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 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 Distribution Site of the Company ([www.medivision.co.il](http://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 Distribution 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 of the Meeting is convened. For this matter "the delivery date" is the date upon which the Voting Letter and the Attached Documents has arrived to the Company's offices. The last date for delivery of Opinion Statements is within 10 after the Record Date.

.Documents review

Copies of the Company's audited financial statements for the fiscal year ended December 31, 2007, together with the report of the auditors thereon and the report of the Board of Directors, the CV of the nominees for External Directors the complete copy of the suggested resolutions, and a form of proxy for the Meeting and a form of voting letter, shall be available for review of shareholders upon coordination with the Company's representative, Mr. Noam Allon, during business days from March 4, 2009 until April 7, 2009 each day between the hours 10:00 – 14:00 at the Company's offices at the Kfir Building 2<sup>nd</sup> floor, 26 Ba'alei Hamelaha st, Haifa, Israel (telephone & fax appearing above, E-Mail: [noam@medivision-ois.com](mailto:noam@medivision-ois.com)).

**MediVision Medical Imaging Ltd.**

MediVision Medical Imaging Ltd.  
Yokneam Elit, Israel  
March 3, 2009