

MediVision Medical Imaging Ltd.

Industrial Zone, Yokneam Elit, 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 December 27, 2005, at 17:00 PM, Israeli time, the Annual General Meeting of Shareholders (the "**Meeting**") of MediVision Medical Imaging Ltd. (the "**Company**") will be held at the offices of the Company's Israeli legal counsel, Shinar, Weissberger & Co. - Attorneys, at 3 Azrieli Center (The Triangular Tower 41st. 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 reappoint E&Y - Kost Forer Gabbay & Kasierer to serve as the Company's Auditors until the annual general meeting of the Company's shareholders for the year 2005 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, 2004, together with the report of the auditors thereon and the report of the Board of Directors for such year.
4. To approve the increase of compensation of the Company's CEO and member of the Board of Directors, Mr. Noam Allon, by NIS 8,000 per month, commencing as of July 1st, 2005, and to approve a bonus payment to Mr. Allon for FY 2004 in the sum of USD \$60,000.
5. To approve an increase of the compensation of the Company's Board of Directors Chairman, Mr. Jonathan Adereth, by USD \$2,000 per month, commencing October 1st.
6. To approve the grant of 1% (one percent) commission to Mr. Ariel Shenhar, CFO and a member of the Board of Directors of the Company's subsidiary, Ophthalmic Imaging Systems ("**OIS**"), in respect of investments made in the Company or the sale of OIS shares held by the Company, which will be effected as a result of his activity.
- .7 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.

Copies of the Company's audited financial statements for the fiscal year ended December 31, 2004, together with the report of the auditors thereon and the report of the Board of Directors and the complete copy of the suggested resolutions, and a form of proxy for the Meeting, shall be available for review of shareholders upon coordination with the Company's representative, Mr. Noam Allon, during business days from December 7, 2005 until December 27, 2005 each day between the hours 10:00 – 14:00 at the Company's offices at the Industrial Zone, Yokneam Elite, Israel (telephone & fax appearing above, E-Mail: Noam@Medivision-OIS.com).

MediVision Medical Imaging Ltd.
Yokneam Elit, Israel
December 6, 2005