

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 21, 2006, 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 2006 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, 2005, together with the report of the auditors thereon and the report of the Board of Directors for such year.
4. To approve repayment by the Company of the remaining amounts of the loan provided to the Company by the following shareholders of the Company: (i) Intergamma Investment Ltd., (ii) Mr. Noam Allon (the Company's CEO and member of its Board of Directors), (iii) Mr. Gil Allon (the CEO of the Company's subsidiary, Ophthalmic Imaging Systems (the "**Subsidiary**") and a member of the Subsidiary's Board of Directors).
5. To approve repayment by the Company of the remaining amounts due in respect of deferred payments to the following officers of the Company and the Subsidiary: (i) Mr. Noam Allon, (ii) Mr. Gil Allon (the CEO of the Subsidiary and a member of its Board of Directors), and (iii) Mr. Ariel Shenhar (the CFO of the Subsidiary and a member of its Board of Directors). The said payments will be made in eight equal monthly installments, on a prorated basis, payable at the end of each month from January through August 2006.
6. To approve an increase of the compensation of the Chairman of the Company's Board of Directors, Mr. Jonathan Adereth, by USD \$2,000 (two thousand US dollars) per month, commencing October 1st, 2005 until such time as the Company's Board of Directors and Audit Committee shall determine otherwise.
7. To approve a bonus payment to the Company's CEO and member of the Board of Directors, Mr. Noam Allon, for FY 2005 in the sum of USD \$33,350 (thirty three thousand three hundred and fifty US dollars).
8. To approve receipt by the Company of a loan from Bank Mizrahi Tefahot Ltd. (the "**Bank**") in the sum of up to USD 1,250,000 (One million two hundred and fifty thousand USD) and linkage and interest amounts associated therewith (the "**Bank Loan**").

9. To approve granting a security interest (whether by pledge or otherwise) in 750,000 shares of Common Stock of Ophthalmic Imaging Systems held by the Company, in favor of the Bank, as security for the discharge of all amounts due or to become due to the Bank from the Company in connection with the Bank Loan and/or any of the credit facilities received and/or to be received by the Company from the Bank from time to time.
10. 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 – 10 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, 2005, 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 1, 2006 until December 21, 2006 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
November 29, 2006