

MediVision Medical Imaging Ltd.

26 Ba'alei Melacha St., Haifa 31253, 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 Tuesday, September 22nd, 2009, at 2:00 PM, Israeli time, a Special General Meeting of Shareholders (the "**Meeting**") of MediVision Medical Imaging Ltd. (the "**Company**") will be held at the offices of the Company at 26 Ba'alei Melacha St., Haifa 31253, Israel. The matters on the agenda of the Meeting and a summary of the proposed resolutions are as follows:

1. To approve the Asset Purchase Agreement signed on June 24, 2009 between the Company and its US subsidiary Ophthalmic Imaging Systems ("**OIS**"), and all schedules exhibits and ancillary agreements attached thereto.
2. To elect Mr. Yigal Berman as a Director of the Company, subject to the Company's Articles of Association and the Israeli Law.
3. To elect Dr. Amnon Rofe as an External Director of the Company, subject to the Company's Articles of Association and the Israeli Law.
4. To approve insurance coverage concerning Directors and Officers' liability up to USD 5,000,000 (five million dollars) for Messrs. Noam Allon, Yigal Berman, Doron Maor, Mira Neshet, and Miri Krebs commencing as of January 1, 2009 and for a period of 12 months.
5. To approve insurance coverage concerning Directors and Officers' liability up to USD 5,000,000 (five million dollars) for Dr. Amnon Rofe, subject to his appointment as External Director, and in effect as of the beginning of the term of his office as External Director.
6. To approve the grant of an indemnity letter to Dr. Rofe, according to the terms of the Indemnification Agreement previously approved by the general meeting of the Company's shareholders, which apply to all other directors in the Company, with effect as of the beginning of the term of his office as External Director.
7. To approve the grant of an indemnity letter to Mr. Berman, according to the terms of the Indemnification Agreement previously approved by the general meeting of the Company's shareholders dated, which apply to all other directors in the Company, with effect as of the beginning of the term of his office as Director.

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.

Resolution 1 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 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. It is hereby noted, that in the framework of the signing of the Asset Purchase Agreement, certain principal shareholders of the Company, holding an aggregate 78.6% of the Company's voting rights already provided a proxy to cast the votes to which their Shares are entitled in favor of approval of the abovementioned Asset Purchase Agreement and all schedules, exhibits and ancillary agreements attached thereto.

Resolutions 2 and 3 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, in respect of resolution 3 ONLY, (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 (as defined in the Israeli Companies Law, 1999) or anyone on their behalf, 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 4, 5, 6 and 7 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.

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 August 21st, 2009 (the "**Record Date**"), in a matter that any shareholder of the Company, holding a share at the end of the trade day dated August 20th, 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 Interprofessionelle Effectendeposito en Girokas N.V. – Caisse Interprofessionelle 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).

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 days after the Record Date.

Documents review

Copies of a form of proxy for the Meeting and a form of voting letter and of the Company’s press release dated June 29th, 2009 in which further details of the Asset Purchase Agreement are provided, shall be available for review of shareholders upon coordination with the Company’s representative, Mr. Noam Allon, during business days from August 19th, 2009 until September 21st, 2009 each day between the hours 10:00 – 14:00 at the Company’s offices at 26 Ba’alei Melacha St., Haifa 31253, Israel (telephone & fax appearing above, E-Mail: noam@medivision-ois.com).

MediVision Medical Imaging Ltd.

MediVision Medical Imaging Ltd.
26 Ba’alei Melacha St., Haifa, Israel
August 18th, 2009