

Unofficial translation

NV BEKAERT SA

Limited company at 8550 Zwevegem (Belgium)
Bekaertstraat 2

BTW BE 0405.388.536 RPR Kortrijk

NOTICE OF ORDINARY GENERAL MEETING OF SHAREHOLDERS

The shareholders, the holders of debentures and the holders of subscription rights are requested to attend the Ordinary General Meeting of Shareholders to be held on **Wednesday 13 May 2009 at 10:30 a.m.** at Hotel-Restaurant Cortina (Escoffier Room), Lauwestraat 59, 8560 Wevelgem.

AGENDA

- 1 Annual Report of the Board of Directors on the financial year 2008
- 2 Report of the Statutory Auditor on the financial year 2008
- 3 Approval of the annual accounts for the financial year 2008, and appropriation of the results
Proposed resolution: the annual accounts for the financial year 2008 as presented by the Board of Directors are approved. The meeting resolves to appropriate the results as follows:

- loss of the year 2008 to be appropriated:	€ - 51 359 914
- profit brought forward from previous year:	€ 32 242 392
- transfer from reserves:	€ 74 357 672
- profit for distribution (gross dividend):	€ 55 240 150

The gross dividend amounts to € 2.80 per share. The net dividend therefore amounts to € 2.10 per share, and € 2.38 per share presented with a VVPR strip.

Question time

- 4 Discharge to the Directors and the Statutory Auditor
Proposed resolution: the general meeting resolves as follows:
 - 4.1 The Directors are discharged from the performance of their duties during the financial year 2008.
 - 4.2 The Statutory Auditor is discharged from the performance of their duties during the financial year 2008.

5 Re-appointment and appointment of Directors

Proposed resolution: on the motion of the Board of Directors, the general meeting resolves as follows:

- 5.1 Baron Bekaert, Baron Buysse, Mr Albrecht De Graeve, Count Charles de Liedekerke, and Messrs Hubert Jacobs van Merlen and Maxime Jadot, whose term of office expires today, are re-appointed as Directors for a term of three years, up to and including the Ordinary General Meeting to be held in 2012.
- 5.2 The meeting acknowledges the fact that the term of office of Mr Julien De Wilde as Director expires today, and that he does not seek re-appointment.
- 5.3 Mr Manfred Wennemer is appointed as Director, and as from 1 January 2010 as independent Director within the meaning of Article 526ter of the Companies Code and provision 2.3 of the Belgian Code on Corporate Governance, for a term of three years, up to and including the Ordinary General Meeting to be held in 2012: it appears from information available to the Company and from information provided by Mr Wennemer that as from 1 January 2010 he will satisfy the applicable requirements with respect to independence.
- 5.4 The meeting acknowledges the fact that Dr Alan Begg, Sir Anthony Galsworthy and Lady Judge satisfy the independence criteria of Article 526ter of the Companies Code and of provision 2.3 of the Belgian Code on Corporate Governance: this appears from information available to the Company and from information provided by each of them.

6 Remuneration of Directors

Proposed resolution: on the motion of the Board of Directors, the general meeting resolves as follows:

- the remuneration of each Director, except the Chairman, for the performance of his duties as member of the Board during the financial year 2009 is kept at the set amount of € 37 184, and the variable amount of € 2 479 for each meeting of the Board of Directors attended in person;
- the remuneration of each Director, except the Chairman and the Managing Director, for the performance of his duties as member of a Committee of the Board during the financial year 2009 is kept at the variable amount of € 1 487 for each Committee meeting attended in person;
- the remuneration of the Chairman of the Board of Directors for the performance of all his duties in the Company is kept at the set amount of € 500 000 for each of the periods June 2009 - May 2010, June 2010 - May 2011 and June 2011 - May 2012.

7 Remuneration of Statutory Auditor

Proposed resolution: on the motion of the Board of Directors, the general meeting resolves to keep the remuneration of the Statutory Auditor at € 110 000 for the control of the annual accounts for the financial year 2008, and to set the remuneration at € 143 480 for the control of the consolidated annual accounts for the financial year 2008.

8 Communication of the consolidated annual accounts of the Bekaert Group for the financial year 2008, and of the annual report of the Board of Directors and the report of the Statutory Auditor on the consolidated annual accounts.

CONDITIONS OF ADMISSION

In order to be admitted to this Ordinary General Meeting the shareholders, the holders of debentures and the holders of subscription rights are requested to comply with Articles 31 and 32 of the Articles of Association.

The owners of bearer or non-material securities wishing to attend the Ordinary General Meeting are requested to deposit their bearer securities or a certificate attesting the unavailability of their non-material securities at least three full bank working days prior to the date of the meeting, i.e. no later than Thursday 7 May 2009, at the offices of the Company, President Kennedypark 18, 8500 Kortrijk, or with one of the following banking institutions:

- in Belgium, with ING Belgium, Bank Degroof, Fortis Bank, KBC Bank, Dexia Bank;
- in France, with Société Générale;
- in The Netherlands, with ABN AMRO Bank;
- in Switzerland, with UBS.

The owners of registered securities wishing to attend the Ordinary General Meeting must notify the Company thereof at least three full bank working days prior to the date of the meeting, i.e. no later than Thursday 7 May 2009.

The power of attorney forms are available to the shareholders at the offices of the Company, President Kennedypark 18, 8500 Kortrijk, and at the above-mentioned banking institutions, as well as on the website of the Company www.bekaert.com/investors/corporategovernance. The signed powers of attorney must be deposited at one of the locations indicated in the preceding sentence no later than Thursday 7 May 2009.

Nederlands/français: www.bekaert.com/investors/corporategovernance

The Board of Directors