

UNOFFICIAL TRANSLATION

NV BEKAERT SA

Limited company at 8550 Zwevegem (Belgium)
Bekaertstraat 2

BTW BE 0405.388.536 RPR Kortrijk

NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

As no legal quorum was reached at the Extraordinary General Meeting held on Wednesday 15 April 2009, the shareholders, the holders of debentures and the holders of subscription rights are requested to attend a second Extraordinary General Meeting of Shareholders to be held on **Wednesday 13 May 2009 at 9:00 a.m.** at Hotel-Restaurant Cortina (Melvin Room), Lauwestraat 59, 8560 Wevelgem, and which will validly deliberate and decide irrespective of the portion of the capital represented by the shareholders attending the meeting.

AGENDA

1 Conversion of securities

Proposed resolution: the general meeting resolves to replace the words “at his expense” in the third, fourth and fifth paragraphs of Article 9 of the Articles of Association with the words “at the Company’s expense”.

2 Extension of the authority to purchase the Company’s shares

Proposed resolution: the general meeting resolves to extend the authority granted to the Board of Directors to purchase shares of the Company, and therefore to replace the text of the second and third paragraphs of Article 12 of the Articles of Association with the following text:

"Subject to compliance with the conditions prescribed by law, the board of directors is authorised to acquire a maximum number of shares that in the aggregate represent no more than 20 % of the issued capital, during a period of 5 years beginning from the publication in the Annexes to the Belgian Official Journal of the authorising resolution of the extraordinary general meeting of shareholders of 13 May 2009, at a price ranging between minimum one euro and maximum 30 % above the arithmetic average of the closing price of the Company’s share during the last 30 trading days preceding the board’s resolution to acquire.

In the case of an acquisition of own shares, the board of directors is authorised to cancel all or part of the purchased shares during the above-mentioned 5-year period. The resulting amendment to the Articles of Association will be recorded in a notarial deed to be passed at the

request of either two directors, or of the company secretary and one company lawyer employed by the Company, or of two company lawyers employed by the Company.”

3 Notification of major holdings

Proposed resolution: following the entry into force of the Act of 2 May 2007 on disclosure of major holdings in issuers whose shares are admitted to trading on a regulated market and laying down miscellaneous provisions, the general meeting resolves to amend Article 14bis of the Articles of Association as follows:

- the first paragraph is amended so to read in full as follows:
"In accordance with Article 18 of the Act of 2 May 2007 on disclosure of major holdings in issuers whose shares are admitted to trading on a regulated market and laying down miscellaneous provisions, the provisions of Articles 6 through 17 of such Act will also apply to the thresholds of 3 % and 7.50 %. Such thresholds apply without prejudice to the legal thresholds of 5 % and of each multiple of 5 % (10, 15, 20 %, etc.)."
- the fourth paragraph is deleted.

4 Audit Committee

Proposed resolution: in accordance with the Act of 17 December 2008 concerning the establishment of an audit committee in listed companies and financial institutions, the general meeting resolves to replace the text of Article 20bis, second paragraph, second hyphen, with the following text:

- “- an audit committee, composed as required by law and having the tasks entrusted to it by law or by the board of directors;”

5 Interim provision

Proposed resolution: the general meeting resolves to replace the existing interim provisions at the end of the Articles of Association with the following text:

"The authority granted to the board of directors to acquire own shares pursuant to Article 12, second paragraph, of the Articles of Association by the resolution of the extraordinary general meeting of 14 May 2008 will continue in effect until the publication of the new authorisation relative to the purchase of own shares referred to above.”

CONDITIONS OF ADMISSION

In order to be admitted to this Extraordinary 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 Extraordinary 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 Extraordinary 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