

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 8 September 2010, 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 **Thursday 7 October 2010 at 9:00 a.m.** at the offices of the Company, Otegemstraat 83, 8550 Zwevegem, and which will validly deliberate and decide irrespective of the portion of the capital represented by the shareholders attending the meeting.

### AGENDA

- 1 Split of the shares, the VVPR strips, the subscription rights and the share options - Replacement of the existing bearer securities - Amendments to the Articles of Association

*Proposed sole resolution:* the general meeting resolves:

- to split each of the shares issued by the Company and existing as of the day of the present extraordinary general meeting into three (3) new shares, in the proportion of one existing share for three (3) new shares, and to replace the text of the second paragraph of Article 5 of the Articles of Association accordingly;
- to split each of the VVPR strips issued by the Company and existing as of the day of the present extraordinary general meeting into three (3) new VVPR strips, in the proportion of one existing VVPR strip for three (3) new VVPR strips;
- to split each of the subscription rights issued by the Company and existing as of the day of the present extraordinary general meeting into three (3) new subscription rights, in the proportion of one existing subscription right for three (3) new subscription rights, and to divide the exercise price of each subscription right by three (3);
- to split each of the share options granted by the Company and existing as of the day of the present extraordinary general meeting into three (3) new share options, in the proportion of one existing share option for three (3) new share options, and to divide the exercise price of each share option by three (3);
- to replace each of the bearer shares issued by the Company and existing as of the day of the present extraordinary general meeting with three (3) new non-material or registered shares;

- to replace each of the bearer VVPR strips issued by the Company and existing as of the day of the present extraordinary general meeting with three (3) new non-material or registered VVPR strips;
- to replace each of the other bearer securities issued by the Company and existing as of the day of the present extraordinary general meeting with one new non-material or registered security;

and accordingly resolves to amend the Articles of Association as follows:

- the second paragraph of Article 9 is replaced with the following text:  
“The fully-paid shares and the other securities issued by the Company are in registered or non-material form.”;
- the present third paragraph of Article 9 is deleted;
- the present text of Article 10 is deleted;
- the present Article 11 is renumbered Article 10;
- the present Article 11bis is renumbered Article 11;
- the present first and second paragraphs of Article 31 are deleted;
- the words “at the Company’s registered office or” are deleted from the present third paragraph of Article 31.

The general meeting authorizes the board of directors to implement the present resolution.

The present resolution will become effective as from Wednesday 10 November 2010.

## 2 Transfer of own shares - Amendment to the Articles of Association

*Proposed resolution:* the general meeting resolves to complement the first paragraph of Article 12bis of the Articles of Association with the following text:

“In the framework of a share option plan of the Company the transfer will be at a price equal to the exercise price of the related share options. In such case the board of directors is authorized to transfer the shares off the stock exchange with the consent of the beneficiaries of the share option plan.”

## 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 Friday 1 October 2010, 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, BNP Paribas Fortis, 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 Friday 1 October 2010.

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/corporate\\_governance/general\\_meetings](http://www.bekaert.com/investors/corporate_governance/general_meetings). The signed powers of attorney must be deposited at one of the locations indicated in the preceding sentence no later than Friday 1 October 2010.

Nederlands/français: [www.bekaert.com/investors/corporate\\_governance/general\\_meetings](http://www.bekaert.com/investors/corporate_governance/general_meetings)

The Board of Directors