

UNOFFICIAL TRANSLATION

## NV BEKAERT SA

Limited company at 8550 Zwevegem (Belgium)  
Bekaertstraat 2

BTW BE 0405.388.536 RPR Kortrijk

### NOTICE OF SPECIAL GENERAL MEETING OF SHAREHOLDERS

The shareholders, the holders of debentures and the holders of subscription rights are requested to attend the Special General Meeting of Shareholders to be held on **Thursday 7 October 2010 at 10:00 a.m.** at the offices of the Company, Otegemstraat 83, 8550 Zwevegem.

#### AGENDA

1 Distribution of an intermediate dividend

*Proposed resolution:* on the motion of the Board of Directors, the General Meeting resolves to distribute an intermediate dividend in the gross amount of € 2.00 per share, excluding treasury shares, through a transfer from the available reserves of an amount equal to € 2.00 multiplied by the number of shares issued by the Company and existing as of the day of the present special general meeting, excluding treasury shares; the net intermediate dividend amounts to € 1.50 per share, and € 1.70 per share presented with a VVPR strip.

2 Approval of the NV Bekaert SA Share Option Plan 2010-2014

*Proposed resolution:* on the motion of the Board of Directors, the General Meeting resolves to approve the NV Bekaert SA Share Option Plan 2010-2014. The plan will offer options to acquire existing Company shares to the members of the Bekaert Group Executive, Senior Management and a limited number of management employees of the Company and a number of its subsidiary companies. There will be one offer of share options in each of the years 2010 through 2014, and the aggregate number of share options to be offered will be determined each year by the Board of Directors on the motion of the Nomination and Remuneration Committee. The number of share options to be offered to each individual beneficiary will be variable in part, based on an assessment of such person's long term contribution to the success of the Company. The share options will be offered to the beneficiaries for free. Each accepted share option will entitle the holder to acquire one existing share of the Company against payment of the exercise price, which will be conclusively determined at the time of the offer and which will be equal to the lower of: (i) the average closing price of the Company shares during the thirty days preceding the date of the offer, and (ii) the last closing price preceding the date of the offer. The share options cannot be exercised during a period of three years after the date of their grant

nor after a period of ten years from the date of their offer. The plan complies with the relevant provisions of the Act of 26 March 1999.

## CONDITIONS OF ADMISSION

In order to be admitted to this Special 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 Special 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 Special 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