

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 April 2011 at 11.30 a.m.** at the offices of the Company, Otegemstraat 83, 8550 Zwevegem.

AGENDA

Single agenda item: Grant of rights to third parties in accordance with Article 556 of the Companies Code

Proposed resolution: the general meeting resolves, in accordance with Article 556 of the Companies Code, to grant the rights stipulated for the benefit of third parties in the document referred to below, that affect the assets of the Company or that give rise to a debt or an obligation of the Company, and the exercise of which is dependent on the launch of a public take-over bid for the Company's shares or on a change in the control of the Company:

Securities Note of 2 December 2010 concerning the public offer in Belgium and the Grand Duchy of Luxembourg, for an expected minimum amount of € 100 000 000, of 4.50% fixed rate bonds due 23 December 2018 (the "Bonds"), issued by the Company.

EXPLANATION

In the event of a change of control of the Company each holder of Bonds will have the right to require the Company to repay his Bonds on the terms set forth in Section 4.10.3 of the Securities Note. The proposed resolution is submitted to the general meeting in accordance with Section 4.10.3(c) of the Securities Note. The documents concerning the issue of the Bonds are available on the website of the Company:

www.bekaert.com/investors/financials/financial_instruments

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 non-material shares or debentures must deposit a certificate attesting the unavailability of their non-material securities with one of the following banking institutions no later than Friday 1 April 2011:

- 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 non-material shares who are unable to attend the Special General Meeting in person but want to vote by proxy must complete a copy of the power of attorney form available from the Company's website and deposit the document, together with their certificate, with one of the above-mentioned banking institutions no later than Friday 1 April 2011.

The owners of registered shares or subscription rights wishing to attend the Special General Meeting in person must complete the attendance form included as part of their individual notice and deposit the form with the Company at the specified address no later than Friday 1 April 2011. The owners of registered shares who are unable to attend the Special General Meeting in person but want to vote by proxy must complete the power of attorney form included as part of their individual notice and deposit the form with the Company at the specified address no later than Friday 1 April 2011.

The holders of debentures and the holders of subscription rights can attend the Special General Meeting in person only, and have no voting rights.

The information required for purposes of the Special General Meeting is available from:

- www.bekaert.com/investors/general_meetings/legal_publications_2011/SGM
- www.bekaert.com/investors/general_meetings/wettelijke_publicaties_2011/BijzAV
- www.bekaert.com/investors/general_meetings/publications_légales_2011/AGS

The Board of Directors