

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 Thursday 7 April 2011, 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 11 May 2011 at 9:00 a.m.** at **Kortrijk Xpo Meeting Center, Doorniksesteenweg 216 (P7), 8500 Kortrijk**, and which will validly deliberate and decide irrespective of the portion of the capital represented by the shareholders attending the meeting.

### AGENDA

#### 1 Shareholders' Rights

*Proposed sole resolution:* in view of the transposition of Directive 2007/36/EC of the European Parliament and of the Council of 11 July 2007 on the exercise of certain rights of shareholders in listed companies, the general meeting resolves to amend the Articles of Association as follows:

- 1.1. Article 28: the text of the second paragraph is replaced with the following text:  
"It consists of all shareholders who have complied with the pertinent provisions of the Companies Code and of the present Articles of Association."
- 1.2. Article 30: the text of this Article is replaced with the following text:  
"The notices convening a general meeting are given in accordance with the provisions of the Companies Code."
- 1.3. Article 31:
  - (a) the text of the first paragraph is replaced with the following text:  
"The right to attend a general meeting and to vote thereat is granted only on the basis of the accounting registration of the shares in the name of the shareholder and of the notice of the intention to attend, in each case in accordance with the provisions of the Companies Code."
  - (b) the second and fourth paragraphs are deleted.
- 1.4. Article 32:
  - (a) the text of the first paragraph is replaced with the following text:  
"A shareholder may give a power of attorney for the general meeting to a proxy in accordance with the provisions of the Companies Code."

- (b) the second paragraph is deleted;
- (c) the words "and time" are deleted from the fourth paragraph.
- 1.5. Article 33: the present text of this Article is deleted.
- 1.6. Articles 34 through 47 are renumbered accordingly.
- 1.7. Article 34 (new Article 33): in the fourth paragraph the words "Article 555 of" are deleted, and the word "three" is replaced with the word "five".
- 1.8. Article 38 (new Article 37): the text of this Article is replaced with the following text:  
"The minutes of the general meeting are signed by the members of the bureau and by the shareholders who so request, and are prepared and published in accordance with the Companies Code; copies of and excerpts from such minutes are signed by the chairman of the board of directors, by a managing director, or by the company secretary."
- 1.9. Article 39 (new Article 38): the text of the fourth paragraph is replaced with the following text:  
"In preparing those documents, the board of directors shall comply with the provisions of the Companies Code, and shall inter alia deliver the required documents to the statutory auditor timely as provided by the Companies Code."

## 2 Committees of the board of directors

*Proposed resolution:* the general meeting resolves to amend the second paragraph of Article 20bis of the Articles of Association as follows:

- (a) in the text of the second hyphen the words "audit committee" are replaced with the words "audit and finance committee";
- (b) the text of the third hyphen is replaced with the following text:  
"a nomination and remuneration committee, composed as required by law and having the tasks entrusted to it by law or by the board of directors."

## 3 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 amendments to Articles 28, 30, 31, 32, 33, 34, 38 and 39 of the Articles of Association decided by the extraordinary general meeting of 11 May 2011:

- are subject to the condition precedent that the act transposing Directive 2007/36/EC of the European Parliament and of the Council of 11 July 2007 on the exercise of certain rights of shareholders in listed companies is published in the Belgian Official Journal; and
- shall enter into force on the latest date by which the Company shall have had to conform its Articles of Association to the transposition act, as to be determined by law.

The acknowledgement of the fulfillment of the condition precedent and of the entry into force of those amendments to the Articles of Association, and the preparation of the consolidated text of the Articles of Association, shall be made by either the company secretary of the Company and a company lawyer of the Company acting jointly or two company lawyers of the Company acting jointly, who are so authorized with the power of substitution."

Should the transposition act be published in the Belgian Official Journal in advance of the general meeting deciding on the above interim provision, the proposed resolution will be amended in accordance with the entry into force provisions of the transposition act and will be submitted to such general meeting in its amended version.

## 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 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 Thursday 5 May 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 Extraordinary 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 Thursday 5 May 2011.

The owners of registered shares or subscription rights wishing to attend the Extraordinary 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 Thursday 5 May 2011. The owners of registered shares who are unable to attend the Extraordinary 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 Thursday 5 May 2011.

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

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

- [www.bekaert.com/investors/general-meetings/legal-publications-2011/EGM2](http://www.bekaert.com/investors/general-meetings/legal-publications-2011/EGM2)
- [www.bekaert.com/investors/general-meetings/wettelijke-publicaties-2011/BAV2](http://www.bekaert.com/investors/general-meetings/wettelijke-publicaties-2011/BAV2)
- [www.bekaert.com/investors/general-meetings/publications-légales-2011/AGE2](http://www.bekaert.com/investors/general-meetings/publications-légales-2011/AGE2)

The Board of Directors