

UNOFFICIAL TRANSLATION

NV BEKAERT SA

Limited company at 8550 Zwevegem (Belgium)
Bekaertstraat 2

BTW BE 0405.388.536 RPR Kortrijk

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

The shareholders, the holders of subscription rights and the holders of debentures are requested to attend the Annual General Meeting of Shareholders to be held on **Wednesday 8 May 2013 at 10:30 a.m.** at **Kortrijk Xpo Meeting Center, Doorniksesteenweg 216 (P7), 8500 Kortrijk.**

AGENDA

1. Annual report of the Board of Directors on the financial year 2012, including comments from the Nomination and Remuneration Committee on the remuneration report included in the corporate governance statement
2. Report of the Statutory Auditor on the financial year 2012
3. Approval of the remuneration report on the financial year 2012
Proposed resolution: the General Meeting approves the remuneration report of the Board of Directors on the financial year 2012.
4. Approval of the annual accounts for the financial year 2012, and appropriation of the results
Proposed resolution: the annual accounts for the financial year 2012 as presented by the Board of Directors are approved. The result for the year is € -157 726 209. The General Meeting resolves to appropriate the result as follows:

- profit brought forward from previous year:	€ 91 920 479
- transfer from reserves:	€ 116 007 786
- profit for distribution (gross dividend):	€ 50 202 056

The General Meeting resolves to distribute a gross dividend of € 0.85 per share.

Question time

5 Discharge to the Directors and the Statutory Auditor

Proposed resolution: the General Meeting resolves as follows:

- 5.1. The Directors are discharged from the performance of their duties during the financial year 2012.
- 5.2. The Statutory Auditor is discharged from the performance of their duties during the financial year 2012.

6 Re-appointment of Directors

The term of office of the Directors Messrs Roger Dalle, François de Visscher, Bernard van de Walle de Ghelcke and Baudouin Velge, as well as the term of office of the independent Director Lady Barbara Thomas Judge expire today.

Proposed resolution: on the motion of the Board of Directors, the General Meeting resolves as follows:

- 6.1 Mr Roger Dalle is re-appointed as Director for a term of two years, up to and including the Annual General Meeting to be held in 2015.
- 6.2 Mr François de Visscher is re-appointed as Director for a term of three years, up to and including the Annual General Meeting to be held in 2016.
- 6.3 Mr Bernard van de Walle de Ghelcke is re-appointed as Director for a term of three years, up to and including the Annual General Meeting to be held in 2016.
- 6.4 Mr Baudouin Velge is re-appointed as Director for a term of three years, up to and including the Annual General Meeting to be held in 2016.
- 6.5 Lady Barbara Thomas Judge is re-appointed as independent Director, within the meaning of Article 526ter of the Companies Code and of provision 2.3 of the Code on Corporate Governance, for a term of three years, up to and including the Annual General Meeting to be held in 2016: it appears from information available to the Company and from information provided by Lady Judge that she continues to satisfy the applicable requirements with respect to independence.

7 Re-appointment of the Statutory Auditor

Proposed resolution: on the motion of the Board of Directors, acting upon the proposal of the Audit and Finance Committee, and upon nomination by the Works Council, the General Meeting resolves to re-appoint the civil company in the form of a co-operative company with limited liability Deloitte Bedrijfsrevisoren BV o.v.v.e. CVBA, having its registered office at Berkenlaan 8b, 1831 Diegem (Belgium), represented by Mr Joël Brehmen, whose term of office expires today, as Statutory Auditor for a term of three years, up to and including the Annual General Meeting to be held in 2016. The Statutory Auditor is entrusted with the control of the annual accounts and of the consolidated annual accounts.

8 Remuneration of the Directors

Proposed resolution: on the motion of the Board of Directors, the General Meeting resolves as follows:

- 8.1 The remuneration of each Director, except the Chairman, for the performance of his duties as member of the Board during the financial year 2013 is kept at the set amount of € 38 000, and at the variable amount of € 2 500 for each meeting of the Board of Directors attended in person.
- 8.2 The remuneration of each Director, except the Chairman and the Managing Director, for the performance of his duties as member of a Committee of the Board during the financial year 2013 is kept at the variable amount of € 1 500 for each Committee meeting attended in person.

9 Remuneration of the Statutory Auditor

Proposed resolution: on the motion of the Board of Directors, the General Meeting resolves as follows:

- 9.1 The remuneration of the Statutory Auditor is kept at € 110 000 for the control of the annual accounts for the financial year 2012, and at € 198 868 for the control of the consolidated annual accounts for the financial year 2012.
- 9.2 The remuneration of the Statutory Auditor for the financial years 2013 through 2015 is set at € 95 000 per year for the control of the annual accounts, and at € 198 868 per year for the control of the consolidated annual accounts, subject to modification with the approval of the General Meeting and the Statutory Auditor.

10 Approval of change of control provisions 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 approve the change of control provisions included in the following agreements:

- (a) Joint venture agreement:
 - between the Company and Southern Steel Berhad, 8 May 2012;
- (b) Agreement for the supply of products:
 - by the Company and its affiliates to The Goodyear Tire & Rubber Company, 3 July 2012;
 - by the Company and its affiliates to Manufacture Française des Pneumatiques Michelin, 15 January 2013;
- (c) Credit Facility Agreement:
 - between Bekaert Coördinatiecentrum NV as borrower, the Company as guarantor, and BNP Paribas Fortis SA/NV as lender, 11 February 2013.

Explanation: in the event of a change of control of the Company:

- the agreement referred to in (a) above entitles the other party to terminate the agreement prematurely, in which case it will be obliged to transfer its shares in the joint venture company to the Company;
- each of the agreements referred to in (b) above entitles the other party to terminate the agreement prematurely;
- the agreement referred to in (c) above entitles the lender to terminate the credit facility prematurely and/or to claim the early repayment of the credit facility.

11 Communication of the consolidated annual accounts of the Bekaert Group for the financial year 2012, and of the annual report of the Board of Directors and the report of the Statutory Auditor on the consolidated annual accounts

FORMALITIES

In order to exercise their rights at this Annual General Meeting the shareholders, the holders of subscription rights and the holders of debentures must comply with the following rules:

1. Record date

The right to attend the Annual General Meeting will be granted only to shareholders, holders of subscription rights and holders of debentures whose securities are registered in their name on the record date, i.e. at 24:00 hours Belgium time on **Wednesday 24 April 2013**, either in the

Company's registers of registered securities (for registered shares or subscription rights) or in an account with a recognized account holder or a clearing agent (for non-material shares or debentures).

2. Notification

In addition, the shareholders, the holders of subscription rights and the holders of debentures whose securities are registered on the record date of Wednesday 24 April 2013 must notify the Company no later than **Thursday 2 May 2013** that they wish to attend the Annual General Meeting, as follows:

- The owners of registered shares or subscription rights wishing to attend the Annual General Meeting in person must complete the attendance form included as part of their individual notice and notify the form to the Company no later than Thursday 2 May 2013.
- The owners of non-material shares or debentures must cause a certificate attesting the number of their non-material securities with which they wish to attend to be produced by one of the following banking institutions no later than Thursday 2 May 2013:
 - in Belgium: ING Belgium, Bank Degroof, BNP Paribas Fortis, KBC Bank, Belfius Bank;
 - in France: Société Générale;
 - in The Netherlands: ABN AMRO Bank;
 - in Switzerland: UBS.

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

3. Powers of attorney

The owners of registered shares who are unable to attend the Annual 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 notify the form to the Company no later than **Thursday 2 May 2013**.

The owners of non-material shares who are unable to attend the Annual General Meeting in person but want to vote by proxy must complete a copy of the power of attorney form available from the website address mentioned in paragraph 6 below and notify the form, together with their above-mentioned certificate, to one of the above-mentioned banking institutions no later than **Thursday 2 May 2013**.

Shareholders must carefully read and comply with the instructions appearing on the power of attorney form in order to be validly represented at the Annual General Meeting.

4. Right to add agenda items and file resolution proposals

One or more shareholders holding together at least 3% of the share capital of the Company may add items to the agenda of the Annual General Meeting and may file resolution proposals relating to items already on or to be added to the agenda, by notifying the Company in writing no later than **Tuesday 16 April 2013**.

In any such case the Company will publish a revised agenda no later than **Tuesday 23 April 2013**.

Shareholders must carefully read and comply with the instructions appearing on the website address mentioned in paragraph 6 below in this respect.

5. Right to ask questions

Shareholders may ask written questions to the Board of Directors or to the Statutory Auditor ahead of the Annual General Meeting by notifying such questions to the Company no later than **Thursday 2 May 2013**.

Shareholders must carefully read and comply with the instructions appearing on the website address mentioned in paragraph 6 below in this respect.

6. Company addresses - Documents - Information

All notifications referred to in the present notice must be addressed to one of the following addresses:

NV Bekaert SA
Company Secretary - General Meetings
President Kennedypark 18
BE-8500 Kortrijk
Belgium

Telefax: + 32 56 23 05 46 - attention Company Secretary - General Meetings

E-mail address: generalmeetings@bekaert.com

Each of the deadlines mentioned in the present notice means the latest date on which the pertinent notification must be received by the Company.

All documents and other information required for purposes of the Annual General Meeting are available from the above-mentioned addresses or from the following website address:
www.bekaert.com/generalmeetings

The Board of Directors