

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 10 April 2014, the shareholders, the holders of subscription rights and the holders of debentures are requested to attend a second Extraordinary General Meeting of Shareholders to be held on **Wednesday 14 May 2014 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 Special report of the Board of Directors
Report of the Board of Directors pursuant to Article 604 of the Companies Code, to specify the special circumstances in which the Board of Directors may use the authorized capital and the Board's objectives in doing so.
- 2 Extension of the authority to purchase the Company's shares
Proposed resolution: the general meeting resolves to extend the authority granted to the Board of Directors to purchase shares of the Company to prevent a threatened serious harm, and therefore to replace the text of the fourth paragraph of Article 12 of the Articles of Association with the following text:
"The board of directors is also authorized to acquire shares of the Company for its own account when such acquisition is necessary to prevent a threatened serious harm to the Company, including a public take-over bid for the Company's securities. Such authorization is granted for a period of three years beginning from the publication in the Annexes to the Belgian Official Journal of the authorizing resolution of the extraordinary general meeting of shareholders of 14 May 2014. Such authorization may be extended for periods of three years."
- 3 Extension of certain provisions relative to the authorized capital
Proposed resolution: the general meeting resolves to extend for three years the authority granted to the Board of Directors, subject to Articles 603 et seq., and in particular Article 607, of

the Companies Code, to increase the registered capital of the Company in the case of a public take-over bid for the Company's securities, by a resolution to be adopted by simple majority, and accordingly to replace the text of Article 44, 4° of the Articles of Association with the following text:

"4° The board of directors is authorized, for a period of three years from the publication in the Annexes to the Belgian Official Journal of the authorizing resolution of the extraordinary general meeting of shareholders of 14 May 2014, to increase the Company's registered capital – by making use of the authorized capital – upon receipt by the Company of a notice from the Financial Services and Markets Authority of a public take-over bid for the Company's securities, provided however:

- that the shares issued pursuant to the capital increase have to be fully paid up upon issue;
- that the issue price of such shares cannot be lower than the price of the bid; and
- that the number of shares issued pursuant to the capital increase cannot exceed ten per cent of the issued shares representing the capital prior to the capital increase."

4 Interim provisions

Proposed resolution: the general meeting resolves to replace the existing interim provisions at the end of the Articles of Association with the following text:

"(a) The authority granted to the board of directors to acquire own shares pursuant to Article 12, fourth paragraph, of the Articles of Association by the resolution of the extraordinary general meeting of 9 May 2012 will continue in effect until the publication of the new authorization relative to the purchase of own shares referred to above.

(b) The authority granted to the board of directors relative to the authorized capital pursuant to Article 44, 4° of the Articles of Association by the resolution of the extraordinary general meeting of 9 May 2012 will continue in effect until the publication of the new authorization relative to the authorized capital referred to above."

FORMALITIES

In order to exercise their rights at this Extraordinary 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 Extraordinary 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 30 April 2014**, 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 30 April 2014 must notify the Company no later than **Thursday 8 May 2014** that they wish to attend the Extraordinary General Meeting, as follows:

- 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 notify the form to the Company no later than Thursday 8 May 2014.

- 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 8 May 2014:
 - 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 Extraordinary 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 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 notify the form to the Company no later than **Thursday 8 May 2014**.

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 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 8 May 2014**.

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

4. No right to add agenda items and file resolution proposals

As the agenda of this Extraordinary General Meeting must be identical to the agenda of the first Extraordinary General Meeting held on 10 April 2014, shareholders are not entitled to add items to the agenda or to file resolution proposals.

5. Right to ask questions

Shareholders may ask written questions to the Board of Directors ahead of the Extraordinary General Meeting by notifying such questions to the Company no later than **Thursday 8 May 2014**.

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 Extraordinary General Meeting are available from the above-mentioned addresses or from the following website address:
www.bekaert.com/generalmeetings

The Board of Directors