

UNOFFICIAL TRANSLATION

## NV BEKAERT SA

Limited liability company at 8550 Zwevegem (Belgium)  
Bekaertstraat 2

BTW BE 0405.388.536 RPR Gent, division Kortrijk

### NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

The shareholders, the holders of subscription rights, the holders of debentures, and the holders of convertible debentures are requested to attend the Annual General Meeting of Shareholders to be held on **Wednesday 9 May 2018** 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 2017, 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 2017
3. Approval of the remuneration report on the financial year 2017  
*Proposed resolution:* the General Meeting approves the remuneration report of the Board of Directors on the financial year 2017.
4. Approval of the annual accounts for the financial year 2017, and appropriation of the results  
*Proposed resolution:* the annual accounts for the financial year 2017 as prepared by the Board of Directors are approved. The after-tax result for the year is € 91 404 573.57. The General Meeting resolves to appropriate the result as follows:

- transfer to statutory reserves:	- € 73 300.00
- transfer to other reserves:	- € 29 177 831.67
- profit for distribution:	€ 62 153 441.90

The General Meeting resolves to distribute a gross dividend of € 1.10 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 2017.
- 5.2. The Statutory Auditor is discharged from the performance of their duties during the financial year 2017.

## 6. Appointment and re-appointment of Directors

The term of office of the independent Directors Alan Begg and Mei Ye, as well as the term of office of the Director Matthew Taylor expire today. Mr Begg is not eligible for re-appointment. The Board of Directors has nominated Mr Colin Smith for Board membership.

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

- 6.1 Mr Colin Smith is 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 four years, up to and including the Annual General Meeting to be held in 2022: it appears from information available to the Company and from information provided by Mr Smith that he satisfies the applicable requirements with respect to independence.
- 6.2 Mr Matthew Taylor is re-appointed as Director for a term of four years, up to and including the Annual General Meeting to be held in 2022.
- 6.3 Ms Mei Ye 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 four years, up to and including the Annual General Meeting to be held in 2022: it appears from information available to the Company and from information provided by Ms Ye that she continues to satisfy the applicable requirements with respect to independence.

## 7 Remuneration of the Directors

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

- 7.1 The remuneration of each Director, except the Chairman, for the performance of the duties as member of the Board during the financial year 2018 is kept at the set amount of € 42 000, and at the variable amount of € 4 200 for each meeting of the Board of Directors attended in person (with a maximum of € 25 200 for six meetings).
- 7.2 The remuneration of the Chairman of the Audit and Finance Committee for the performance of the duties as Chairman and member of such Committee during the financial year 2018 is kept at the variable amount of € 4 000 for each Committee meeting attended in person.
- 7.3 The remuneration of each Director, except the Chairman of the Board, the Chairman of the Audit and Finance Committee and the Managing Director, for the performance of the duties as Chairman or member of a Committee of the Board during the financial year 2018 is kept at the variable amount of € 3 000 for each Committee meeting attended in person.
- 7.4 The remuneration of the Chairman of the Board of Directors for the performance of all his duties in the Company during the financial year 2018 is kept at € 250 000. With the exception of support items, such as a service car, infrastructure, telecommunication, risk insurance and expense reimbursement, the Chairman shall not be entitled to any additional remuneration in accordance with the Company's remuneration policy.

## 8 Remuneration of the Statutory Auditor

*Proposed resolution:* the General Meeting resolves to keep the remuneration of the Statutory Auditor for the control of the annual accounts for the financial year 2017 at € 90 000, and to

keep the remuneration for the control of the consolidated annual accounts for the financial year 2017 at € 217 000.

- 9 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 applying to the Company and included in the following documents:
- (a) The Long-Term Supply and Purchase Agreement of 13 July 2017 between Pirelli Tyre S.p.A. and the Company regarding the supply of steel cord and bead wire.
  - (b) The Long-Term Supply and Purchase Agreement of 13 July 2017 between Prometeon Tyre Group S.r.l. and the Company regarding the supply of steel cord and bead wire.
  - (c) The Steel Tire Cord Supply Agreement of 28 February 2018 between Bridgestone Corporation and the Company regarding the supply of steel cord.
  - (d) The Investment Credit Facility Agreement of 27 July 2017 between BNP Paribas Fortis SA/NV as lender, and the Company and Bekaert Coördinatiecentrum NV as borrower, in accordance with the terms of which the lender makes available to the borrower an investment credit facility in a maximum aggregate amount of € 50 000 000.
  - (e) The Revolving Loan Facility Agreement of 27 July 2017 between BNP Paribas Fortis SA/NV as lender, and the Company and Bekaert Coördinatiecentrum NV as borrower, in accordance with the terms of which the lender makes available to the borrower a revolving loan facility in a maximum aggregate amount of € 50 000 000.
  - (f) The Term Loan Agreement of 31 October 2017 between ING Belgium NV/SA as bank and the Company as borrower, in accordance with the terms of which the bank makes available to the borrower a term loan facility in an aggregate amount of € 50 000 000.
  - (g) The Revolving Credit Facility Agreement of 31 October 2017 between ING Belgium NV/SA as bank and the Company and Bekaert Coördinatiecentrum NV as borrower, in accordance with the terms of which the bank makes available to the borrower a revolving credit facility in an aggregate amount of € 25 000 000.

*Explanation:*

- On the terms set forth in Section 13.3 of the Agreement referred to at (a) above, in the event control of the Company or the Company's steel cord business is acquired by a competitor of Pirelli Tyre S.p.A. in manufacturing tyres, Pirelli Tyre S.p.A. shall have the right to terminate the Agreement.
- On the terms set forth in Section 13.3 of the Agreement referred to at (b) above, in the event control of the Company or the Company's steel cord business is acquired by a competitor of Prometeon Tyre Group S.r.l. in manufacturing tyres, Prometeon Tyre Group S.r.l. shall have the right to terminate the Agreement.
- On the terms set forth in Sections 8.3 and 13.2 of the Agreement referred to at (c) above, Bridgestone Corporation is entitled to terminate the contract prematurely in certain cases of change of control of the Company.
- On the terms set forth in Clause 15 of the Agreement referred to at (d) above, in the event of a change of control of the Company, BNP Paribas Fortis SA/NV may cancel the whole or any part of the facility and/or declare the whole or any part of the facility to be immediately due and repayable. The proposed resolution is submitted to the General Meeting in accordance with Clause 4.2(a) of the Agreement.
- On the terms set forth in Clause 15 of the Agreement referred to at (e) above, in the event of a change of control of the Company, BNP Paribas Fortis SA/NV may cancel the whole or any part of the facility and/or declare the whole or any part of the facility to be immediately due and repayable. The proposed resolution is submitted to the General Meeting in accordance with Clause 4.3(a) of the Agreement.
- On the terms set forth in Clause 7.1 of the Agreement referred to at (f) above, in the event of a change of control of the Company, ING Belgium NV/SA may cancel the facility and/or declare the facility to be immediately due and repayable.

- On the terms set forth in Clause 7.1 of the Agreement referred to at (g) above, in the event of a change of control of the Company, ING Belgium NV/SA may cancel the facility and/or declare the facility to be immediately repayable.

10. Approval of the NV Bekaert SA Share Option Plan 2018-2020

*Proposed resolution:* on the motion of the Board of Directors, the General Meeting resolves to approve the NV Bekaert SA Share Option Plan 2018-2020. The plan will offer options to acquire existing Company shares to the members of the Bekaert Group Executive, the Senior Management and a limited number of management employees of the Company and a number of its subsidiaries. There will be one offer of share options in each of the years 2018 through 2020, 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 its 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 calendar years after the year in which the offer has occurred, nor after a period of ten years as from the date of their offer.

11. Approval of the NV Bekaert SA Performance Share Plan 2018-2020

*Proposed resolution:* on the motion of the Board of Directors, the General Meeting resolves to approve the NV Bekaert SA Performance Share Plan 2018-2020. The plan will offer rights with respect to Company shares to the members of the Bekaert Group Executive, the Senior Management and a limited number of management staff members of the Company and a number of its subsidiaries (the rights, "Performance Share Units" and the shares, "Performance Shares"). Each Performance Share Unit entitles the beneficiary to acquire one Performance Share subject to the conditions of the NV Bekaert SA Performance Share Plan 2018-2020. These Performance Share Units will vest following a vesting period of three years, conditional to the achievement of a pre-set performance target. The performance target will be set annually by the Board of Directors, in line with the Company strategy. The precise vesting level of the Performance Share Units will depend upon the actual achievement level of the vesting criterion, with no vesting at all if the actual performance is below the defined minimum threshold. Upon achievement of said threshold, there will be a minimum vesting of 50% of the granted Performance Share Units; full achievement of the agreed vesting criterion will lead to a par vesting of 100% of the granted Performance Share Units, whereas there will be a maximum vesting of 300% of the granted Performance Share Units if the actual performance is at or above an agreed ceiling level. In between these levels, the vesting will be proportionate. It is proposed that, upon vesting, the beneficiaries will also receive the value of the dividends relating to the previous three years with respect to such (amount of) Performance Shares to which the effectively vested Performance Share Units relate. In principle, there will be one Performance Share Unit grant in each of the years 2018 through 2020, and the aggregate number of Performance Share Units to be offered will be determined each year by the Board of Directors on the motion of the Nomination and Remuneration Committee. The Performance Shares will be offered to the beneficiaries for free.

12. Communication of the consolidated annual accounts of the Bekaert Group for the financial year 2017, 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, the holders of debentures, and the holders of convertible 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, holders of debentures, and the holders of convertible debentures whose securities are registered in their name on the record date, i.e. at 24:00 hours Belgium time on **Wednesday 25 April 2018**, 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, debentures or convertible debentures).

### 2. Notification

In addition, the shareholders, the holders of subscription rights, the holders of debentures, and the holders of convertible debentures whose securities are registered on the record date of Wednesday 25 April 2018 must notify the Company no later than **Thursday 3 May 2018** 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 3 May 2018.
- The owners of non-material shares, debentures or convertible 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 3 May 2018:
  - in Belgium: ING Belgium, Bank Degroof Petercam, 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, the holders of debentures, and the holders of convertible 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 3 May 2018**.

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 3 May 2018**.

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 17 April 2018**.

In any such case the Company will publish a revised agenda no later than **Tuesday 24 April 2018**.

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 3 May 2018**.

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  
Bekaertstraat 2  
BE-8550 Zwevegem  
Belgium

Telefax: +32 56 76 61 02 - attention Company Secretary - General Meetings

Email address: [generalmeetings@bekaert.com](mailto: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](http://www.bekaert.com/generalmeetings)

The Board of Directors