

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**

The shareholders, the holders of subscription rights and the holders of debentures are requested to attend the Extraordinary General Meeting of Shareholders to be held on **Thursday 19 March 2015 at 11:30 a.m.** at the offices of the Company, Otegemstraat 83, 8550 Zwevegem.

As the agenda only relates to amendments to the Company's Articles of Association, the Extraordinary General Meeting will be able to validly deliberate and decide only if the attendees represent at least one half of the registered capital. Should this condition not be fulfilled, a second Extraordinary General Meeting will be convened at 11:30 a.m. on Thursday 9 April 2015, which meeting will validly deliberate and decide irrespective of the portion of the capital represented by the shareholders attending the meeting.

### **AGENDA**

#### 1 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 19 March 2015. Such authorization may be extended for periods of three years."

## 2 Transfer of own shares - Amendment to the Articles of Association

*Proposed resolution:* the general meeting resolves to replace the text of the second, third and fourth sentences of the first paragraph of Article 12bis of the Articles of Association with the following text:

"The board of directors is expressly authorized to transfer such shares or profit-sharing bonds on or outside the stock exchange by way of sale, exchange, contribution, conversion of debentures or any other kind of disposal in accordance with Article 622, §2, 2<sup>nd</sup> paragraph, 1<sup>o</sup> of the Companies Code, without the need for a prior consent or other intervention by the general meeting and without limitation in time. In the framework of a share option plan of the Company the transfer shall be at a price equal to the exercise price of the related share options."

## 3 Interim provision

*Proposed resolution:* the general meeting resolves to include the following interim provision at the end of the Articles of Association:

"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."

## 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 **Thursday 5 March 2015**, 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 Thursday 5 March 2015 must notify the Company no later than **Friday 13 March 2015** 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 Friday 13 March 2015.

- 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 **Friday 13 March 2015**:
  - 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 **Friday 13 March 2015**.

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 **Friday 13 March 2015**.

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. 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 Extraordinary 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 **Wednesday 25 February 2015**.

In any such case the Company will publish a revised agenda no later than **Wednesday 4 March 2015**.

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 ahead of the Extraordinary General Meeting by notifying such questions to the Company no later than **Friday 13 March 2015**.

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](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 Extraordinary 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