

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 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

The shareholders, the holders of subscription rights and the holders of debentures¹ are requested to attend the Extraordinary General Meeting of Shareholders to be held on **Wednesday 11 May 2022 at 09:00 a.m.** at Kortrijk Xpo Meeting Center, Doorniksesteenweg 216 (P6), 8500 Kortrijk (Belgium).

As the agenda only relates to proposed resolutions that imply an amendment to the Articles of Association or that require the presence quorum for an amendment to the Articles of Association, the Extraordinary General Meeting will be able to validly deliberate and decide on these matters only if the attendees represent at least one half of the capital. Should this condition not be fulfilled, a second Extraordinary General Meeting will be convened on Thursday 14 July 2022 at 11:30 a.m. Such meeting will validly deliberate and decide irrespective of the portion of the capital represented by the shareholders attending the meeting.

IMPORTANT NOTICE

The Extraordinary General Meeting will be held in a hybrid manner. Consequently, the shareholders, the holders of subscription rights and the holders of debentures¹ will have the possibility to participate on site or remotely by means of an electronic communication tool provided by the Company.

For more information with respect to the organization of the meeting, reference is made to the formalities below, as well as to any additional information the Company may provide in this regard on its website (www.bekaert.com/generalmeetings).

The Company will only grant physical access to the meeting to the extent permitted under the measures taken by the government in force at that time, general recommendations of public authorities and in general if this is justifiable taking into account health and safety considerations.

Depending on the evolution of the health situation and applicable measures during the coming weeks, the Company may further communicate about the participation and organization of the Extraordinary General Meeting through its website (www.bekaert.com/generalmeetings).

¹ Only holders of debentures issued before 1 January 2020 have the right to participate in the Extraordinary General Meeting.

AGENDA

1. Extension of the authorization to the board of directors to acquire and accept in pledge own securities when such acquisition or acceptance is necessary to prevent a threatened serious harm for the Company.

Proposed resolution:

The general meeting resolves to authorize the board of directors, for a period of three years beginning from the publication of this authorization in the Annexes to the Belgian Official Gazette, to acquire and to accept in pledge own shares or certificates relating thereto when such acquisition or acceptance is necessary to prevent a threatened serious harm for the Company, including a public take-over bid for the Company's securities. This authorization shall apply for the board of directors of the Company, for the subsidiaries of the Company and for every third party acting in its own name but on behalf of those companies.

Therefore, the general meeting resolves to, as from the publication of this decision in the Annexes to the Belgian Official Gazette, replace in the second paragraph of section 2 of article 10 of the Articles of Association the words "13 May 2020" by the words "11 May 2022".

For the avoidance of doubt, if the proposed resolution is not adopted, the existing authorization will continue to apply, and this without prejudice to the possibilities, pursuant to the applicable legal provisions, for the board of directors to acquire and accept in pledge own securities, if no authorization in the Articles of Association or authorization of the general meeting is required.

2. Extension of the authorization to the board of directors to transfer own securities to prevent a threatened serious harm to the Company.

Proposed resolution:

The general meeting resolves to authorize the board of directors, for a period of three years beginning from the publication of this authorization in the Annexes to the Belgian Official Gazette, to transfer own shares, profit-sharing bonds or certificates relating thereto, to prevent a threatened serious harm to the Company, including a public take-over bid for the Company's securities. This authorization shall apply for the board of directors of the Company, for the subsidiaries of the Company and for every third party acting in its own name but on behalf of those companies.

Therefore, the general meeting resolves to, as from the publication of this decision in the Annexes to the Belgian Official Gazette, replace in the second paragraph of section 2 of article 11 of the Articles of Association the words "13 May 2020" by the words "11 May 2022".

For the avoidance of doubt, if the proposed resolution is not adopted, the existing authorization will continue to apply, and this without prejudice to the possibilities, pursuant to the applicable legal provisions, for the board of directors to transfer own securities, if no authorization in the articles of association or authorization of the general meeting of shareholders is required.

3. Extension of the authorization to the board of directors to increase the capital within the framework of a public take-over bid.
- Reading and examination of the report drawn up by the board of directors related to the authorized capital.

Proposed resolution:

The general meeting resolves to expressly authorize the board of directors to increase the capital, even after the date that the Company receives the notification from the FSMA that it has been informed of a public take-over bid for the Company's securities. This authorization shall be valid with regard to public takeover bids of which the Company receives the aforementioned notification at most three years after this decision.

Therefore, the general meeting resolves to, as from the publication of this decision in the Annexes to the Belgian Official Gazette, replace in the seventh paragraph of article 41 of the Articles of Association the words "13 May 2020" by the words "11 May 2022."

For the avoidance of doubt, if the proposed authorization is not approved, the existing authorization to increase the capital within the framework of a public take-over bid will continue to apply.

It is specified that the extension of the authorizations to acquire, accept in pledge and transfer own securities (agenda items 1 and 2) and the extension of the authorization to increase the capital (agenda item 3) require a majority of three quarters of the votes cast, with abstentions not counting in either the numerator or in the denominator.

USE OF THE LUMI PLATFORM

Shareholders, holders of subscription rights and holders of debentures¹ who wish to do so, can use the Lumi platform

- to complete the formalities for participating in the meeting, and
- to participate virtually in the meeting.

More information on the procedure can be found on Lumi's website: www.lumiconnect.com and on Bekaert's website (www.bekaert.com/generalmeetings).

Those wishing to participate virtually must first complete all the participation formalities listed below within the set time limits via the Lumi platform and will then receive the procedure and login details to participate in the meeting.

Users of the Lumi platform should ensure that their device and the internet connection they are using are adequate and stable, in order to be able to virtually participate in the meeting on a proper manner and enjoy all proposed functionalities. The Company cannot be held responsible if one would experience connection problems, technical problems or equipment malfunction attributable to his/her own internet connection and/or device.

FORMALITIES

In order to exercise their rights at this Extraordinary General Meeting, the shareholders, the holders of subscription rights and the holders of debentures¹ 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 debentures¹ whose securities are registered in their name on the record date, i.e. at 24:00 hours Belgium time on **Wednesday 27 April 2022**, 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 settlement institution (for dematerialized shares or debentures¹).

2. Notification

In addition, the shareholders, the holders of subscription rights and the holders of debentures¹ whose securities are registered on the record date of Wednesday 27 April 2022 must notify the Company no later than **Thursday 5 May 2022** that they wish to participate in the Extraordinary General Meeting, as follows:

- The owners of registered shares or subscription rights wishing to attend the Extraordinary General Meeting must complete the attendance form included as part of their individual notice and notify the form to the Company no later than Thursday 5 May 2022. For owners of registered shares who vote by proxy, it suffices to submit the power of attorney to the Company.

For owners of registered shares or subscription rights who choose to use the Lumi platform, this platform allows them to directly declare their intention to participate in the Extraordinary General Meeting, subject to the above-mentioned deadline.

- The owners of dematerialized shares or debentures¹ must submit a certificate, attesting the number of their dematerialized securities with which they wish to participate, prepared by a recognised account holder or settlement institution, to one of the following banking institutions no later than Thursday 5 May 2022:
 - 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.

Owners of dematerialized shares who choose to use the Lumi platform do not need to have the certificate prepared by a recognized account holder or settlement institution because this is done automatically through the Lumi platform.

The holders of subscription rights and the holders of debentures¹ cannot participate in the Extraordinary General Meeting by proxy, and have no voting rights.

3. Powers of attorney

The owners of registered shares who want to vote by proxy must complete the power of attorney form included as part of their individual notice and submit the form to the Company no later than **Thursday 5 May 2022**.

The owners of dematerialized shares who want to vote by proxy must complete a copy of the power of attorney form available from the website address mentioned in paragraph 9 below and notify the form, together with their above-mentioned certificate, to one of the above-mentioned banking institutions no later than **Thursday 5 May 2022**.

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.

For shareholders who choose to use the Lumi platform, this platform allows them to complete and submit proxies electronically, subject to the above-mentioned deadline.

4. Admittance

Every natural person attending the meeting in his/her capacity as shareholder, proxy holder or representative of a legal person must be able to show proof of his/her identity. Representatives of legal persons must prove their capacity of corporate body or special proxy holder.

The obtention by shareholders of personal login details in connection with their participation in the digital meeting via the Lumi platform shall constitute full proof of identity in the aforementioned sense.

5. Virtually participating in and voting during the Extraordinary General Meeting

Shareholders who wish to do so can virtually participate in and vote during the Extraordinary General Meeting via the Lumi platform.

The Lumi platform enables shareholders to (i) be directly, simultaneously and continuously informed of the discussions at the Extraordinary General Meeting, (ii) exercise the right to vote on all items on which the Extraordinary General Meeting is required to decide, and (iii) participate in the deliberations and exercise the right to ask questions.

In accordance with article 7:137 of the Belgian Code on Companies and Associations, shareholders who virtually participate in and vote during the Extraordinary General Meeting through the Lumi platform will be deemed to be present. The Lumi platform allows the Company to verify the capacity and identity of the shareholders.

6. Right to add agenda items and file resolution proposals

One or more shareholders holding together at least 3% of the 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 **Tuesday 19 April 2022**.

In such case, the Company will publish a revised agenda no later than **Tuesday 26 April 2022**.

Shareholders must carefully read and comply with the instructions published on the website address mentioned in paragraph 9 below in this respect.

7. Right to ask questions

Shareholders, holders of subscription rights and holders of debentures¹ may ask written questions to the Board of Directors and the statutory auditor ahead of the Extraordinary General Meeting by submitting such questions to the Company no later than **Thursday 5 May 2022**.

Instructions in this regard can be found at the website address listed in paragraph 9 below.

For shareholders, holders of subscription rights and holders of debentures¹ who choose to use the Lumi platform, this platform allows them to forward written questions in advance, subject to the above-mentioned deadline.

Shareholders, holders of subscription rights and holders of debentures¹ who participate virtually in the Extraordinary General Meeting may also ask questions during the meeting via the Lumi platform. More information in this regard will be communicated via the website address mentioned in paragraph 9 below.

8. Data Protection

The Company is responsible for the processing of personal data it receives from the shareholders, the holders of other securities issued by the Company and proxy holders in the context of the general meeting. The processing of such data will be carried out for the purpose of the organization and conduct of the general meeting. The data include, amongst others, identification data, the number of shares and other securities issued by the Company, proxies and voting instructions. This data may also be transferred to third parties (such as banks) for the purposes of services to the Company in connection with the foregoing. The personal data will not be kept longer than necessary in the light of the aforementioned purpose. Shareholders, holders of other securities issued by the Company and proxy holders can obtain more information and assert their rights with regard to their personal data they provided to the Company by contacting the Company by e-mail at privacy@bekaert.com or a complaint can be filed with the Data Protection Authority at www.dataprotectionauthority.be.

9. 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

Email address: generalmeetings@bekaert.com

Each of the deadlines mentioned in the present notice means the latest date on which the relevant 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