

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 and the holders of debentures¹ are requested to attend the Extraordinary General Meeting of Shareholders to be held on **Tuesday 25 February 2025 at 16:30 p.m.** at the offices of the Company, Bekaertstraat 2, 8550 Zwevegem (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 Wednesday 14 May 2025 at 09:00 a.m. Such meeting will validly deliberate and decide irrespective of the portion of the capital represented by the shareholders attending the meeting.

AGENDA

1. Authorization to the Board of Directors to increase the capital
 - Reading and examination of the report drawn up by the Board of Directors in accordance with article 7:199 of the Code on Companies and Associations, setting out the special circumstances, in which the authorized capital may be used, and the objectives pursued in this respect.
 - Authorization to the Board of Directors to increase the capital.

Proposed resolutions:

The General Meeting resolves to authorize the Board of Directors to increase the capital, in one or more times, including by issuing convertible debentures or subscription rights, with a maximum amount (exclusive of the issue premium) of (i) 50% of the share capital for capital increases with (statutory or non-statutory) preferential subscription rights for the shareholders,

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

and (ii) 10% of the share capital for any other capital increases, for a period of five years beginning from the publications of this decision in the Annexes to the Belgian Official Gazette. As from that date, the existing authorization to increase the capital, given by the Extraordinary General Meeting of 13 May 2020, will lapse, and the proposed authorization will replace it.

Therefore, the General Meeting resolves to, as from the publication of this decision in the Annexes to the Belgian Official Gazette, to replace article 41 with the following text:

“The board of directors shall be authorized to increase the capital, in one or more times, including by issuing convertible debentures or subscription rights, with a maximum amount (exclusive of the issue premium) of:

- (i) seventy-nine million eight hundred ninety-one thousand euros (€ 79,891,000.00) for capital increases with (statutory or non-statutory) preferential subscription rights for the shareholders, and*
- (ii) fifteen million nine hundred seventy-eight thousand two hundred euros (€ 15,978,200.00) for any other capital increases.*

The board of directors may use this authorization for five years beginning from the publication of this authorization granted on 25 February 2025.

Such capital increases shall be effected in accordance with the conditions prescribed by the board of directors, e.g. (i) by means of a contribution in cash or in kind, or by means of a mixed contribution within the limitations set forth in the applicable legal provisions, (ii) by conversion of reserves, profit carried-forward, share premiums or other equity components, or otherwise, (iii) with or without issuing new shares, below, above, or at the fractional value of the existing shares of the same class, with or without share premium, or other securities; or (iv) by means of issuing convertible debentures or subscription rights (whether or not attached to another security) or other securities.

The board of directors may use this authorization to increase the capital inter alia in the context of an option plan.

The board of directors may use this authorization for (i) capital increases or issues of convertible debentures or subscription rights (whether or not attached to another security) where the preferential subscription right of the shareholders shall be limited or excluded; (ii) capital increases or issues of convertible debentures where the preferential subscription right shall be limited or excluded for the benefit of one or more specified persons, other than members of the personnel, and (iii) capital increases by conversion of the reserves.

On the occasion of a capital increase within the limits of the authorized capital, the board of directors shall be authorized to request an issue premium, which shall be mentioned on one or more separate accounts under equity in the liabilities in the balance sheet.

The board of directors shall, with the possibility of delegation, be authorized to have recorded the amendments to the articles of association that arise from the use of these authorizations.”

The General Meeting will be requested to vote separately on the proposals under 1(i) and 1(ii). If only the proposal under 1(i) is approved, the text under 1(ii) will not be incorporated in the Articles of Association (and vice versa).

It is specified that the approval of the authorization to increase the capital requires 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 and holders of debentures¹ are encouraged to use the Lumi platform to complete the formalities for participating in the meeting. You cannot participate in the meeting virtually.

More information on the procedure can be found on Lumi's website (www.lumiconnect.com) and on Bekaert's website (<https://www.bekaert.com/en/investors/corporate-governance/general-meetings>).

FORMALITIES

In order to exercise their rights at this Extraordinary General Meeting, the shareholders 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 and holders of debentures¹ whose securities are registered in their name on the record date, i.e. at 24:00 hours Belgium time on **Tuesday 11 February 2025**, either in the Company's registers of registered securities (for registered shares) or in an account with a recognized account holder or a central securities depository (for dematerialized shares or debentures¹).

2 Notification

In addition, the shareholders and the holders of debentures¹ whose securities are registered on the record date of Tuesday 11 February 2025 must notify the Company no later than **Wednesday 19 February 2025** that they wish to attend the Extraordinary General Meeting, as follows:

- The owners of registered shares wishing to attend the Extraordinary General Meeting must complete and sign the attendance form included as part of their individual notice and submit the form to the Company no later than Wednesday 19 February 2025. 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 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 central securities depository, to one of the following banking institutions no later than **Wednesday 19 February 2025**:
 - 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 central securities depository because this is done automatically through the Lumi platform.

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

3 Proxies

The owners of registered shares who want to vote by proxy must complete and sign the power of attorney form included as part of their individual notice and submit the form to the Company no later than **Wednesday 19 February 2025**.

The owners of dematerialized shares who want to vote by proxy must complete and sign a copy of the power of attorney form available from the website address mentioned in paragraph 8 below and submit the form, together with their above-mentioned certificate, to one of the above-mentioned banking institutions no later than **Wednesday 19 February 2025**.

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 entity must be able to show proof of his/her identity.

The organic representatives of legal entities must also prove their capacity of corporate body.

5 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 **Monday 3 February 2025**.

In any such case, the Company will publish a revised agenda no later than **Monday 10 February 2025**.

Shareholders must carefully read and comply with the instructions appearing on the website address mentioned in paragraph 8 below in this respect.

6 Right to ask questions

Shareholders and holders of debentures¹ may ask written questions (related to the agenda items) 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 **Wednesday 19 February 2025**.

Instructions in this regard can be found at the website address listed in paragraph 8 below.

For shareholders 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.

7 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. These 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/citizen.

8 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
Email 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: <https://www.bekaert.com/en/investors/corporate-governance/general-meetings>.

The Board of Directors