

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, the holders of debentures¹, and the holders of convertible debentures are requested to attend the Extraordinary General Meeting of Shareholders to be held on **Thursday 15 July 2021 at 11:30 a.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 Tuesday 21 September 2021 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.

AGENDA

1. Right to attend a general meeting and to vote

Proposed resolution:

The general meeting resolves to add in paragraph 1 of article 28 of the articles of association the words "*on the record date*" after the word "*shareholder*".

2. Remote voting prior to the general meeting

Proposed resolution:

The general meeting resolves, in accordance with article 7:146 of the Code on Companies and Associations, to introduce the option of allowing shareholders to vote remotely prior to the general meeting and to amend the articles of association as follows:

- to add a new article 32 that reads as follows:
"If permitted by the board of directors in the notice convening the meeting, any shareholder may

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

vote remotely before the general meeting by letter or via the Company's website, through a form which shall be made available by the Company. The signed form for voting by letter must be received by the Company at the latest on the sixth calendar day preceding the date of the meeting. Voting via the Company's website may occur until the calendar day before the date of the meeting.

The Company may also organise a remote vote before the meeting through other electronic communication methods.

The board of directors will determine the modalities for a remote vote prior to the general meeting, including the modalities for verifying the capacity and the identity of the people wanting to vote remotely before the general meeting. Either the convening notice or an accessible document to which the convening notice refers (e.g. the Company's website) sets out these modalities.

Shareholders voting remotely before the general meeting must comply with the conditions set out in Article 28."

- renumber articles 32, 33, 34, 35, 36, 37, 38, 39, 40, 41 and 42 as articles 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43.

3. Voting at the general meeting

Proposed resolution:

The general meeting resolves to delete in the (renumbered) article 33 of the articles of association the sentences "Voting is by a show of hands. However, secret voting is used at the request of shareholders representing at least one fifth of the shares or in the case of personal matters."

4. Introduction of double voting right

Proposed resolution:

The general meeting resolves, in accordance with article 7:53 of the Code on Companies and Associations, to grant double voting right to fully paid-up shares that have been registered in the name of the same shareholder in the share register for an uninterrupted period of at least two years and to add the following text to article 31 of the articles of association:

"Fully paid-up shares that have been recorded in the share register in the name of the same shareholder uninterruptedly for at least two years, shall entitle its holder double voting right in accordance with Article 7:53 of the Code on Companies and Associations.

In the event of a capital increase, the double voting right shall be granted, as of the issue, to bonus shares issued in favour of shareholders for old shares for which they have this right.

If a shareholder dematerialises or transfers the ownership of part of its registered shares, then, for the purpose of determining the double voting right, the registered shares most recently recorded in the share register shall be deducted from its total number of registered shares first, unless the dematerialisation request or the transfer documentation expressly stipulates otherwise.

In order to determine the single or double voting right of a shareholder, the Company may rely solely on the recordations in the share register, without prejudice to its right to decide otherwise on the basis of the information known to it and the legal provisions.

If facts or circumstances occur that result in the loss of the double voting right for a shareholder who remains recorded in the share register without any changes, that shareholder must inform the Company thereof immediately and provide the Company with the relevant supporting documents upon first request.

If facts or circumstances occur that result in the preservation of the double voting right despite of a change of shareholder in the share register, the shareholder who claims to possess the double voting right must inform the Company thereof immediately and provide the Company with the relevant supporting documents upon first request.

The shareholders participate in the general meeting with the number of voting rights they possess on the record date."

It is specified that the approval of the amendments to the articles of association under agenda items 1 to 3 requires a majority of three-fourths of the votes cast and that the introduction of double voting right under agenda item 4 requires a majority of two-thirds of the votes cast, with abstentions in both cases not counting in either the numerator or the denominator.

FORMALITIES

In order to exercise their rights at this Extraordinary General Meeting the shareholders, the holders of subscription rights, the holders of debentures¹, and the holders of convertible 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, holders of debentures¹, and holders of convertible debentures whose securities are registered in their name on the record date, i.e. at 24:00 hours Belgium time on **Thursday 1 July 2021**, 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, debentures¹ or convertible debentures).

2. Notification

In addition, the shareholders, the holders of subscription rights, the holders of debentures¹, and the holders of convertible debentures whose securities are registered on the record date of Thursday 1 July 2021 must notify the Company no later than **Friday 9 July 2021** that they wish to participate in the Extraordinary General Meeting, as follows:

- The owners of registered shares or subscription rights wishing to attend the Annual General Meeting must complete the attendance form included as part of their individual notice and notify the form to the Company no later than Friday 9 July 2021. For owners of registered shares who vote by proxy, it suffices to submit the power of attorney to the Company.
- The owners of dematerialized shares, debentures¹ or convertible debentures 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 Friday 9 July 2021:
 - 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 debentures¹, and the holders of convertible debentures 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 **Friday 9 July 2021**.

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 7 below and notify the form, together with their above-mentioned certificate, to one of the above-mentioned banking institutions no later than **Friday 9 July 2021**.

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 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 23 June 2021**.

In such case, the Company will publish a revised agenda no later than **Wednesday 30 June 2021**.

Shareholders must carefully read and comply with the instructions published on the website address mentioned in paragraph 7 below in this respect.

5. Right to ask questions

Shareholders, holders of convertible debentures and holders of subscription rights 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 **Friday 9 July 2021**.

Shareholders, holders of convertible debentures and holders of subscription rights must carefully read and comply with the instructions published on the website address mentioned in paragraph 7 below in this respect.

6. 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.

7. 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