

Remuneration Report

In accordance with article 7:89/1 of the BCCA, the Board of Directors will submit a remuneration policy for the members of the Board of Directors and the Executive Management (members of the BGE), applicable as from 1 January 2021, to the vote of its shareholders at the General Meeting of Shareholders on 12 May 2021.

The Company will publish its remuneration policy on its website after the vote, together with the results of the vote. Any material change to this policy will then have to be approved by the General Meeting of Shareholders, on the motion of the Board of Directors, acting upon proposal from the Nomination and Remuneration Committee ("NRC").

Therefore, any reference to "remuneration policy" in the text below is covering the description of the procedure used in 2020 for developing and setting the remuneration of the members of the Board of Directors and the BGE; and should not be seen as the formal implementation of the remuneration policy in accordance with article 7:89/1 of the BCCA.

1. Description of the procedure used in 2020 for (i) developing a remuneration policy for the non-executive Directors and Executive Management and (ii) setting the remuneration of the individual Directors and Executive Managers

The remuneration policy and the remuneration for the non-executive Directors has been determined by the General Meeting of Shareholders on the motion of the Board of Directors, acting upon proposals from the NRC. The policy was approved by the Annual General Meeting of 10 May 2006 and amended by the Annual General Meetings of 11 May 2011, 14 May 2014 and of 13 May 2020.

The remuneration policy and the remuneration for the Chief Executive Officer has been determined by the Board of Directors, acting upon proposals from the NRC. The Chief Executive Officer is absent from this process, and does not take part in the voting nor the deliberations in this regard. The NRC ensures that the Chief Executive Officer's contract with the Company reflects the remuneration policy. A copy of the Chief Executive Officer's contract is available to any Director upon request to the Chairman.

The remuneration policy and the remuneration for the members of the BGE other than the Chief Executive Officer has been determined by the Board of Directors acting upon proposals from the NRC. The Chief Executive Officer has an advisory role in this process. The NRC ensures that the contract of each BGE member with the Company reflects the remuneration policy. A copy of each such contract is available to any Director upon request to the Chairman.

2. Statement of the remuneration policy used in 2020 for the Board of Directors and members of the BGE

Board of Directors

PURPOSE AND LINK TO STRATEGY

Remuneration is set at a level that is sufficient to attract non-executive Directors with competences required to match the Company's international ambition. They are set to reward non-executive Directors for their role as Board member and specific role as Chairman of the Board, or Chairman or member of the Board Committees, as well as their resulting responsibilities and commitments in time.

OPERATION

Chairman of the Board of Directors

- » The remuneration of the Chairman is determined at the beginning of his term of office, and is in principle set for the duration of such term.
- » The remuneration of the Chairman is determined by the General Meeting of Shareholders on the motion of the Board of Directors, acting upon proposals from the NRC.
- » Fees are paid partly in cash and partly in Company shares, subject to a three-year holding period from grant date.

Other non-executive Directors

- » The remuneration of the other non-executive Directors is determined for the running financial year.
- » The remuneration of the other non-executive Directors is determined by the General Meeting of Shareholders on the motion of the Board of Directors, acting upon proposals from the NRC.
- » Fees are paid in cash, but with the option each year to receive part (0%, 25% or 50%) in Company shares.

The remuneration of the Chairman and of the other non-executive Directors is regularly benchmarked with a selected panel of relevant publicly traded industrial Belgian and international companies of similar size and complexity.

Executive Director

Without prejudice to his remuneration in his capacity as Executive Manager, the Chief Executive Officer is not entitled to receive remuneration for his mandate as executive Director.

FEE STRUCTURE

A modular fee structure is applied for non-executive Directors to ensure that the remuneration fairly reflects their role as Board member and specific role as Chairman of the Board of Directors, or Chairman or member of the Board Committees, as well as their resulting responsi-

bilities and commitment in time.

The remuneration of the Chairman of the Board of Directors is set as follows:

- » a fixed amount of € 200 000 per year;
- » a fixed amount of € 300 000 per year converted into a number of Company shares by applying an average share price; the applied average share price will be the average of the last five closing prices preceding the date of the grant; the Company shares are granted on the last trading day of May of the relevant year and are blocked for a period of three years as from the grant date.

The remuneration of each non-executive Director, except the Chairman, is set as follows:

- » a fixed amount of € 70 000 for the performance of the duties as a member of the Board;
- » a fixed amount of € 20 000 for the performance of the duties as member or Chairman of a Board Committee, and an additional fixed amount of € 5 000 for the Chairman of the Audit, Risk and Finance Committee.
- » The fixed amounts for Board Committee membership or Board Committee chairing are paid on top of the fixed amount for performance of duties as a member of the Board.

PERFORMANCE MEASURES

The Chairman and the other non-executive Directors do not receive any performance-related remuneration that is directly related to the results of the Company. They are not entitled to participate in any of the Company's incentive plans and do not receive stock options or pension benefits.

SHAREHOLDING

Contrary to provision 7.6 of the Code 2020 according to which non-executive Directors should receive part of their remuneration in the form of shares in the Company, non-executive Directors are recommended, but not required, to hold the value of one fixed annual fee in Company shares during the period of their tenure.

Despite the non-mandatory character of this share-holding principle, the Company believes that the long-term view of shareholders is fairly represented at the Board considering that the Chairman is partly remunerated in Company shares subject to a three year lock-up; and seven of the twelve non-executive Directors are appointed upon nomination by the reference shareholder and already hold Company shares (or certificates relating thereto).

OTHER ITEMS

Expenses that are reasonably incurred in the performance of their duties are reimbursed to Directors, upon submission of suitable justification. In making such expenses, the Directors should take into account the Board Member Expense Policy.

Members of the BGE

PURPOSE AND LINK TO STRATEGY

The Company offers competitive total remuneration packages with the objective to attract and retain the best executive and management talent in every part of the world in which the Group is operating. Remuneration is set to reward Executive Managers for performance that creates positive short-term and long-term business results and value creation for the Company.

Executive remuneration consists out of fixed pay, benefits and allowance, short-term incentives and long-term incentives. In addition, Executive Managers are required to build and retain a minimum personal holding in Company shares.

- » Fixed pay is the fixed remuneration paid to an Executive Manager for responsibilities of the job. The Company aims to ensure fixed pay is competitive compared with median market practice. The Executive Manager's potential for further growth, as well as sustained past performance, drive how fixed pay evolves over time.
- » Short-term incentives aim to motivate Executive Managers to support and drive the Company's short-term goals considering a one-year performance horizon. Company overall performance, business unit performance and individual performance drive the ultimate outcome.
- » Long-term incentives reward Executive Managers for contributing to the achievement of the Company's long-term strategy considering a three-year performance horizon. Performance metrics are objective financial metrics aligned with the Company strategy.
- » Benefits and allowance are aligned with local practice and local policies; they are designed to be competitive and cost effective. This includes pension benefits aiming to support Executive Managers in their retirement planning.
- » A minimum personal shareholding requirement aims to align the interest of the Executive Managers with those of the long-term shareholders by creating a link between their personal wealth and the Company's long-term performance. This is facilitated by a voluntary share-matching program.

The remuneration of the Executive Management is benchmarked periodically, but not annually, with a selected panel of relevant publicly traded industrial Belgian and international references.

Executive remuneration is aligned with the remuneration policy of the Group.

REMUNERATION STRUCTURE

Executive remuneration consists out of fixed pay, benefits and allowance, short-term incentives and long-term incentives. In addition, Executive Managers are required to build and retain a minimum personal holding in Company shares.

OPERATION

The remuneration of both the Chief Executive Officer (in his capacity as Executive Manager) and the other BGE members is determined by the Board of Directors acting on a reasoned recommendation from the NRC.

Fixed pay

- » Fixed pay is set by the Board on the recommendation of the NRC with reference to a selected peer group.
- » Annual increases are decided by the Board on the recommendation of the NRC, and are generally aligned with the average salary increases applying to the broader employee population unless there were significant changes to an individual's role and/or responsibilities during the year.

Short-term incentives ("STI")

- » STI for Executive Managers are fully aligned with the Bekaert Variable Pay Plan for all managers worldwide.
- » STI is earned by reference to performance from 1 January to 31 December, and is paid after the year-end of the financial year to which it relates.
- » Objectives are set by the Board of Directors at the beginning of the year upon the recommendation of the NRC. Those objectives include a weighted average of Group, business unit and individual targets, both financial and non-financial, which are relevant in evaluating the annual performance of the Group and progress achieved against the agreed strategic objectives. They are evaluated annually by the Board of Directors.

Long-term incentives ("LTI")

- » Executive Managers participate in the Bekaert Performance Share Plan for all senior managers worldwide.
- » Performance share units are granted each year and represent a conditional Company share that vests after three years upon achievement of pre-set performance conditions.
- » At the beginning of each three-year performance period, the NRC recommends a set of performance criteria based on objective financial metrics derived from the long-term business plan. Those three-year performance criteria are documented and submitted by the NRC to the full Board of Directors for approval.
- » 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.

- » Vested performance share units are delivered in the financial year following the performance period. In Europe, this is delivered in Company shares whereas in the rest of the world this is paid in cash.
- » 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.

PERFORMANCE MEASURES

- » The set of performance criteria used to evaluate the STI is a basket of financial targets (gross profit, underlying EBITDA and working capital) and non-financial targets (such as safety, implementation of transformation programs, improvement on engaged and empowered teams), combined with specific individualized objectives.
- » The performance criteria used to evaluate the long-term remuneration are specific company financials; more in particular an EBITDA growth target and a cumulative cash flow target.

OPPORTUNITY

- » The target value of the STI of the Chief Executive Officer is 75% of fixed pay, and 60% of fixed pay for the other members of the BGE. The maximum opportunity is 200% of this target.
- » The target value of the LTI of the Chief Executive Officer is 85% of fixed pay, and 65% of fixed pay for the other members of the BGE. The maximum vesting is 300% of the target.

At par level, the value of the variable remuneration elements of the Chief Executive Officer and the other members of the BGE exceeds 25% of their total remuneration. More than half of this variable remuneration is based on criteria over a period of three years.

MINIMUM SHAREHOLDING REQUIREMENT

The Chief Executive Officer and the other members of the BGE are required to build a personal shareholding in Company shares within five years from the time of appointment, and to maintain this level for the full period of appointment.

In order to facilitate this, the Company offers a voluntary share-matching plan. The Company matches a personal

investment in Company shares in a given year (up to a maximum 15% of actual gross STI) with a direct grant of Company shares in the third calendar year following this investment, provided the Executive Manager holds on the personal shares.

In case the BGE member leaves the Company before the end of the holding period, the Company will match 1/3rd per started calendar year. No matching occurs in case of resignation or termination for cause.

The retention period for matching shares expires three years after granting these shares in so far the minimum shareholding requirement has been met.

3. Remuneration of the non-executive Directors in respect of 2020

The amount of the remuneration granted directly or indirectly to the non-executive Directors, by the Company or its subsidiaries, in respect of 2020 is set forth on an individual basis below. The non-executive Directors only receive fixed remuneration, partially paid out in cash and partially in shares (cfr. section 4).

in €	Period covering fixed amount	Fixed amount for performance of duties as a member of the Board	Fixed amount for Board Committee membership and/or chairing	Total
Jürgen Tinggren ⁽¹⁾	01.01.2020 - 31.12.2020	450 000 ⁽²⁾	n.a.	450 000
Charles de Liedekerke ⁽³⁾	01.01.2020 - 31.12.2020	63 000	20 000	83 000
Hubert Jacobs van Merlen ⁽⁴⁾	01.01.2020 - 31.12.2020	63 000	25 000	88 000
Mei Ye	01.01.2020 - 31.12.2020	63 000 ⁽²⁾		63 000
Gregory Dalle	01.01.2020 - 31.12.2020	63 000 ⁽²⁾		63 000
Emilie van de Walle de Ghelcke	01.01.2020 - 31.12.2020	63 000 ⁽²⁾		63 000
Christophe Jacobs van Merlen ⁽⁵⁾	01.01.2020 - 31.12.2020	63 000 ⁽²⁾	20 000	83 000
Henri Jean Velge	01.01.2020 - 31.12.2020	63 000 ⁽²⁾		63 000
Colin Smith	01.01.2020 - 31.12.2020	63 000		63 000
Caroline Storme	01.01.2020 - 31.12.2020	63 000		63 000
Henriette Fenger Ellekrog ⁽⁵⁾	13.05.2020 - 31.12.2020	31 500	10 000	41 500
Eriikka Söderström ⁽³⁾	13.05.2020 - 31.12.2020	31 500	10 000	41 500
Celia Baxter ⁽⁵⁾	01.01.2020 - 13.05.2020	31 500	10 000	41 500
Pamela Knapp ⁽³⁾	01.01.2020 - 13.05.2020	31 500	10 000	41 500
Total Directors' Remuneration				1 248 000

⁽¹⁾ Chairman, Chairman of the Nomination and Remuneration Committee, member of the Audit, Risk and Finance Committee.

⁽²⁾ Combination of a cash payment and a share grant, reference is made to section 4 for more details

⁽³⁾ Member of the Audit, Risk and Finance Committee

⁽⁴⁾ Chairman of the Audit, Risk and Finance Committee

⁽⁵⁾ Member of the Nomination and Remuneration Committee

Upon proposal of the Board of Directors, the fixed amount with respect to 2020 for performance of duties as a member of the Board was reduced with 10% in light of the possible impact of the Covid-19 pandemic, and in line with the salary reduction implemented for the Executive and Senior Management. Also for the Chairman the 10% reduction was applied in calendar year 2020. This reduction is already reflected in the table above.

4. Share-based remuneration for non-Executive Directors

The fixed fee of the Chairman is paid partly in cash and partly in Company shares, subject to a three-year holding period from grant date.

For the other non-executive Directors, the fixed fee for performance of duties as a member of the Board are paid in cash, but with the option each year to receive part (0%, 25% or 50%) in Company shares.

Set out below are the number of Company shares granted to non-executive Directors in 2020.

Non-executive Director	Percentage shares	Gross amount in €	Number of shares after taxes	End retention period
Chairman				
Jürgen Tinggren	60%	270 000	6 627	29/05/2023
Non-executive Directors nominated by the principal shareholder				
Gregory Dalle	50%	31 500	943	n.a.
Charles de Liedekerke	0%	0	0	n.a.
Christophe Jacobs van Merlen	50%	31 500	912	n.a.
Hubert Jacobs van Merlen	0%	0	0	n.a.
Caroline Storme	0%	0	0	n.a.
Emilie van de Walle de Ghelcke	25%	15 750	393	n.a.
Henri Jean Velge	50%	31 500	786	n.a.
Independent non-executive Directors				
Celia Baxter	Not applicable			
Henriette Fenger Ellekrog	0%	0	0	n.a.
Pamela Knapp	Not applicable			
Collin Smith	0%	0	0	n.a.
Eriikka Söderström	0%	0	0	n.a.
Mei Ye	25%	15 750	375	n.a.
Total		396 000	10 036	

5. Remuneration of the Chief Executive Officer in respect of 2020 in his capacity as executive Director

Without prejudice to their remuneration in their capacity as Executive Manager, the Chief Executive Officer and the Interim Chief Executive Officer did not receive remuneration for their mandate as executive Director.

6. Remuneration of the Chief Executive Officer in respect of 2020

The amount of the remuneration and other benefits granted directly or indirectly to the Chief Executive Officer and the Interim Chief Executive Officer, by the Company or its subsidiaries, in respect of 2020 for his (Interim) Chief Executive Officer role is set forth below:

	Chief Executive Officer	Interim Chief Executive Officer	Total	Comments
	Matthew Taylor	Oswald Schmid		
Period	01.01.2020 12.05.2020	12.05.2020 31.12.2020		
Fixed pay	316 538	353 026	669 564	Includes base remuneration as well as foreign director fees and the extra responsibility premium for the Interim CEO
STI	0	312 500	312 500	Annual variable remuneration, based on 2020 performance
LTI	0	0	0	Value of vested performance share units (performance period 2017-2019) and vested stock options.
Pension	70 088	49 212	119 300	Defined Contribution and Cash Balance pension plans
Share-matching	83 829	0	83 829	2020 Company matching of 2018 personal investment in Company shares (4 634 units matched)
Other remuneration elements	20 923	19 411	40 334	Includes company car and risk insurances
Total remuneration	491 378	734 149	1 225 527	
Variable remuneration expressed as % of total	17%	43%	32%	Sum of STI, LTI and Share-Matching
Fixed remuneration expressed as % of total	83%	57%	68%	Sum of Fixed Pay, Pension and Other

Fixed pay of Executive and Senior Management, including the Chief Executive Officer and the Interim Chief Executive Officer, was reduced with 10% in the context of Covid-19 as an act of solidarity with employees impacted by unemployment following the pandemic. This reduction is already reflected in the above table.

The evaluation of STI performance criteria over 2020 leads to a payout of 145% versus target for the Interim Chief Executive Officer. The underlying performance measures for 2020 were linked with financial targets (gross profit, underlying EBITDA, working capital), non-financial targets (improvement on engaged and empowered teams) combined with specific individualized objectives. The Company does not disclose the actual targets per criterion, as this would require the disclosure of commercially sensitive information. In accordance with the plan rules of the variable pay plan, no STI has been paid to the former Chief Executive Officer in relation to 2020.

The vesting criterion with regard to the performance share units issued in December 2017, in relation to the 2018-2020 performance horizon, did not meet the threshold level. As a consequence none of the performance share units granted in December 2017 vested in 2020. The underlying performance measures were linked with EBITDA growth targets and a cumulative cash flow target. The Company does not disclose the actual targets per criterion, as this would require the disclosure of commercially sensitive information.

The exercise price of stock options in relation to the previous long-term incentive plans which vested in 2020 was lower than the closing price of a Company share upon vesting date.

7. Remuneration of the other members of the BGE in respect of 2020

The amount of the remuneration and other benefits granted directly or indirectly to the BGE members other than the Chief Executive Officer and the Interim Chief Executive Officer, by the Company or its subsidiaries, in respect of 2020 is set forth below on a global basis.

	Remuneration	Comments
Fixed pay	2 814 284	Includes base remuneration as well as foreign director fees
STI	2 224 981	Annual variable remuneration, based on 2020 performance
LTI	0	Value vested performance share units (performance period 2017-2019) and vested stock options or stock appreciation rights
Pension	626 099	Defined Contribution, Defined Benefit and Cash Balance pension plans
Share-matching	91 307	2020 Company matching of 2018 personal investment in Company shares (3 206 units matched)
Other remuneration elements	401 391	Includes company car, risk insurances, school fees and housing allowance
Total remuneration	6 158 062	
Variable remuneration expressed as % of total	38%	Sum of STI, LTI and Share-Matching
Fixed remuneration expressed as % of total	62%	Sum of Fixed Pay, Pension and Other

The remuneration of Oswald Schmid in his capacity of Chief Operations Officer up to 12 May 2020 is included in the above table, whilst his remuneration in his capacity as Chief Operations Officer and Interim Chief Executive Officer as of 12 May 2020 is included in section 6 above.

Fixed pay of Executive and Senior Management was reduced with 10% in the context of Covid-19 as an act of solidarity with employees impacted by unemployment following the pandemic. This reduction is already reflected in the above table.

The evaluation of STI performance criteria over 2020 leads to a payout of 125% (weighted average) versus target for the other members of the BGE. The underlying performance measures were linked with financial targets (gross profit, underlying EBITDA, working capital), non-financial targets (improvement on engaged and empowered teams) combined with specific individualized objectives. The Company does not disclose the actual targets per criterion, as this would require the disclosure of commercially sensitive information.

The vesting criterion with regard to the performance share units issued in December 2017, in relation to the 2018-2020 performance horizon, did not meet the threshold level. As a consequence, none of the performance share units granted in December 2017 vested in 2020. The underlying performance measure was linked with the increase of the share price. The Company does not disclose the actual targets per criterion, as this would require the disclosure of commercially sensitive information.

The exercise price of stock options in relation to the previous long-term incentive plans which vested in 2020 was lower than the closing price of a Company share upon vesting date.

The pension expense captures a combination of several pension arrangements in place in the different work locations of the BGE members; being Belgium, France and China. The amount mentioned in the above table represents the annual employer contribution for the relevant defined contributions plans, the accrued pay credit for the relevant cash balance plan, the employer contribution into the mandatory second pillar arrangements and IAS19 service cost for defined benefit plans with a collective funding basis.

8. Share-based remuneration for members of the BGE

As of 2018, the long-term incentives are delivered solely through performance share units granted under the 2018-2020 Performance Share Plan proposed by the Board of Directors and approved by the Annual General Meeting on 9 May 2018.

Up to 2017 long-term incentives have been based on a combination of stock options (or, outside of Europe, stock appreciations rights) and performance share units.

The Chief Executive Officer and the other members of the BGE participate in a voluntary share-matching plan.

Performance Share Units

Performance share units related to the performance period 2020-2022 have been granted to the Executive Management on 21 January 2020. Company financials retained as performance targets covering the 2020-2022 performance period are EBITDA Underlying growth and elements of cumulative cash flow.

Because of the exceptional circumstances caused by Covid-19, the Board of Directors has amended the long-term incentive targets for the period 2020-2022 with respect to the performance share units that have been granted in January 2020.

The tables below set forth the overview of share-based remuneration granted to BGE members, including the main characteristics of each plan.

Plan Name	Performance Period	Performance Measures	Grant Date	Vesting Date	Number of PSU granted	Number of unvested PSU start of year	Granted	Forfeited/Expired	Delivered	Number of unvested PSU end of year
Matthew Taylor - Chief Executive Officer										
PSP 2015-2017	2018-2020	Share price	21/12/2017	31/12/2020	6 500	6 500	0	(6 500)	0	0
PSP 2018-2020	2019-2021	EBITDA-U & Cum. CF	15/02/2019	31/12/2021	32 671	32 671	0	(10 890)	0	21 781
PSP 2018-2020	2020-2022	EBITDA-U & Cum. CF	21/01/2020	31/12/2022	27 683	0	27 683	(18 455)	0	9 228
					TOTAL	39 171	27 283	(35 846)	0	31 008
Oswald Schmid - Interim Chief Executive Officer (as of 12 May 2020) and Chief Operations Officer										
PSP 2018-2020	2020-2022	EBITDA-U & Cum. CF	21/01/2020	31/12/2022	10 957	0	10 957	0	0	10 957
					TOTAL	0	10 957	0	0	10 957
Taufiq Boussaid - Chief Financial Officer										
PSP 2018-2020	2019-2021	EBITDA-U & Cum. CF	26/07/2019	31/12/2021	10 478	10 478	0	0	0	10 478
PSP 2018-2020	2020-2022	EBITDA-U & Cum. CF	21/01/2020	31/12/2022	9 810	0	9 810	0	0	9 810
					TOTAL	10 478	9 810	0	0	20 288
Rajita D'Souza - Chief Human Resources Officer										
PSP 2015-2017	2018-2020	Share price	01/09/2017	31/12/2020	5 000	5 000	0	(5 000)	0	0
PSP 2015-2017	2018-2020	Share price	21/12/2017	31/12/2020	2 500	2 500	0	(2 500)	0	0
PSP 2018-2020	2019-2021	EBITDA-U & Cum. CF	15/02/2019	31/12/2021	11 897	11 897	0	(11 897)	0	0
PSP 2018-2020	2020-2022	EBITDA-U & Cum. CF	21/01/2020	31/12/2022	10 271	0	10 271	(10 271)	0	0
					TOTAL	19 397	10 271	(29 668)	0	0
Juan Carlos Alonso - Chief Strategy Officer										
PSP 2018-2020	2019-2021	EBITDA-U & Cum. CF	26/07/2019	31/12/2021	9 391	9 391	0	0		9 391
PSP 2018-2020	2020-2022	EBITDA-U & Cum. CF	21/01/2020	31/12/2022	8 409	0	8 409	0		8 409
					TOTAL	9 391	8 409	0	0	17 800
Curd Vandekerckhove – Div. CEO BBRG										
PSP 2015-2017	2018-2020	Share price	21/12/2017	31/12/2020	2 500	2 500	0	(2 500)	0	0
PSP 2018-2020	2019-2021	EBITDA-U & Cum. CF	15/02/2019	31/12/2021	11 962	11 962	0	0	0	11 962
PSP 2018-2020	2020-2022	EBITDA-U & Cum. CF	21/01/2020	31/12/2022	10 447	0	10 447	0	0	10 447
					TOTAL	14 462	10 447	(2 500)	0	22 409
Stijn Vanneste – Div. CEO SWS										
PSP 2015-2017	2018-2020	Share price	21/12/2017	31/12/2020	2 500	2 500	0	(2 500)	0	0
PSP 2018-2020	2019-2021	EBITDA-U & Cum. CF	15/02/2019	31/12/2021	9 321	9 321	0	0	0	9 321
PSP 2018-2020	2020-2022	EBITDA-U & Cum. CF	21/01/2020	31/12/2022	8 378	0	8 378	0	0	8 378
					TOTAL	11 821	8 378	(2 500)	0	17 699

Plan Name	Performance Period	Performance Measures	Grant Date	Vesting Date	Number of PSU granted	Number of unvested PSU start of year	Granted	Forfeited/ Expired	Delivered	Number of unvested PSU end of year
Arnaud Lesschaeve – Div. CEO RR										
PSP 2018-2020	2019-2021	EBITDA-U & Cum. CF	26/07/2019	31/12/2021	6 142	6 142	0	0	0	6 142
PSP 2018-2020	2020-2022	EBITDA-U & Cum. CF	21/01/2020	31/12/2022	9 428	0	9 428	0	0	9 428
					TOTAL	6 142	9 428	0	0	15 570
Jun Liao – Div. CEO SPB										
PSP 2015-2017	2018-2020	Share price	21/12/2017	31/12/2020	1 250	1 250	0	(1 250)	0	0
PSP 2018-2020	2019-2021	EBITDA-U & Cum. CF	15/02/2019	31/12/2021	12 663	12 663	0	0	0	12 663
PSP 2018-2020	2020-2022	EBITDA-U & Cum. CF	21/01/2020	31/12/2022	10 997	0	10 997	0	0	10 997
					TOTAL	13 913	10 997	(1 250)	0	23 660

Stock Options

Set out below are the number of stock options exercised or forfeited in 2020 in relation to the previous long-term incentive plans for BGE members. Where applicable, the table includes grants made prior to BGE appointment.

The options have been offered to the beneficiaries free of charge. Each accepted option entitles the holder to acquire one existing share of the Company against payment of the exercise price, which is conclusively determined at the time of the offer and which is 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.

Subject to the closed and prohibited trading periods and to the plan rules, the options can be exercised as from the beginning of the fourth calendar year following the date of their offer until the end of the tenth year following the date of their offer.

The stock options that were exercisable in 2020 are based on the grants of the Stock Option Plan 2015-2017 and on the predecessor plans to the Stock Option Plan 2015-2017.

The terms of the earlier plans are similar to those of the Stock Option Plan 2015-2017, but the options that were granted to employees under the predecessor plans to the Stock Option Plan 2010-2014 took the form of subscription rights entitling the holders to acquire newly issued Company shares, while self-employed beneficiaries were entitled to acquire existing shares.

Plan Name	Main plan characteristics						Movement over 2020			
	Offer date	Grant date	Vesting Date	End exercise period	Number of options granted	Exercise price (in €)	Number of SOP start of year	Forfeited/Expired	Exercised	Number of SOP end of year
Matthew Taylor – Chief Executive Officer										
SOP 2010-2014	19/12/2013	17/02/2014	01/01/2017	18/12/2023	80 000	25.380	60 000	0	0	60 000
SOP 2010-2014	18/12/2014	16/02/2015	01/01/2018	17/12/2024	86 000	26.055	86 000	0	0	86 000
SOP 2015-2017	17/12/2015	15/02/2016	01/01/2019	16/12/2025	25 000	26.375	25 000	0	0	25 000
SOP 2015-2017	15/12/2016	13/02/2017	01/01/2020	14/12/2026	30 000	39.426	30 000	0	0	30 000
SOP 2015-2017	21/12/2017	20/02/2018	01/01/2021	20/12/2027	20 000	34.600	20 000	0	0	20 000
TOTAL							241 000	0	0	241 000
Oswald Schmid – Interim Chief Executive Officer and Chief Operations Officer										
None										
Taufiq Boussaid – Chief Financial Officer										
None										
Rajita D'Souza – Chief Human Resources Officer										
SOP 2015-2017	21/12/2017	20/02/2018	01/01/2021	20/12/2027	20 000	34.600	10 000	0	0	10 000
TOTAL							10 000	0	0	10 000
Juan Carlos Alonso – Chief Strategy Officer										
None										
Curd Vandekerckhove – Div. CEO BBRG										
SOP 2010-2014	29/03/2013	28/05/2013	01/01/2017	28/03/2023	15 000	21.450	15 000	0	0	15 000
SOP 2010-2014	19/12/2013	17/02/2014	01/01/2017	18/12/2023	14 000	25.380	14 000	0	0	14 000
SOP 2010-2014	18/12/2014	16/02/2015	01/01/2018	17/12/2024	15 000	26.055	15 000	0	0	15 000
SOP 2015-2017	17/12/2015	15/02/2016	01/01/2019	16/12/2025	10 000	26.375	10 000	0	0	10 000
SOP 2015-2017	15/12/2016	13/02/2017	01/01/2020	14/12/2026	15 000	39.426	15 000	0	0	15 000
SOP 2015-2017	21/12/2017	20/02/2018	01/01/2021	20/12/2027	9 000	34.600	9 000	0	0	9 000
TOTAL							78 000	0	0	78 000
Stijn Vanneste – Div. CEO SWS										
SOP 2010-2014	20/12/2012	18/02/2013	01/01/2016	20/12/2022	2 400	19.200	1 200	0	0	1 200
SOP 2010-2014	19/12/2013	17/02/2014	01/01/2017	18/12/2023	3 200	25.380	3 200	0	0	3 200
SOP 2010-2014	18/12/2014	16/02/2015	01/01/2018	17/12/2024	7 500	26.055	7 500	0	0	7 500
SOP 2015-2017	17/12/2015	15/02/2016	01/01/2019	16/12/2025	6 250	26.375	6 250	0	0	6 250
SOP 2015-2017	15/12/2016	13/02/2017	01/01/2020	14/12/2026	12 500	39.426	12 500	0	0	12 500
SOP 2015-2017	21/12/2017	20/02/2018	01/01/2021	20/12/2027	10 000	34.600	10 000	0	0	10 000
TOTAL							40 650	0	0	40 650
Arnaud Lesschaeve – Div. CEO RR										
None										
Jun Liao – Div. CEO SPB										
None, see overview stock appreciation rights										

Stock Appreciation Rights

Set out below are the number of stock appreciation rights exercised or forfeited in 2020 in relation to the previous long-term incentive plans for BGE members outside Europe.

The stock appreciation rights (or "SARs") have been granted to the beneficiaries free of charge. Each SAR entitles the holder the right to receive an amount in cash equal to the excess of the closing price of one Company share on the date of exercise over the exercise price; which is conclusively determined at the time of the offer and which is equal to the lower of: (i) the average closing price of the Company shares during thirty days prior to the offer, and (ii) the last closing price preceding the date of the offer.

Subject to the closed and prohibited trading periods and to the plan rules, SARs can be exercised as from the beginning of the fourth calendar year following the date of their offer until the end of the tenth year following the date of their offer.

SARs that were exercisable in 2020 are based on the grants of the SAR Plans 2015-2017 and on the predecessor plans to the SAR Plans 2015-2017. All grants mentioned below have been made prior to Jun Liao's BGE appointment.

Plan Name	Main plan characteristics					Movement over 2020			
	Grant date	Vesting Date	End exercise period	Number SAR granted	Exercise price (in €)	Number of SAR start of year	Forfeited/Expired	Exercised	Number of SAR end of year
Jun Liao – Div. CEO SPB									
SAR Asia 2010-2014	18/12/2014	01/01/2018	17/12/2024	6 000	26.055	6 000	0	0	6 000
SAR Asia & Latam 2015-2017	17/12/2015	01/01/2019	16/12/2025	5 000	26.375	5 000	0	0	5 000
SAR Asia & Latam 2015-2017	15/12/2016	01/01/2020	14/12/2026	7 000	39.426	7 000	0	0	7 000
SAR Asia & Latam 2015-2017	21/12/2017	01/01/2021	20/12/2027	6 250	34.600	6 250	0	0	6 250
					TOTAL	24 250	0	0	24 250

Share-matching Plan

The table below sets forth the number of shares matched by the Company in 2020 in relation to the personal investment in Company Shares in March 2018 for BGE members:

Plan Name	Date personal investment	End holding period	Number of acquired shares	Number of PSR start of year	Acquired	Matched	Forfeited	Number of PSR end of year
Matthew Taylor – Chief Executive Officer								
PSR 2016	14/05/2018	31/12/2020	4 634	4 634	0	(4 634)	0	0
Oswald Schmid – Interim Chief Executive Officer, Chief Operations Officer								
PSR 2016	31/03/2020	31/12/2022	210	0	210	0	0	210
Taufiq Boussaid – Chief Financial Officer								
PSR 2016	31/03/2020	31/12/2022	1 038	0	1 038	0	0	1 038
Rajita D'Souza – Chief Human Resources Officer								
PSR 2016	14/05/2018	31/12/2020	441	441	0	(441)	0	0
PSR 2016	31/03/2020	31/12/2022	1 000	0	1 000	0	(1 000)	0
Juan Carlos Alonso – Chief Strategy Officer								
PSR 2016	31/03/2020	31/12/2022	971	0	971	0	0	971
Curd Vandekerckhove – Div. CEO BBRG								
PSR 2016	14/05/2018	31/12/2020	1 588	1 588		(1 588)	0	0
PSR 2016	31/03/2020	31/12/2022	2 413	0	2 413	0	0	2 413
Stijn Vanneste – Div. CEO SWS								
PSR 2016	14/05/2018	31/12/2020	1 177	1 177	0	(1 177)	0	0
PSR 2016	31/03/2020	31/12/2022	1 608	0	1 608	0	0	1 608
Arnaud Lesschaeve – Div. CEO RR								
PSR 2016	31/03/2020	31/12/2022	1 270	0	1 270	0	0	1 270
Jun Liao – Div. CEO SPB								
PSR 2016	31/03/2020	31/12/2022	2 256	0	2 256	0	0	2 256
TOTAL				7 840	10 766	(7 840)	(1 000)	9 766

9. Departure of Executive Managers

Matthew Taylor, former Chief Executive Officer, retired from the Company on 12 May 2020. In accordance with the contractual agreement, a payment in lieu of notice based on twelve months of remuneration has been paid by the Company whereby the remuneration basis includes fixed pay, final 2-year average of STI and the annual pension contribution.

Rajita D'Souza, former Chief Human Resources Officer, has decided to leave Bekaert as of 31 December 2020.

10. *Company's right of reclaim*

The Board of Directors has discretion to adjust (malus) or reclaim (claw back) some or all of the value of awards of performance related payments to the Executive Management in the event of

- » significant downward restatement of the financial results of Bekaert,
- » material breach of the Bekaert Code of Conduct or any other Bekaert compliance policies,
- » breach of restrictive covenants by which the individual has agreed to be bound,
- » fraud, gross misconduct or gross negligence by the individual, which results into significant losses or serious reputation damage to Bekaert.

The Board did not make use of this right in 2020.

11. *Executive remuneration in a wider context*

The main difference in remuneration policy between the Executive Management and employees in general, is the balance between fixed and performance-related remuneration such as short-term and long-term incentives. Overall, the percentage of performance related remuneration, in particular longer-term incentives, is greater for the Executive Management. This reflects that Executive Managers have greater freedom to act and the consequences of their decisions are likely to have a broader and more far-reaching time span of effect.

The remuneration for Executive Managers is however aligned with the remuneration structures of the broader group of employees:

- » The Group's managers share the same scorecard as the Executive Management for measuring the Group and business unit performance.
- » In addition, around 100 of the Group's senior managers receive performance share awards on terms that are similar to the conditions that apply to the members of the BGE.

The ratio of the highest remuneration of the members of the Board of Directors and the Executive Management to the lowest remuneration of the employees of NV Bekaert SA in Belgium (excluding BGE members) is 1:30.

The table below sets forth the average remuneration of the members of the Board of Directors and the Executive Management, the average remuneration of other employees (on a full-time equivalent basis) and some key financial Company metrics over the last 5 calendar years.

	2016	2017	2018	2019	2020
Company remuneration					
Non-executive Directors⁽¹⁾					
Average remuneration (€)	88 844	86 671	95 768	121 629	104 000
Year-on-year difference (%)	-4.9%	-2.4%	+10.5%	+27.0%	-14.5%
CEO					
Average remuneration (€)	1 773 510	1 562 907	1 135 011	1 787 480	1 225 527
Year-on-year difference (%)	+15.9%	-11.9%	-27.4%	+57.5%	-31.4%
Other BGE members					
Average remuneration (€)	824 562	901 307	609 540	748 023	839 736
Year-on-year difference (%)	+22.7%	+9.3%	-32.4%	+22.7%	+11.9%
Other employees⁽²⁾					
Average remuneration (€)	70 471	72 406	76 067	77 757	79 859
Year-on-year difference (%)	0%	+2.7%	+5.1%	+2.2%	+2.7%
Key Company metrics					
EBITDA-underlying					
Amount in million €	513	497	426	468	479
Year-on-year difference (%)	+17.7%	-3.1%	-14.3%	+9.9%	+2.4%
Sales					
Amount in million €	3 715	4 098	4 305	4 322	3 772
Year-on-year difference (%)	+1.2%	+10.3%	+5.1%	+0.4%	-12.7%
Working Capital					
Amount in million €	843	888	875	699	535
Year-on-year difference (%)	+3.7%	+5.3%	-1.5%	-20.1%	-23.5%
Company share price (as at 31 Dec)					
Share price (€)	38.48	36.45	21.06	26.50	27.16
Year-on-year difference (%)	+35.6%	-5.3%	-42.2%	+25.8%	+2.5%

(1) Through 2019, the remuneration of the Directors was based on the number of attended Board meetings

(2) Based on the average gross annual income of all employees of NV Bekaert SA in Belgium, excluding BGE members.

The average remuneration variations for BGE members are mainly driven by short-term, long-term and share programs, underlying fixed pay variation for BGE over a five-year period amounts to 1.1% per year.

12. Derogations from the procedures for implementing the remuneration policy

Because of the exceptional circumstances caused by Covid-19, the Board of Directors derogated from the remuneration policy in 2020 on the following elements of remuneration:

- » Fixed remuneration of both non-executive Directors and Executive Management was reduced with 10%;
- » The long-term incentive targets for the period 2020-2022 have been amended with respect to the performance share units that were granted in January 2020.

Contrary to the plan rules of the Stock Option Plan 2015-2017 whereby unvested SOPs can only be exercised in the first 12 months after vesting date, the unvested SOP grant as of 21 December 2017 for the former Chief Executive Officer will remain fully exercisable until 20 December 2027.