

UNOFFICIAL TRANSLATION

"NV BEKAERT SA"
Limited liability company
at 8550 Zwevegem, Bekaertstraat 2
VAT BE 0405.388.536, register of legal entities Gent (division Kortrijk)

EXTENSION AUTHORIZATION TO ACQUIRE AND ACCEPT IN PLEDGE OWN
SECURITIES
EXTENSION AUTHORIZATION TO TRANSFER OWN SECURITIES
EXTENSION AUTHORIZATION AUTHORIZED CAPITAL

IN THE YEAR TWO THOUSAND TWENTY TWO
ON THE ELEVENTH OF MAY.

Before us, **Frederic OPSOMER**, notary in Kortrijk, first sub-district, who performs his duties in the limited liability company "Opsomer & De Lange, geassocieerde notarissen", having its office in Kortrijk, Doornikseweg 40, replacing his counterpart **Christian VAN BELLE**, notary in Gent, first sub-district, who performs his duties in the cooperative company with limited liability "NOTAS, geassocieerde notarissen", having its office in 9000 Gent, Kouter 27, due to the statutory inability to act *ratione loci*.

At Kortrijk Xpo Meeting Center at 8500 Kortrijk, Doorniksesteenweg 216.

Is held the extraordinary general meeting of shareholders of the company "**NV BEKAERT SA**", having its office in 8550 Zwevegem, Bekaertstraat 2, company number 0405.388.536, RPR Gent, division Kortrijk.

Company incorporated as a private limited company under the name "TREFILIERIES LEON BEKAERT" as a result of the conversion of the public limited company pursuant to a deed executed before notary Germain Denys, at that time in Zwevegem, on 19 October 1935, published by extract in the Annexes to the Belgian Official Gazette of 4/5 November 1935, under number 14.642.

The company was converted into a public limited company under the name "NV BEKAERT SA" pursuant to a deed executed before notary Charles Dael, at that time in Ledeborg (now Gent) on 25 April 1969, published in the Annexes to the Belgian Official Gazette of 17 May 1969, under number 1150-1.

Whose Articles of Association have been amended several times and, for the last time, as a result of a deed, passed before notary Christian Van Belle, on 20 December 2021, published in the Annexes to the Belgian Official Gazette of 3 February 2022, under number 22308393.

Bureau

The meeting is opened at 09:00 a.m. under the **chairmanship** of:

Mr **Carl Jürgen Tinggren**, residing at 6403 Küsnacht (Switzerland), Libellenweg 9.

The chairman designates as **secretary**:

Ms **Isabelle Hendrika Maria Vander Vekens**, residing at 9051 Gent (Sint-Denijs-Westrem), Kromme Leie 13.

The meeting designates as **scrutineers**:

- Ms **Michelle Vanhove**, residing at 8900 Ieper, Vaubanstraat 69.
- above mentioned Ms **Isabelle Vander Vekens**.

All present here and accepting.

The composition of the meeting

The meeting is composed of the present (whether remotely or not) or represented shareholders, of whom the name, first name and the place of residence or the name and office, as well as the number of shares held by each of them and of which they declare to be owner, are listed in the attendance list attached to the present minutes. This attendance list was signed by electronic signature by each shareholder present or his authorized representative.

There are no holders of debentures nor holders of subscription rights present.

Consequently, the appearance before us, notaries, is determined in accordance with the aforementioned attendance list to which the appearing persons declare to refer. This attendance list, signed by the chairman, the secretary and the scrutineers of the meeting, who found this list to be accurate, will be annexed to this deed after being signed '*ne varietur*' by the members of the bureau and us, notaries.

The proxies, which are all private, referred to in the attendance list, will also remain annexed to the present minutes.

Identification obligation

The notary confirms that the identity of the persons who will sign this deed are known to him or were demonstrated based on proof of ID cards.

STATEMENT BY THE CHAIRMAN

The chairman announces and requests us, notaries, to keep minutes and take note of what follows:

I. This meeting has the following 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.

- II.** That the **notices**, including the aforementioned agenda, have been published in accordance with the applicable provisions of the law:
- in the Belgian Official Gazette, on 18 April 2022;
 - in a national newspaper, namely in De Tijd of 18 April 2022;
 - in media that may reasonably be relied upon for the dissemination of information to the public throughout the European Economic Area and which is accessible fast and on a non-discriminatory basis, namely through Intrado Digital Media, a service provider for media distribution, on 18 April 2022;
 - on the company's website.

The chairman submits to the bureau the supporting copies of aforementioned papers and the confirmation by said service provider. These are initialled by the members of the bureau.

- III.** That the holders of registered shares and the holders of subscription rights, as well as the directors and the statutory auditor have been invited by ordinary letter or, for those who individually, expressly and in writing agreed to this, by email, on 18 April 2022.
- IV.** That no shareholders, holding together at least 3% of the capital, made use of their right conferred by Article 7:130 of the Code on Companies and Associations to add items to the agenda and submit proposals for resolutions to items included in or to be added to the agenda no later than 19 April 2022.
- V.** That, to take part in this extraordinary general meeting, the shareholders present or represented have respected the applicable regulations and other statutory provisions.
- VI.** That pursuant to Article 7:140 of the Code on Companies and Associations, for the purpose of determining the attendance and majority requirements to be fulfilled at the present extraordinary general meetings, shares whose voting rights are suspended should not be taken into account.
That pursuant to Article 7:217, §1, second paragraph of the Code on Companies and Associations, the voting rights attached to the 3,631,088 own shares held by the Company, are suspended.
- VII.** That on the 60,452,261 shares that make up the whole of the capital, the present or represented shareholders, as evidenced by the attendance list annexed hereto, 34,130,900 shares, or more than half of the capital, after deduction of the portion of the capital represented by the aforementioned 3,631,088 own shares held by the Company.
That no holders of debentures nor holders of subscription rights are present.
- VIII.** That, pursuant to Article 25/1 of the Law of 2 May 2007 on the disclosure of major shareholdings in issuers whose shares are admitted to trading on a regulated market and laying down miscellaneous provisions, no one is entitled to vote for more voting rights than the ones attached to the shares of which he, at least twenty days before the general meeting, has notified the Company and the Financial Services and Markets Authority, unless for the voting rights acquired within the limits of the second paragraph of the

same Article. For all the shareholders present or represented in the meeting, it shall be determined that, with respect to the previous, they are allowed to participate for the totality of the voting rights belonging to them.

- IX.** That each share is entitled to one vote, with the exception of those shares whose voting rights are suspended.
- X.** That the resolutions relating to the items on the agenda must be adopted with a three-quarters majority of the votes, whereby abstentions being counted neither in the numerator nor in the denominator.
- XI.** That no shareholders have made use of the right granted by Article 7:139 of the Code on Companies and Associations to submit questions in writing to the board of directors regarding the items on the agenda before 5 May 2022. Shareholders, holders of subscription rights and holders of debentures participating virtually in the Extraordinary General Meeting may ask questions during the meeting via the Lumi platform.

DETERMINATION THAT THE MEETING IS VALIDLY COMPOSED

Consequently, the chairman determines, and the meeting recognizes that, in accordance with Article 7:153 of the Code on Companies and Associations, the present extraordinary general meeting may validly deliberate and decide concerning the items indicated on its agenda.

From now on, remote participants - just like participants on-site - can exercise their right to ask questions, be it through the Lumi platform as announced.

The deliberations are then started. Shareholders and participants in the meeting are informed that from now on they can vote on the various agenda items until when the last agenda item will have been dealt with.

The participants on-site vote using the electronic voting box. The remote participants vote online via the navigation bar. The results will be announced before the end of the meeting.

DELIBERATION

FIRST ITEM ON THE AGENDA: 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

As included in the agenda, 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.

This proposal was not adopted as shown below.

Total number of valid votes cast: 34,130,900

IN FAVOUR: 24,990,086 or 73.22%

AGAINST: 9,140,684 or 26.78%

ABSTENTION: 130

SECOND ITEM ON THE AGENDA: EXTENSION OF THE AUTHORIZATION OF TO THE BOARD OF DIRECTORS TO TRANSFER OWN SECURITIES TO PREVENT A THREATENED SERIOUS HARM TO THE COMPANY

As included in the agenda, 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.

This proposal was not adopted as shown below.

Total number of valid votes cast: 34,130,870

IN FAVOUR: 22,829,221 or 66.89%

AGAINST: 11,301,519 or 33.11%

ABSTENTION: 130

THIRD ITEM ON THE AGENDA: EXTENSION OF THE AUTHORIZATION TO THE BOARD OF DIRECTORS TO INCREASE THE CAPITAL WITHIN THE FRAMEWORK OF A PUBLIC TAKE-OVER BID

The general meeting takes note of the report of the board of directors of 24 February 2022, drawn up in accordance with article 7:199 of the Code on Companies and Associations, setting out the particular circumstances in which the authorized capital may be used, and the purposes sought thereby.

As included in the agenda, 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.

This proposal was not adopted as shown below.

Total number of valid votes cast: 34,130,900

IN FAVOUR: 22,511,241 or 65.96%

AGAINST: 11,619,529 or 34.04%

ABSTENTION: 130

CONCLUSION

No technical problems or incidents were identified that prevented or disrupted virtual participation in the general assembly or voting.

All items on the agenda having been dealt with, the meeting is closed at 09.25 a.m.

FINAL PROVISIONS

Drafting fee

The drafting fee amounts to ninety-five euro (€95.00) and shall be paid at the declaration of the undersigned notary.

WHOSE MINUTES WERE DRAWN UP.

Drawn up in Kortrijk, at the location and date as listed above.

And after these minutes were read out completely and were explained, the members of the bureau and the shareholders who requested so, have signed with us, notaries.