BEKAERT REMUNERATION POLICY

Introduction & Summary of Changes

Introduction

At the upcoming Annual General Meeting of 14 May2025, shareholders will have the opportunity to review and vote on the Company's updated Remuneration Policy, which is subject to renewal every four years in accordance with the Belgian Code on Companies and Associations. The proposed policy, which is applicable as of the calendar year 2025, reflects our commitment to aligning executive compensation with long-term shareholder value, market best practices, and evolving governance standards.

In anticipation of this, the Board of Directors and the Nomination and Remuneration Committee ("NRC") have dedicated substantial time to review the policy and its implementation.

Since the most recent vote on the Remuneration Policy at the Annual General Meeting of 12 May 2021, we have taken shareholder feedback into careful consideration, particularly regarding transparency and governance. In response, we have enhanced the disclosure of performance metrics, ensuring clearer alignment between pay and company performance. Additionally, we have provided more detailed explanations on the use of awards in unique circumstances, outlining a strict governance framework that ensures such awards are granted only when objectively justified and in line with long-term shareholder interests. These refinements reflect our commitment to maintaining a Remuneration Policy that is both transparent and aligned with shareholder expectations.

This Remuneration Policy applies to non-executive Directors and the Executive Management of Bekaert.

Summary of Changes

Key updates include refinements to our pay-for-performance approach, enhancements to transparency and shareholder engagement, and adjustments to ensure continued competitiveness in a dynamic market environment.

Remuneration principles

It is proposed to further detail the guiding principles underpinning the Remuneration Policy with an emphasis on the Company's strategic objectives, adherence to the highest transparency standards, reflecting the Company's sustainability ambition, stimulating of ownership for long-term stakeholders' interests, and the safeguarding of fairness and consistency.

Benchmarking approach

To enhance market comparability, it is proposed that two distinct peer groups are used: the executive benchmark peer group and the TSR peer group. This dual-peer group approach ensures that executive compensation remains competitive within the talent market, while total shareholding return performance is assessed against a broader set of industry-relevant companies to align with investor expectations.

Extra ordinary items

The Board may temporarily derogate from the Remuneration Policy in unique circumstances to protect the Company's long-term interests, competitiveness, or in response to unforeseen external factors. Such derogations are subject to strict governance and are transparent and disclosed. Similarly, the key conditions for one-time awards have been defined. Finally, governance for sign-on bonuses has been strengthened to ensure greater transparency and alignment with best practices when attracting key executives.

Share ownership requirements

The shareholding requirement for the Executive Management has shifted from a fixed amount to a percentage of base salary to ensure a more proportional and flexible approach. This change strengthens alignment with shareholder interests while adapting to variations in executive pay levels.

Non-executive Director fees

The Remuneration Policy has been updated to provide flexibility in the chairperson's compensation, allowing board fees to be paid either in cash or in shares.

Remuneration governance

The proposed Remuneration Policy also includes governance improvements essential for prudent remuneration decisions in the long-term interest of the Company and its stakeholders. The section on malus and claw-back clauses now includes a short operating procedure, and a defined time limit, providing all stakeholders with legal certainty.

Part I - Executive Management

Remuneration principles

Bekaert has a pay for performance compensation philosophy. Our goal is to reward Executive Managers for performance that creates positive short-term and long-term business results and value creation for the Company; and to attract, retain and engage high-performing Executive Managers to realize the Company's objectives in accordance with the Company's risk appetite and behavioral norms and to promote sustainable value creation.

Following guiding principles form the basis of the Remuneration Policy for the Executive Management:

Guiding principle	How this is translated into the Remuneration Policy
Strategy The Remuneration Policy is aligned with Bekaert's strategic objectives.	The performance objectives in the STI and LTI will be defined and selected in accordance with Bekaert's annual and long-term objectives.
Transparency The Remuneration Policy is transparent, aligned with the highest governance and market standards.	The Remuneration Policy is designed to uphold the highest standards of transparency and disclosure. The Belgian Code on Companies and Associations and the Belgian Code on Corporate Governance have been considered in the design of the Remuneration Policy. The Remuneration Policy offers detailed insights of the factors influencing STI and LTI pay-outs.
Sustainability The Remuneration Policy reflects the Company's sustainability ambition.	The Company's sustainability ambitions are embedded in the sustainability objectives of the STI and LTI.
Ownership The Remuneration Policy fosters a sense of ownership, encouraging executives to act in the long-term interests of all its stakeholders.	The use and design of performance shares aligns the Executive Managers' and the Company's overall stakeholders' interest. The Executive Management is expected to build share ownership via the personal shareholding requirements.
Consistency The Remuneration Policy safeguards fairness and consistency and stimulates a collaborative working environment.	The Remuneration Policy considered pay and employment conditions for the broader employee population. The benefits offered to the Executive Management are in accordance with the overall employee benefit proposition. The performance objectives are selected in alignment with the variable pay of the wider management population.

Benchmarking approach

To ensure a balanced and competitive executive remuneration framework, the Company utilizes two distinct peer groups: the executive benchmark peer group and the TSR peer group. Each serves a different purpose in aligning executive pay with market practices and shareholder value creation.

The executive benchmark peer group is used to assess the competitiveness of executive compensation, while the TSR peer group is designed to measure relative shareholder value creation for long-term incentive performance.

Executive benchmark peer group

To ensure our executive compensation remains competitive and aligned with market practices, the Company benchmarks total remuneration against a carefully selected peer group of comparable companies. The peer group is determined based on factors such as industry, revenue size, geographic presence, and complexity of operations. Regular reviews are conducted to maintain relevance, and adjustments may be made to reflect market changes and evolving business needs. The benchmarking results determine base salary levels, STI and LTI, ensuring a balance between external competitiveness and internal fairness. The Company aims to position its executive management's fixed salary at the median of the executive benchmark peer group and to position total remuneration at third quartile of the market.

TSR peer group

For measuring Total Shareholder Return (TSR) performance under the long-term incentive plan, the Company utilizes a dedicated TSR peer group. This group consists of companies with similar industry dynamics and capital market exposure, providing a relevant benchmark for assessing relative shareholder value creation. The TSR peer group is reviewed periodically to ensure continued alignment with the Company's strategic objectives and investor expectations. Performance is assessed on a relative basis over a three-year period, ensuring that executive rewards are directly linked to sustained long-term value creation for shareholders.

Remuneration elements

FIXED PAY

Purpose and link to strategy

Fixed pay reflects the role, skills, experience and contribution to the Company and is set at levels that support the recruitment and retention of Executive Managers of the caliber required by the Company.

Operation

Fixed pay is set by the Board on the recommendation of the NRC with reference to an executive benchmark peer group.

In principle, the Company aims to ensure compensation levels are competitive compared with median market practice.

Benchmarking is undertaken bi-annually, judgement is applied in evaluating market data.

Fixed pay is reviewed annually with adjustments (merit or market adjustments) effective from March 1.

Fixed pay can be delivered partially through foreign director's fees.

Opportunity

Any increase is 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.

Important factors when deciding on fixed pay increases include market positioning, the Executive Manager's potential for future growth and an assessment of individual performance.

BENEFITS AND ALLOWANCES

Purpose and link to strategy

Benefits and allowances are provided on a cost-effective basis in order to attract and retain Executive Managers and provide support in retirement planning.

Operation

Benefits and allowances are aligned with relevant local market practice and offering of the Executive Manager's country of employment.

Allowances may include, but are not limited to, representation allowances, lunch vouchers, and company cars.

Benefits may include, but are not limited to, provisions of pension, death, disability, medical, business travel and manager's liability insurance cover.

In the event that the Company were to require an existing or new Executive Manager to relocate, the Company may pay appropriate relocation allowances in accordance with the Group's international mobility policy.

Opportunity

Benefits are aligned with the arrangements for the wider workforce of the Executive Manager's country of employment.

SHORT-TERM INCENTIVES

Purpose and link to strategy

STI incentivize delivery of short-term operational objectives, recognizing the Company's overall performance, business unit performance and individual performance over 1 year.

Operation

STI for Executive Managers are fully aligned with the Bekaert Variable Pay Plan for all managers worldwide.

Annual variable pay is earned by reference to performance from 1 January to 31 December and is paid after the end of the financial year to which it relates.

The Board sets the targets in the beginning of each year. Up to 90% of the STI is based on financial objectives and up to 20% is based on non-financial objectives (such as ESG objectives).

The Board decides on the recommendation of the NRC on the ultimate payout level within the ranges foreseen in the Variable Pay Plan.

No deferral is applicable.

Ultimate malus and claw-back provisions apply (see further).

Performance measures

Payout = [Fixed pay x Target %] x Multiplier

Multiplier = [Combination of Bekaert performance and business unit performance] x individual performance

Performance multipliers are determined as follows:
- Bekaert performance and business unit performance are based on financial and non-financial measures (profit & income measures or qualitative and ESG measures).
- Individual performance is based on achievement of a set of individual operational and personal objectives.

The remuneration report discloses actual performance measures for the financial year to which the report relates. All performance multipliers can range from 0% to 200%.

Opportunity

Target annual variable pay opportunities (as percentage of fixed pay) are:
- CEO: 75% to 100%
- Other Executive Managers: 60% to 75%

The maximum opportunity is 200% of the above targets.

LONG-TERM INCENTIVES

Purpose and link to strategy

LTI reward Executive Managers for contributing to the long-term materialization of the Company's strategy; and aligns their interests with those of the Company's long-term shareholders.

Operation

Executive Managers participate in the Bekaert Performance Share Plan for all senior managers worldwide.

Performance Share Units (PSUs) are granted each year and each represent a conditional Company share that vests after 3 years upon achievement of pre-set performance conditions. The Board sets the performance criteria for each 3-year period.

After the 3-year performance period the Board evaluates, on the recommendation of the NRC, to what extent the performance criteria have been achieved. This outcome drives the number of performance share units that will effectively vest.

Vested PSUs are delivered in the calendar year following the performance period

- Europe: in Company shares
- Outside Europe: in cash or in Company shares

The value of dividends payable during the performance period on shares that vest are delivered in the form of cash or additional shares.

No retention of shares applies after vesting (however, see further on Personal Shareholding Requirement).

Ultimate malus and claw-back provisions apply (see further).

Performance measures

Performance measures are based on objective financial metrics over a 3-year performance period. The remuneration report discloses actual performance measures for the relevant performance periods and LTI grants.

Opportunity

Overall LTI grant levels (as percentage of fixed pay) are:

- CEO: 85% to 150%
- Other Executive Managers: 65% to 100%

Vesting between 0% and 300% of target depending on the achievements of the performance targets

- Maximum: 300% vesting
- Par: 100% vesting
- Threshold: 50% vesting
- Below threshold: no vesting

Vesting above 200% is only possible in unique circumstances, for example in the case of large-scale transformation resulting in significant long-term sustainable shareholder value.

MALUS AND CLAW-BACK CLAUSES

All variable remuneration paid out, awarded or vested under the Remuneration Policy is subject to malus and claw-back. The Board, acting on recommendation of the NRC, has the right to adjust the award, and to fully or partially reclaim the pay-outs and awarded or vested shares in case 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 in significant losses or serious reputation damage to Bekaert.

In case the Board of Directors invokes this right, the Executive Manager will be notified in writing. The Executive Manager will have the right to formulate a reply within 30 days, starting the day after the receipt of the notification. After said period the Board will take a final decision on the adjustment, withholding or claw back.

The right to invoke the malus and claw-back clauses by the Board is limited to 4 years after the pay-outs or vesting date.

PERSONAL SHAREHOLDING REQUIREMENT

Purpose and link to strategy

Executive Managers are required to build and retain a minimum personal holding in Company shares to align their interest with those of the Company's long-term shareholders.

Operation

Minimum shareholding requirement

- Executive Managers are required to build and retain a personal holding in Company shares within 5 years from the time of appointment, and to maintain this level for the full period of their appointment.

Voluntary share-matching

- The Company matches personal investment in shares in a given year (up to a maximum of 15% of actual gross STI) with a direct grant of Company shares in the 3rd calendar year following this investment, provided the Executive Manager holds on to the personal shares.
- In case the Executive Manager leaves the Company before the end of the retention 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 the matching shares expires 3 years after granting these shares in so far the minimum shareholding requirement has been met.

Opportunity

Minimum personal shareholding requirement targets are set as follows:

- CEO: 125% of fixed pay
- Other Executive Managers: 75% of fixed pay

Voluntary share-matching

- 15% of actual (gross) STI can be invested in Company shares

CONTRACTUAL ARRANGEMENTS

Under normal circumstances, Executive Managers are offered indefinite term service contracts with a termination notice period of maximum 12 months and a resignation notice period of maximum 6 months. Applicable mandatory law may affect this principle.

The STI plan and LTI plan rules govern the entitlements that Executive Managers may have under those plans upon termination of employment.

In order to receive a payment under the STI plan the Executive Manager must be employed on December 31 of the relevant performance period.

Leaver provisions in the LTI plan are as follows:

- Voluntary resignation or termination for cause: unvested performance share units become forfeited.
- Termination for other reasons than cause (including retirement and death): unvested performance share units are retained at 1/3rd per started calendar year and ultimately vest in accordance with plan rules.

The Board reserves the right to derogate from the above leaver provisions upon recommendation of the NRC. The use of such derogation will be fully disclosed in the remuneration report for the year to which the derogation relates.

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.

Extra-Ordinary Items

Derogation from policy

The Board may temporarily derogate from the Remuneration Policy in exceptional circumstances where necessary to serve the Company's best long-term interests, ensure competitiveness, or address unforeseen external factors.

Derogations may apply to base salary adjustments outside of standard review cycles, STI and LTI (for example modification of grant size), retention payments and/or to contractual terms in the case of leadership transitions.

Any derogation will be fully disclosed in the remuneration report for the year to which the derogation relates.

One-Time Awards

One-time awards may be granted to key executives in unique situations, such as contributions to critical business transformations, where additional financial consideration outside the standard remuneration framework is justified.

Key conditions for one-time awards:

- Must be directly linked to sustainable long-term and substantial shareholder value creation
- Capped based on the total compensation for the executive concerned and linked to the value created.
- Subject to transparent governance, with a clear rationale documented, disclosed where appropriate, and approved by the Board of Directors.

Sign-on Bonuses

Sign-on bonuses may be granted to newly appointed executives. These payments are used to attract top talent, compensate for forfeited incentives from a previous employer, or secure a critical leadership hire in a competitive market.

Sign-on bonuses for forfeited incentives from a previous employer are as much as possible compensated with similar compensation instruments. For example, forfeited cash bonuses are compensated with cash awards, whereas forfeited long-term awards are compensated in a form of long-term award.

Sign-on bonuses should be market-aligned and not excessive relative to the executive's overall remuneration package. Sign-on bonuses based on long-term incentives include vesting schedules and performance-based conditions.

Executives are required to repay the sign-on bonus (in full or in part) or to forfeit long-term incentive awards in case of resignation or termination for cause within a contractual defined period.

The use of sign-on bonuses will be fully disclosed in the remuneration report.

Part II - Non-executive Directors

Fee Structure

Purpose and link to strategy

- Attract non-executive Directors with the competences required to match the Company's international ambitions
- Reward non-executive Directors for commitment in time and duties as member or chairperson of Board and/or Board Committees

Operation

Chairperson of the Board

- Determined by the Board on the motion of the NRC, subject to the approval by the General Meeting of Shareholders
- Paid 100% in cash but with the opportunity each year to receive part (0%-25%-50%-75%-100%) in Company shares. Those are not subject to any holding or vesting requirements.

Other non-executive Directors:

- Determined by the Board, on the motion of the NRC, subject to the approval by the General Meeting of Shareholders for the running calendar year.
- Paid 100% in cash but with the opportunity each year to receive part (0%-25%-50%) in Company shares. Those are not subject to any holding or vesting requirements.

The Board of Directors may entrust specific tasks to one or more Directors (such as in relation to ESG or cybersecurity). The additional remuneration of such Director(s) in relation to these specific tasks is determined by the Board, on the motion of the NRC, and is subject to the approval of the General Meeting of Shareholders for the running calendar year.

Remuneration of the Chairperson and of the other non-executive Directors is regularly benchmarked with a selected peer group of relevant publicly traded Belgian and international references.

The Chief Executive Officer does not receive remuneration for the mandate as Director.

Performance measures

The Chairperson and the other non-executive Directors do not receive any performance-related remuneration that is directly related to the results of the Company.

Opportunity

A modular fee structure is applied to ensure that remuneration fairly reflects responsibilities and commitment in time as member or chairperson of Board and/or Board Committees.

OTHER COSTS AND EXPENSES

Reasonable expenses incurred in the performance of their duties are reimbursed upon submission of suitable justification. In making such expenses, the Directors should take into account the Board Member Expense Policy.
Non-executive Directors are not entitled to participate in any of the Company's incentive plans and do not receive stock options or pension benefits.

LETTERS OF APPOINTMENT

Each Director shall be appointed by a simple majority resolution of the General Meeting of Shareholders for a maximum term of 4 years.
Each Director can at any time be removed from office by a simple majority resolution of the General Meeting.

Governance

Effective governance is essential to ensure that the executive and non-executive Remuneration Policy aligns with the Company's strategic objectives, regulatory requirements, and stakeholder expectations.

This chapter outlies the governance structure, decision-making responsibilities, and key oversight mechanisms that guide the design, implementation, and monitoring of executive and non-executive remuneration.

The Company's remuneration governance is structured around the Board of Directors, the NRC, and relevant internal and external stakeholders.

The **Board of Directors** is responsible for overseeing the overall remuneration framework, ensuring it supports the Company's long-term success and shareholder value creation. Key responsibilities are:

- Approving the Remuneration Policy, which is subject to the approval by the General Meeting of Shareholders.
- Determining appropriate levels of remuneration of executive management
- Reviewing and approving the remuneration report for disclosure to shareholders

Within the context of the Remuneration Policy, the **NRC** advises the Board on:

- The Remuneration Policy
- The individual remuneration of the Directors, the CEO and the other members of the Executive Management
- The annual review of the Executive Management's performance and on the realization of the Company's strategy against agreed performance measures and targets; and
- Generally, any remuneration or appointment related proposals to be submitted by the Board to the General Meeting of Shareholders.

The CEO refrains from participating in the discussion of and voting on his own performance and remuneration.

In accordance with Belgian corporate governance requirements, the Remuneration Policy is submitted to a shareholder vote at least every four years or when material changes occur.