

PART IV: BEKAERT EXECUTIVE MANAGEMENT: TERMS OF REFERENCE

IV.1. ROLE, RESPONSIBILITIES, AUTHORITY

The Board has delegated its management and operational powers to the BGE under the leadership of the CEO. Its responsibilities include, among others:

- the development, implementation and monitoring of the strategy of the Group, each business application and the various functional units,
- the development and monitoring of the short and long term plans, and the monitoring of the results of the various business applications of the Group;
- the implementation of internal controls based on the internal control and risk management framework approved by the Board;
- the preparation of the annual accounts for presentation to and timely disclosure by the Board.

The BGE assumes, under the leadership of the CEO, the management of the Company and the Group. It acts under the supervision of the Board, and is in charge of implementing the decisions of the Board.

The CEO functions as the prime interface between the Board and the BGE.

A provision in the Articles authorizes the Board to transfer its management powers to an executive committee within the meaning of Article 524bis of the Companies Code. The Board has not made use of this possibility to date.

IV.2. COMPOSITION

The BGE is chaired by the CEO, and in addition to the CEO is composed of at least four members, who shall bear the title of Group Executive Vice President.

IV.3. APPOINTMENT

Each member of the BGE is appointed by a simple majority resolution of the Board, acting on the recommendation of the NRC. Unless otherwise agreed, the appointment is for an indefinite period of time. Each member of the BGE can at any time be removed from office by a simple majority resolution of the Board. The Board should ensure that the various business applications and functional units of the Group are properly represented within the BGE.

Both a physical person and a legal entity can assume membership of the BGE. If a legal entity assumes membership of the BGE, it has to appoint a physical person as its permanent representative, who must himself fulfil all conditions for appointment as a member of the BGE.

Retirement is in principle set at the age of 60.

IV.4. ROLE OF THE CHIEF EXECUTIVE OFFICER

IV.4.1. Role and Responsibilities

It is the CEO's primary responsibility to propose strategic plans and policies to the Board, and to ensure the implementation of those strategic plans and policies as approved by the Board.

The CEO is responsible for the attainment of the Group's mission and its objectives in terms of business growth, profitability and customer service levels. His leadership inspires the employees to execute effectively all long and short term action plans in accordance with the values guiding the Group.

IV.4.1.1. Relationship with the Board and the Chairman

The CEO should

- establish an effective relationship with the Board and the Chairman;
- interact with the Board to identify and capture new business opportunities;
- consult with the Chairman regarding the preparation of the annual Board calendar, and the agendas and documents for Board meetings;
- provide the Chairman with timely, accurate and relevant information for distribution to the Board to enable informed consideration of the Group's performance prospects;
- perform any functions and exercise any powers delegated by the Board;
- refer any transaction outside the delegated authority to the Board for approval;
- advise the Board promptly of any adverse developments in relation to the Group and/or its legal and operating environments.

IV.4.1.2. Leadership

The CEO should

- provide comprehensive advice and information to the Board and support the Board's corporate governance activities;
- implement decisions of the Board;
- promote organizational change related to the Group's mission;
- engage and energize the workforce to achieve optimal, sustainable performance;
- encourage innovation and compliance;
- instil a culture that is aligned with the approved strategy, mission, values, objectives, policies and procedures;
- foster open communication and develop individuals' capabilities.

IV.4.1.3. Knowledge sharing and communication

The CEO's role is to:

- act as an interface between the Board and executive management;
- ensure that the Board and executive management have accurate, valid, relevant and timely information;
- interface between the Group and the market place and community with a consistent communication strategy;
- ensure that the Group and its mission, programs, products and services are consistently presented in a strong, positive image to all its stakeholders;
- ensure sufficient contact with major customers, partners, suppliers and other important stakeholders for the Group;
- carry out the adequate representation of Bekaert as a group towards political, economic, social and diplomatic forums.

IV.4.1.4. Decision making

The CEO's role is to:

- formulate policies and planning recommendations for consideration by the Board;
- take and/or approve all actions and initiatives required to implement decisions of the Board;
- allocate resources within the Group;
- decide or guide courses of action in operations by executive management;
- ensure full support of the BGE for the above.

IV.4.1.5. Program, product and service delivery

The CEO's role, in full cooperation with and with the full support from the BGE, is to:

- approve and oversee the design, manufacture, sales, marketing, promotion, delivery and quality of programs, products and services;
- acquire sufficient resources and capabilities for the Group's operations and finance its products and programs adequately;
- ensure the corporate brand and reputation of the Group are continuously enhanced.

IV.4.1.6. Strategic management

The CEO's role, in full consultation with the BGE, is to:

- drive the development and implementation of strategic, tactical and action plans;
- oversee the Group's operations and ensure that these are aligned with and comply with the strategy, mission, values, objectives, policies and procedures approved by the Board;
- monitor the external and operating environments for trends that may provide opportunities or threats for the Group and advise the Board accordingly; and
- ensure that executive management works in a self-confident and trusting environment;

IV.4.1.7. Human resource management

The CEO's role is to:

- ensure the effective management of the Group's employees according to the approved personnel policies and procedures in compliance with current laws and regulations;
- encourage cooperation;
- utilize individuals' skills and remove obstacles from team performance;
- attract and retain people with skills, attributes and experience to meet existing and future organizational requirements;
- sustain an environment that encourages individuals to achieve personal and professional growth.

IV.4.1.8. Financial, tax, risk, and facilities management

The CEO's role, in full consultation with the BGE, is to:

- recommend yearly recurring and capital expenditure budgets for Board approval;
- manage the Group's resources efficiently and effectively and in accordance with the strategic plan, annual budget, laws and regulations;

- monitor financial and operational performance and ensure that all reporting is in accordance with Board and statutory requirements; and
- implement a strategic, comprehensive and systematic internal control and risk management process throughout the Group.

IV.4.2. Appointment and term of office

The CEO is appointed in his capacity of chairman of the BGE by a simple majority resolution of the Board, acting on the recommendation of the NRC. Unless otherwise agreed, the appointment is for an indefinite period of time. The CEO can at any time be removed from office by a simple majority resolution of the Board.

The CEO selection process is led by the Chairman in accordance with the process steps defined by the NRC. All steps should be sufficiently documented and reported to the Board.

As the CEO is appointed in his capacity of Director in accordance with section II.3.2, the CEO bears the title of Managing Director for purposes of Belgian company law.

IV.5. ORGANIZATION, DECISION-MAKING, REPRESENTATION

The BGE meets on average twice a month, in accordance with a calendar prepared each year by the CEO. Additional meetings may be called by the CEO at his discretion.

Each BGE meeting is convened by the CEO, who sets its agenda. Each BGE member can propose agenda items. It is also the responsibility of the CEO to ensure that all members of the BGE are properly and timely informed and documented on all items on the agenda. The members should thoroughly prepare and actively contribute to the meetings of the BGE.

In order for a BGE meeting to be valid, a majority of its members have to be present or represented by proxy, duly notified in advance.

The BGE acts as a collegial body. It can pass its resolutions by a simple majority vote. However, in case of a disagreement in the BGE, the vote of the CEO is decisive. Without prejudice to the rules governing BGE members' liability, and without prejudice to the right of each member of the BGE to have his vote and its reasons recorded in the minutes of the meeting, each member of the BGE shall loyally execute the resolutions validly passed by the BGE.

The CEO can invite other members of senior management to attend whole or part of a BGE meeting if he considers their presence to be useful.

The BGE is entitled to request the assistance and/or presence of internal experts, as well as of independent external experts at the expense of the Company.

Minutes are taken at every BGE meeting, circulated to the members as quickly as practicable, and approved at the following meeting.

For matters belonging to the authority of the BGE, the Company shall be validly represented towards third parties by the joint signature of two members of the BGE.

IV.6. CONDUCT GUIDANCE

The members of the BGE owe their duties towards the Company as a whole; hence each such member should serve the interests of the Company, taking into account the proper interests of all its present and future shareholders.

IV.6.1. Applicability of General Conduct Policies

The members of the BGE should fully comply with:

- the Bekaert Code of Conduct attached hereto as [Appendix 3](#);
- the Bekaert Insider Dealing Code attached hereto as [Appendix 4](#).

IV.6.2. Conflicts of interests.

Members of the BGE should not directly nor indirectly compete or cause third parties to compete with the Company or the Group. Neither should they take personal advantage of any opportunity open or offered to Bekaert without the full and informed consent of the Board.

To the extent possible, members of the BGE should try to avoid direct or indirect conflicts of interests between themselves, or individuals, legal entities or organizations to which they are closely linked, and the Company or the Group. A member of the BGE finding himself in a position of conflict of interests should in any event notify the CEO who will inform the other members of the BGE.

If a member of the BGE has a direct or indirect interest of a proprietary nature that conflicts with a resolution or operation that is within the powers of the BGE, the CEO shall refer the matter to the Board for decision with a proposed resolution.

Each member of the BGE should each year provide the Company Secretary with a completed questionnaire describing material transactions or other material contractual relationships between himself, or individuals, legal entities or organizations to which he is closely linked, and the Company or the Group, and any other possible source of conflict of interests he might have had in the previous year.

Members of the BGE shall fully and exclusively invest in the exercise of their duties within the Company and the Group. They may assume directorships in other companies (subsidiaries or jointly controlled entities) of the Group subject to prior approval from the Board. However, and except for positions in the private (non-commercial, not-remunerated) sphere, they should not accept any office as a director nor any other function in any organization that does not belong to the Group without the prior approval of the Chairman.

IV.6.3. Duty of confidentiality

Each member of the BGE is bound by a duty of discretion, and should observe the utmost confidentiality with respect to the proceedings, the resolutions and the documentation of the BGE.

IV.7. REMUNERATION AND PERFORMANCE EVALUATION

IV.7.1. General

The main components of the Group's executive remuneration policy are base salary, short term and long term incentives. The Group offers competitive total remuneration packages, including benefits, 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.

The base salary levels are continuously benchmarked with the local and regional markets with an objective to attract and retain the talent and experience needed in every market. A strong focus on performance and achievements at Group, team and individual level is reflected in all short term incentives. Those incentives should provide attractive bonus opportunities (such as an annual bonus), which are directly linked to the business applications.

The Group's long term incentives programs aim to reward managers and executives for their contribution to the creation of enhanced shareholder value over time. Those programs are typically linked to the future appreciation of the Company's shares.

IV.7.2. BGE members

The remuneration policy applicable to BGE members other than the CEO is set by the NRC and endorsed by the Board. The NRC ensures that each BGE member's contract with the Company is optimally reflected in the remuneration policy. A copy of each BGE member's contract is available to any Director upon request to the Chairman.

The annual remuneration package consists of base salary, and short and long term incentives. The overall remuneration package including benefits aims to be competitive and is aligned with the role and responsibilities of each BGE member, being a member of a team leading a globally operating industrial group with various business applications.

The CEO evaluates the performance of each of the other members of the BGE and annually informs the NRC of his evaluation. This evaluation is done annually based on documented key performance indicators ("KPIs") directly derived from the business plan and taking into account the specific responsibilities of each BGE member.

The achievements measured against those KPIs will determine all performance-related compensation elements of the remuneration package of each BGE member other than the CEO.

IV.7.3. CEO

The Board, acting on a recommendation of the NRC, approves the remuneration policy applicable to the CEO. The NRC ensures that the CEO's contract with the Company is optimally reflected in the remuneration policy. A copy of the CEO's contract is available to any Director upon request to the Chairman.

The annual remuneration package consists of a base salary, and short and long term incentives. The overall remuneration package, including benefits, aims to be competitive and is aligned with the responsibilities of a CEO leading a globally operating industrial group with various business applications.

The NRC determines each year a set of KPIs directly derived from the business plan and based on any other priorities assigned to the CEO by the Board. Those KPIs and the evaluation of the achievements will be documented and submitted to Board approval. The final evaluation leads to a decision by the Board on all performance-related compensation elements as specified in the remuneration package of the CEO.

In his capacity as a Director, the CEO is entitled to the same remuneration as the non-executive Directors in accordance with section II.7.1, except the remuneration for attending Board Committee meetings for which he receives no compensation. Any compensation received by the CEO as a Director is included in his base salary.