

NV Bekaert SA - Bekaert Group

Corporate Governance Charter

Originally approved by the Board of Directors of NV Bekaert SA on 16 December 2005

Revised by the Board of Directors of NV Bekaert SA on 22 December 2009, 13 November 2014 and 28 July 2016

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INTRODUCTION

NV Bekaert SA (the "Company") attaches great value to good corporate governance and is aware that good governance of listed companies is an important factor in investment decisions for all stakeholders of the Company.

As a member of GUBERNA, the Belgian Institute for Directors, the Company is helping to shape a coherent vision of corporate governance based on solid research, cultural norms and practical management needs. The Company thereby does not ignore its history of more than 130 years, and the important role of its long time principal shareholders.

The Company is subject, in descending order of precedence, to applicable laws and regulations (including the Belgian Companies Code (the "Companies Code") and Belgian financial legislation and regulation), to its Articles of Association (the "Articles"), to the 2009 Belgian Code on Corporate Governance (the "CG Code"), and to the present Bekaert Corporate Governance Charter (the "CG Charter").

The Company's Board of Directors has on 22 December 2009 adopted the CG Code as the reference code for Bekaert and revised the CG Charter for alignment with the CG Code.

The Company applies the Corporate Governance Principles laid down in the CG Code. In addition, and except as explained in the CG Charter or in the Corporate Governance Statement of its annual report, the Company complies with the Corporate Governance Provisions of the CG Code.

The Articles and the CG Charter, each in its fully updated version, are available from the Investors section of the Company's website www.bekaert.com.

Most individuals in this document are referred to in masculine. Gender specific references should be interpreted as being gender neutral.

PART I: STRUCTURE AND ORGANIZATION

I.1. COMPANY PROFILE

Bekaert's profile, including its regional segment reporting, is described in its most recent Shareholders' Guide, which is available from the Investors section of www.bekaert.com.

I.2. LEGAL STRUCTURE

The Company is the ultimate parent company of the Bekaert Group (the "Group"). For purposes of the CG Charter, the term Group includes the Company and its subsidiaries, joint ventures and associates. The joint ventures are an important part of the Group. A list of the subsidiaries, joint ventures and associates is included in the Group's annual report. Whenever the term "Bekaert" is used in the CG Charter, it refers to the Company and/or the Group as appropriate.

The Company's registered office is at Bekaertstraat 2, 8550 Zwevegem (Belgium). Its Group headquarters is located at the same address. The Company's shares are listed on the NYSE Euronext Brussels stock exchange.

I.3. GOVERNANCE STRUCTURE

The primary decision-making body of the Company is its Board of Directors (the "Board"), under the leadership of the Chairman, with the exception of matters reserved by the Companies Code or by the Articles to the General Meeting of Shareholders (the "General Meeting") (cf. section V.4.2), and subject to the management and operational powers delegated by the Board to the Bekaert Group Executive, the Company's executive management body (the "BGE"), under the leadership of the Chief Executive Officer (the "CEO") (cf. section IV.1).