NV BEKAERT SA

Bekaertstraat 2, 8550 Zwevegem
VAT BE 0405.388.536 RLP Kortrijk
***Naamloze vennootschap* (company with limited liability) under Belgian law**

Public offer for subscription in Belgium and the Grand Duchy of Luxembourg

to two bond loans for a joint total amount of minimum 150 000 000 euros and maximum 300 000 000 euros

5.75% (gross) repayable at the latest on 16 April 2012 (the '**2012 Bonds**')

6.75% (gross) repayable at the latest on 16 April 2014 (the '**2014 Bonds**')
(the 2012 Bonds and 2014 Bonds hereinafter jointly referred to as the '**Bonds**')

Subscription period: from 17 March 2009 through 9 April 2009

Issue price: 101.185% for the 2012 Bonds
Issue price: 101.201% for the 2014 Bonds

Issue date: 16 April 2009

An application has been submitted for admission of the Bonds for trading on the regulated market of Euronext Brussels

Joint Bookrunners - Joint Lead Managers

FORTIS BANK ING KBC

Global Coordinator

KBC

Securities Note concerning the Bonds of 16 March 2009

This Securities Note concerning the Bonds, together with the summary and the Registration Document, constitutes the prospectus (the '**Prospectus'**) for the transaction referred to in the Securities Note concerning the Bonds. The Securities Note may be circulated separately from the other two documents. The three documents are available free of charge to investors at the head office of NV Bekaert SA, in the Dutch approved version (by the CBFA) with an English translation, (with a French translation of the summary). They are also available free of charge from Fortis Bank NV/SA - tel.: +32 2 565 35 35, ING Belgium NV/SA - tel.: +32 2 464 61 04 and KBC Bank NV – tel.: +32 78 15 21 53. They are also available on the websites of NV Bekaert SA (www.bekaert.com), Fortis Bank NV/SA (www.fortisbanking.be – saving and invest), ING Belgium NV/SA (www.ing.be – products – savings and investments) and KBC Bank NV (www.kbc.be/obligaties).

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0 Risk factors concerning the Bonds

The risk factors concerning the Issuer are identified in section 0 of the Registration Document.

Prior to taking their investment decision, potential investors are urged to carefully investigate the following risk factors, including the risks associated with the Issuer and those associated with its subsidiaries in general, in addition to the other information in this Prospectus. The risks and uncertainties described below are not the only risks and uncertainties that can affect the Issuer or the Bonds. Other risks and uncertainties that are, on the date of the Prospectus, either unknown or considered immaterial, can still have a harmful effect on company operations or on the capacity to make payments in the context of Bonds or other existing debts. If one of the following risks arises, the activities, financial situation, or operating results of the Issuer could be heavily and adversely affected. In that event, you could completely or partially lose your investment. Certain statements in this section are statements concerning the future (see Forward-Looking Statements).

0.1 Risks with respect to the price setting, liquidity and listing of Bonds

The Bonds do not have a credit rating at the time of the offer, and no credit rating will be requested at a later date. Nor can any guarantee be provided that the price of the Bonds, at the time of the offer or at a later date, will cover the credit risk related to the Issuer. In addition, there is no guarantee that an active market will develop for the trading of the Bonds after their listing. The market for the Bonds can be limited and may not be very liquid. The only manner for the holder of the Bonds to convert his or her investment in the Bonds into cash before their maturity date is to sell them at the applicable market price at that moment. This price can be less than the nominal value of the Bonds. Moreover, the liquidity of, and the market for Bonds can be adversely affected by numerous factors, including changes in interest rates and volatility on the market for similar securities, as well as changes in the financial situation or results of the Issuer, or by an issue of Bonds for an aggregate total amount for both bond loans below 150 000 000 euros, or if the final amount issued of one of the bond loans is substantially lower than the final amount issued under the other bond loan. It is not possible to predict the price at which the Bonds will trade in the market. An application has been submitted for the admission of the Bonds for trading on the regulated market of Euronext Brussels.

0.2 Early repayment and substitution

The terms and conditions of the Bonds provide for the right of the Issuer at any time, with a notice period of at least 30 days, to redeem all Bonds early at their nominal value plus all interest accrued up to the date of repayment, in the event of a change in the Belgian tax legislation and regulations, or a change in the application or interpretation of the laws or treaties after the issue date of the Bonds, which would endanger the payment of the principal amount and/or the interest on the Bonds, and would oblige the Issuer to pay additional amounts in order to guarantee the payment of the originally specified amounts and the interest. In addition, the terms and conditions of the Bonds provide that, subject to the fulfilment of certain conditions, the possibility exists for another company to be substituted for the Issuer. If the possibility of an early repayment or a substitution were actually to occur, such event can negatively affect the value of the Bonds.

0.3 Interest rate fluctuations

The Bonds provide a fixed interest rate until the maturity date. An increase in the interest rates in the market can therefore adversely affect the value of the Bonds.

0.4 Future operating performance of the Issuer

The Issuer does not have a credit rating and does not intend to apply for a credit rating. The ability to pay the principal amount of and interest on the Bonds, and on other indebtedness, depends on the future operating performance. The future operating performance depends on the market situation and sector-related factors which are often beyond the control of the Issuer, and consequently the Issuer cannot provide any assurance that it will have sufficient cash flow available to repay the principal amount, the premium, if applicable, and the interest on the debts.

0.5 Additional debts

In the future, the Issuer could decide to increase its indebtedness, which could make it difficult to meet its obligations in the context of the Bonds or could cause the value of the Bonds to decrease. The general conditions of the Bonds do not limit the amount of unsecured debts that the Issuer can incur. If the Issuer incurs additional debts, this could have important consequences for you as a bondholder; thus it could become more difficult for the Issuer to meet its obligations with respect to the Bonds which could lead to a loss in the commercial value of your Bonds.

0.6 Bonds without collateral security

Your right to receive payment on the Bonds is not guaranteed and will effectively be subordinated to the guaranteed indebtedness of the Issuer. The Bonds will be general, unsecured, unprivileged Bonds. The Bonds will effectively be subordinated to guaranteed privileged debts, which the Issuer can incur to the extent of the value, validity and priority of the rights of pledge with which the assets guarantee the debt. In the event of liquidation, dissolution, reorganisation, bankruptcy or similar procedure, whether voluntary or not, the holders of the guaranteed debts will have the right to payment from the assets that guarantee their debts, before the assets can be used to make payments for the Bonds.

0.7 Belgian insolvency legislation

The Issuer is incorporated and has its registered office in Belgium and can therefore be subject to the insolvency legislation and procedures in Belgium, including the Belgian act on fraudulent transfer (Actio Pauliana) for the protection of creditors.

1 Public Offering Belgium and the Grand Duchy of Luxembourg

1.1 Approval of the Belgian Banking, Finance and Insurance Commission

This Securities Note concerning the Bonds of 16 March 2009 prepared in Dutch (the '**Securities Note**') was approved by the Belgian Banking, Finance and Insurance Commission (the '**CBFA'**) on 16 March 2009, with application of article 23 of the Act of 16 June 2006 on the public offer of investment instruments and the admission of investment instruments to trading on regulated markets. This approval does not involve any assessment of the opportunity or quality of the transaction, or of the situation of the person realising it (the Issuer).

The Prospectus is made up of separate documents as allowed pursuant to article 28 of the Act of 16 June 2006 on the public offer of investment instruments and the admission of investment instruments to trading on regulated markets.

The Securities Note has been prepared in accordance with Chapter II of the EU Regulation no. 809/2004 from the European Commission (the "**Regulation**') and, together with a Registration Document concerning the Issuer dated 16 March 2009 (the '**Registration Document**') and the summary dated 16 March 2009 (the '**Summary**') concerning the offer of bonds (the '**Bonds**'), forms the prospectus, with respect to the transaction referred to in the Securities Note concerning the Bonds (the '**Prospectus'**).

The CBFA has supplied the Luxembourg *Commission de Surveillance du Secteur Financier* (the '**CSSF**') with an approval certificate, which certifies that the Prospectus has been prepared in accordance with Directive 2003/71/EC of the European Parliament and the Council of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading and amending Directive 2001/34/EC ('**Prospectus Directive**').

1.2 Responsible persons

NV Bekaert SA, a *naamloze vennootschap* (company with limited liability) under Belgian law, with its registered office at Bekaertstraat 2, BE-8550 Zwevegem, VAT BE 0405.388.536, RLP Kortrijk (the '**Issuer'**) assumes the responsibility for the information in this Securities Note and the Summary.

The Issuer declares that, having taking all reasonable measures to this end, to the best of its knowledge, this information corresponds with the facts and no information has been omitted that could alter its scope.

Nobody is authorised to issue information or make statements that are not included in the Prospectus, and such information or statements can never be considered as having been permitted by the Issuer. The circulation of this Prospectus, at any time, does not imply that all the information it contains is still accurate after the date of the Prospectus and under no circumstances implies that the situation of the Issuer has remained unchanged since this date.

The Summary is translated into French and English. The Issuer assumes responsibility for the translation of the Summary. In the event of discrepancies between the original Dutch version and the French or English translations, the Dutch version will take precedence.

The three documents are available free of charge to investors at the head office of the Issuer, in Dutch and French, with an English translation of the Summary. They are also available free of charge from Fortis Bank NV/SA (tel.: +32 2 565 35 35), ING Belgium NV/SA (tel.: +32 2 464 61 04) and KBC Bank NV (tel: +32 78 15 21 53). They are also available on the websites of the Issuer (www.bekaert.com), of Fortis Bank NV/SA (www.fortisbanking.be – save and invest), of ING Belgium NV/SA (www.ing.be – products – savings and investments) and of KBC Bank NV (www.kbc.be/obligaties).

1.3 Prior warning

The Prospectus has been prepared to provide information on the offer of the Bonds. When potential investors make a decision to invest in the Bonds, they should base this decision on their own research of the Issuer and the conditions of the Bonds, including, but not limited to, the associated benefits and risks, as well as the conditions of the public offer itself. The investors must themselves assess, with their own advisors if necessary, whether the Bonds are suitable for them, considering their personal income and financial situation.

The summaries and descriptions of legal provisions, accounting principles or comparisons of such principles, legal company forms or contractual relationships reported in the Prospectus may in no circumstances be interpreted as investment, legal or tax advice for potential investors. They are urged to consult their own advisor, bookkeeper or other advisors concerning the legal, tax, economic, financial and other aspects associated with the subscription to the Bonds.

The investors themselves are exclusively responsible for analysing and assessing the advantages, disadvantages and risks associated with the subscription to the Bonds.

In the event of important new developments, material errors or inaccuracies that could affect the assessment of the securities, and which occur or are identified between the time of the approval of the Prospectus and the final closure of the public offer, or, if applicable, the time at which trading on a regulated market commences, the Issuer will have a supplement to the Prospectus published containing this information. This supplement will be published in compliance with at least the same regulations as the Prospectus, and will be published on the websites of the Issuer, Fortis Bank NV/SA, ING Belgium NV/SA and KBC Bank NV. The Issuer must ensure that this supplement is published as quickly as possible.

Investors who have already agreed to purchase or subscribe to securities before the publication of the supplement to the Prospectus, have the right to withdraw their agreement during two working days after the publication of the supplement.

1.4 Selling Restrictions

General restrictions

The Prospectus entails a public offer of Bonds in Belgium and the Grand Duchy of Luxembourg.

Each of the banks identified on the front page of the Prospectus will have the required approvals, licences and admissions for each of their transactions with respect to the Bonds, including the offer and the sale of Bonds, as well as the circulation of the Prospectus and any form of publicity or other information with regard to the Bonds, and they will comply with all applicable legislation and regulations in each jurisdiction. The special limitations identified below do not prejudice this in any way.

However, the circulation of the Prospectus, as well as the offer and the sale of the Bonds via this Prospectus, can be limited by the legislation and regulations in come countries. People who gain possession of this Prospectus, should ensure they are aware of any such limitations and comply with these limitations.

The Prospectus may not be used for, or in the context of, and in no circumstances constitutes, an offer for sale or an invitation to subscribe to the Bonds or to sell them in the context of this Prospectus, in any country where such an offer or invitation would be illegal. Each Joint Bookrunner undertakes to uphold the law and regulations that apply for the offer and the sale of Bonds in each country in which these Bonds would be subscribed to.

European Economic Area, except Belgium and the Grand Duchy of Luxembourg

In each Member State of the European Economic Area – with the exception of Belgium and the Grand Duchy of Luxembourg - which has implemented the Prospectus Directive, the Bonds may only be sold to the following persons:

(a) Legal entities which are authorised or regulated to operate in the financial markets, including: credit institutions, investment firms, other authorised or regulated financial institutions, insurance companies, institutions for collective investment schemes and their management companies, pension funds and their management companies, commodity dealers, as well as entities not so authorised or regulated whose corporate purpose is solely to invest in securities;
(b) national and regional governments, central banks, international and supranational institutions such as the International Monetary Fund, the European Central Bank, the European Investment Bank and other similar international organisations;
(c) other legal entities which do not meet two of the three following criteria: (i) an average number of employees during that last financial year of at least 250 people; (ii) a balance sheet total of at least 43 000 000 euros and (iii) an annual net turnover of at least 50 000 000 euros, as shown by their most recent annual or consolidated accounts;
(d) less than 100 natural or legal persons, other than qualified investors as stipulated in the Prospectus Directive;
(e) as well as in all other circumstance in which no publication is required from the Issuer of a prospectus in accordance with article 3.2 of the Prospectus Directive, as implemented in the national laws of the Member State of the European Economic Area concerned.

In this section, the expression ‘public offer’ means every communication in any form and through any medium whatsoever to people, and containing sufficient information concerning the conditions of the offer and the securities to be offered, such that an investor is able to decide on the purchase of, or the subscription to these securities, in such a manner that this definition could be amended in each respective Member State by each measure implementing the Prospectus Directive.

United States

The Bonds are not and will not be registered under the US Securities Act of 1933 and may not be offered or sold in the United States, or to, or for the account of, or to the benefit of American persons (**US persons)**, as stipulated in the US Securities Act, unless in transactions that are exempted from or do not require registration under the US Securities Act. The Bonds are subject to the rules of American tax law and may not be offered, sold or distributed in the United States or to American persons (**US persons)**, unless in transactions that are permitted under US tax legislation.

1.5 Forward-looking Statements

This Prospectus contains forward-looking statements, including statements on the Issuer's convictions and expectations, and statements concerning projections and future goals. These statements are based on the current plans, estimates, assumptions and projections from the Issuer, as well as on its expectations concerning various circumstances and events.

Forward-looking statements contain inherent risks and uncertainties, and only have any value on the date that they are made. The Issuer does not undertake in any manner whatsoever to amend or update these, unless required by Belgian law. The Issuer warns potential investors that a number of important factors can cause the actual results or consequences to differ significantly from the results and consequences as described in forward-looking statements. These factors include, but are not limited to, the following: macroeconomic developments; legislative developments; and other factors described in this Prospectus, such as those in the discussion of the 'Risk factors', among others.

2 The Issuer

The Issuer is a *naamloze vennootschap* (company with limited liability) under Belgian law, with a share capital of 174 668 000 euros (on 31 December 2008), having its registered office at Bekaertstraat 2, BE-8550 Zwevegem, VAT BE 0405.388.536, RLP Kortrijk.

The conditions of the Bonds that are the subject of this Securities Note are included in section 4 below.

3 Basic information

3.1 Interest of the natural and legal persons involved in the offer

In this case, there is no interest that could significantly affect the offer.

3.2 Reason for the offer and intended use of the proceeds from the issue

The net proceeds of the issue will primarily be used for the refinancing of a bond loan in an amount of € 100.000.000 with maturity date in July 2009. Further, a part of the proceeds will be used for the refinancing of some existing bank indebtedness and possibly also for the refinancing of an outstanding short term commercial paper program. The indebtedness with Credit Institutions that mature in 2009 amount to € 401.8 million and the outstanding commercial paper amounted to € 34.7 at the end of 2008. Depending on the amount placed, a larger or smaller part of the existing indebtedness shall be refinanced. In the event that less than the intended amount of € 150 million is issued, the Issuer shall use its existing credit facilities as described in the Registration Document under §61.6 “Rentedragende Schulden”. The proceeds of the Bonds will not necessarily be used to refinance short term debt. With this issue, the Issuer is aiming for a balance between short- and long-term debt on the one hand and between bank financing and financing via the capital market on the other. In the hypothesis of a € 150 million issue, the average residual term to maturity of the debt expressed in euros can be extended from 2.2 to 2.9 years. For the consolidated debt, the maturity will be extended from 1.9 to 2.2 years. The percentage of long-term debt will be increased from 58% to 70% of the consolidated debt.

4 Information on the securities to be offered and admitted to trading

4.1 Type and categories of Bonds – Identification

The Bonds give right to the payment of an annual interest and are redeemable at their nominal value on the maturity date. The 2012 Bonds will be identified by the ISIN code BE0002166321. The 2014 Bonds will be identified by the ISIN code BE0002167337. Settlement will occur through the X/N Securities Settlement System of the National Bank of Belgium (the “**NBB**”).

4.2 Governing Law and Jurisdiction

The Bonds and the offer of the Bonds are subject to Belgian law. The courts of Brussels are exclusively competent to pass judgment concerning disputes between the Bondholders and the Issuer with respect to the Bonds.

4.3 Form

The Bonds are dematerialised securities that are only deliverable in the form of an entry in a custody account. No request for physical delivery of the Bonds can be made.

4.4 Currency

The Bonds are denominated in euros.

4.5 Rank

The Bonds are unsubordinated, direct and unconditional bonds of the Issuer and are unsecured. The Bonds have equal rank (*pari passu*), without any priority on the basis of date of issue, payment currency or any other basis, vis-à-vis each other and every other current or future, unprivileged and unsubordinated bonds or other debt instruments of the Issuer.

4.6 Negative pledge

The Issuer undertakes, for the term of the Bonds, until the effective repayment of the capital and interest of the Bonds, not to grant any security or other rights of priority in favour of other creditors over its assets unless the Bonds equally benefit from the latter in the same rank.

The term '**creditors**' means each person or entity that is a holder of bonds or debt instruments of the Issuer, traded on a regulated market, a private market or otherwise, and for which the period to maturity amounts to more than one year.

The above, however, is without prejudice to (i) the right of the Issuer to grant security over its assets or to set other privileges in favour of other persons than holders of bonds or debt instruments, as referred to in the preceding paragraph, (ii) the right or the obligation of the Issuer to grant security or privileges or have security or privileges granted over its assets, such pursuant to mandatory provisions of any applicable law, or (iii) the right of the Issuer to grant security over a certain asset, with a view to the financing of such asset or (iv) the right of the Issuer to grant security over existing assets upon the acquisition of such asset by the Issuer.

4.7 Early exigibility

In the following events:

- Change in law to which the Issuer is subject and under which it becomes illegal for the Issuer to fulfil its obligations under the Bonds; or
- the non-payment of the interest or the principal sum within 5 (five) working days of their due date; or
- the non-compliance by the Issuer with its obligations as provided in this Securities Note during 15 working days after notification of this to the Issuer; or
- the cancellation or suspension of trading of the Bonds on the Euronext Brussels regulated market during 15 consecutive working days as a result of a default of the Issuer, except if the Issuer obtains the effective listing of the Bonds on another regulated market of the European Economic Area at the latest upon expiration of this period; or

- the non-repayment of any other loan indebtedness than the Bonds, totalling an aggregate total amount of 20 000 000 euros by the Issuer on the maturity date or, if applicable, after the end of the applicable deferral periods; or
- a reorganisation of the Issuer resulting in a substantial reduction in its assets and which damages the interests of the Bondholders; or
- suspension of payment by the Issuer or appointment at the Issuer of a liquidator, legal administrator or ad hoc authorised representative, introduction of a liquidation procedure or legal or voluntary dissolution, legal or voluntary suspension of payment for all debts or a part of them, arrangement with all its creditors, bankruptcy or other similar procedure introduced against the Issuer;

each holder of Bonds will have the right to inform the Issuer by registered letter that his or her Bond is immediately due and repayable at the nominal value, plus the interest accrued, by force of law and without other notice of default than the notification to the Issuer, with effect from the receipt by the Issuer of this notification.

Unless stated otherwise, "**working day**" in this Prospectus means each day that the banks are open in Belgium.

4.8 Rights

The Bonds are tradable bonds that represent a debt, issued by the Issuer. They give right to payment of annual interest and to the repayment of the nominal value on the maturity date, including all rights granted by company law to the Bondholders of a company.

4.9 Nominal interest rate

The **2012 Bonds** will give right to interest amounting to an annual interest rate of 5.75 % (gross) with effect from 16 April 2009 (included) until 16 April 2012 (not included), payable after an expired term on 16 April of each year and for the first time on 16 April 2010, i.e. 57.50 euros for each denomination of 1 000 euros.

The **2014 Bonds** will provide right to interest amounting to an annual interest rate of 6.75 % (gross) with effect from 16 April 2009 (included) until 16 April 2014 (not included), payable after an expired term on 16 April of each year and for the first time on 16 April 2010, i.e. 67.50 euros for each denomination of 1 000 euros.

The interest amounts for a period shorter than a full year will be calculated on the basis of the number of elapsed days, on the basis of a year of 365 days, or 366 days for leap years.

If the payment date for an interest amount of the Bonds is not a working day, the payment will be due on the next working day. This deferral does not provide any right to additional interest or any other payment.

The Bonds will no longer produce any interest with effect from the date on which the Bonds are fully repaid or cancelled.

The interest amounts become prescribed in favour of the Issuer after five years commencing from their maturity date, and the Bonds become prescribed after 10 years from the date set for their repayment.

4.10 Maturity date – Repayment

4.10.1 Repayment on maturity date

The 2012 Bonds will be repaid by the Issuer at their nominal value on their maturity date, 16 April 2012.

The 2014 Bonds will be repaid by the Issuer at their nominal value on their maturity date, 16 April 2014.

If the maturity date is not a working day, the payment will be due on the next working day. Such deferral does not give any right to additional interest or any other payment.

4.10.2 Repurchase and cancellation

The Issuer and each of its subsidiaries are entitled at any time to repurchase the Bonds, both on the open market or otherwise. The repurchased Bonds will be transferred to the Domiciliary Agent, as defined in section 5.4.3, for cancellation.

4.10.3 Early redemption

The Issuer reserves its right at any time, with a notice period of at least 30 days, to redeem all Bonds early at their nominal value plus all interest accrued to the date of repayment, in the event of a change in Belgian tax legislation and regulations, or a change in the application or interpretation of the laws or treaties after the issue date of the Bonds, which would endanger the payment of the principal amount and/or the interest on the Bonds and would oblige the Issuer to pay additional amounts in order to guarantee the payment of the originally specified amount and the interest.

4.11 Yield

The gross actuarial yield for the investors in the 2012 Bonds amounts to 5.312%. The gross actuarial yield for the investors in the 2014 Bonds amounts to 6.461%. These yields are calculated on the basis of the issue price (including the placing costs), of the payment of the interest during the period to maturity of the Bonds and on the repayment amount on the respective maturity dates that will also be updated at the same time for each Bond. For the calculation only the issue price and interest rate are taken into account and it is assumed that the Bonds were purchased on the primary market and held until maturity..

The pricing of the Bonds is based on the listing of a selected basket of investment grade bonds, as valued on the secondary market during the period of the pricing.

4.12 Notice to the Bondholders

Notices intended for the holders of the Bonds (the '**Bondholders**'), including notices of early closure and convening notices for general meetings of Bondholders, must be published in at least one Dutch-language and one French-language wide-circulation newspaper in Belgium (normally *De Tijd* and *L'Echo*) and one wide-circulation newspaper in Luxembourg (normally the "Luxemburger Wort") or the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the websites of the Issuer, Fortis Bank NV/SA, ING Belgium NV/SA and KBC Bank NV. The Issuer must ensure that the notices to the Bondholders are published as quickly as possible in accordance with Belgian law.

The effective publication date of a notice to the Bondholders is the day of the first publication and in the case of publication of a notice to Bondholders in various newspapers, the effective publication date coincides with the first publication of this notice in the newspapers involved.

4.13 Representation

The Bondholders will be represented in the general meeting of the Bondholders.

The general meeting of Bondholders is authorised to endorse all changes to the conditions of the Bonds to the extent and in the manner provided by Article 568 and following of the Belgian Company Code, to decide on acts of custody in the common interest and, if applicable, to appoint one or more authorised representatives to execute the decisions taken by the meeting and represent the Joint Bondholders in the context of the issue. The decisions are binding for all Bondholders, even for those who are absent, legal incapacity, or who do not vote in favour.

The meeting can be convened by the Management Board of the Issuer, or its statutory auditors. They must convene meetings at the request of the Bondholders who represent at least one fifth of the existing Bonds. The convocation for each general meeting includes the agenda with the list of the topics to be discussed and the motions for decisions. They will be published in the *Belgian Official Gazette* and at least one newspaper with wide circulation in Belgium, at least 15 days before the meeting.

The right to take part in the general meeting is subject to the lodging of a certificate from the Domiciliary Agent, via the financial institution at which the Bonds are held in a custody account, at the place stated in the convocation letter at least three working days before the date of the meeting. At each meeting, a presence list will be made.

The general meeting of the Bondholders will be chaired by the chairman of the Issuer's Management Board or, if unable to attend, by another manager. The chairperson appoints a secretary, who may not be a Bondholder, and selects two vote recorders from the Bondholders present. Each Bondholder can be represented at the general meeting by a proxy, who does not have to be a Bondholder. The Issuer's Management Board can determine the form of the proxies. The proxies must be lodged at least three working days before the date of the meeting at the registered office of the Issuer.

Each Bond provides a right to one vote. In accordance with article 574 of the Belgian Company Code, the meeting can only validly deliberate and decide if those present represent at least half of the amount of the existing Bonds. If this condition is not satisfied, a new convocation is required and the second meeting can validly deliberate and decide, regardless of the number of the Bonds present or represented. The decisions will be passed with at least a three-quarter majority of the Bonds taking part in the voting. Decisions concerning acts of custody, or the appointment of authorised representatives, will be validly approved with a simple majority, regardless of the number of Bonds present or represented.

The minutes of the general meeting will be signed by the office members and by Bondholders who request so. Certified copies or extracts of these minutes will be signed by a director of the Issuer.

The Paying Agent, as defined in section 5.4.3, and the Issuer may, without the permission of the Bondholders, agree to any amendment to the Paying and Domiciliary Agency Agreement (*Paying and Domiciliary Agency Agreement*), as defined in section 5.4.3, except as described above, which is not prejudicial to the interests of the Bondholders, or to each change of the Bonds, the coupons or the Paying and Domiciliary Agency Agreement, of a formal or technical nature, made to correct a manifest error or to comply with provisions of mandatory law. Each such change is binding on all Bondholders and any such modification shall be notified to the Bondholders in accordance with Section 4.12 as soon as practicable thereafter.

4.14 Authorisations

The Issuer's Management Board granted permission for the issue of the Bonds pursuant to a decision on 19 February 2009. The final conditions of the offer of the 2012 Bonds with an annual gross interest rate of 5.75% and maturity date of 16 April 2012, and of the 2014 Bonds with an annual gross interest rate of 6.75% and maturity date of 16 April 2014, were approved on 16 March 2009 by Mr. Bert De Graeve, in his capacity as managing director of the Issuer, and Mr. Bruno Humblet in his capacity as financial director of the Issuer, on the basis of an authorisation granted by the Management Board on 19 February 2009.

4.15 Date of issue

The Bonds will be issued on 16 April 2009.

4.16 Limitations

Subject to the application of the rules governing the transferability of securities, the Bonds are transferable.

4.17 Substitution

The Issuer will have the right at any time to assign any other company as issuer in its place, the '**New Issuer',** via transfer and with respect to all obligations arising under the Bonds, insofar as each of the following conditions is satisfied:

- the New Issuer explicitly accepts all obligations undertaken by the Issuer and arising from this loan;
- the New Issuer is a company that, directly or indirectly, is at least 75% controlled by the Issuer;
- the New Issuer obtains in advance all the necessary licences in its country of incorporation and in Belgium to transfer to the bank charged with the financial servicing of the loan, the amounts in euros required to meet the repayment of the principal amount and the payment of the interest amounts for this loan; and
- the Issuer unconditionally and irrevocably guarantees the obligations of the new Issuer.

In the case of such a substitution, every other provision of the current conditions of the loan remains unchanged. In the case of such a substitution, the rights and obligations of the Issuer that are defined in the contract for financial services entered into with the Paying agent will be fully transferred to the New Issuer. The Bondholders will be informed of every substitution of the Issuer in accordance with the provisions of section 4.12.

4.18 Taxation of the Bonds

4.18.1 Taxation in Belgium

The information below is of a general nature and is not intended to deal with all aspects of an investment in Bonds. In some cases other rules might apply. Moreover, the tax regulations and its interpretation can change over the course of time. Potential investors who wish more detailed information concerning the tax consequences, both in Belgium and elsewhere, on the purchasing, possession and transfer of Bonds, are urged to consult their financial and tax advisors who they usually consult.

4.18.1.1 Belgian withholding tax

The payments of interest on the Bonds by or on behalf of the Issuer are generally subject to Belgian withholding tax on the gross amount of the interest. This withholding tax currently amounts to 15%.

According to Belgian tax law, the term interest not only includes the annual interest payments, but also any amount paid or granted in excess of the issue price, regardless of whether or not the granting has occured before the maturity date set in the agreement.

The payments of interest and the repayment of the principal amount of the Bonds by or on behalf of the Issuer are, however, exempt from withholding tax provided that, at the moment of the granting or making payable, the Bonds are held by certain beneficiary investors (the '**Beneficiary Investors**', see below) on a tax-exempt custody account (called an **X account**) opened by an institutional account holder that is directly or indirectly a participant ('**Participant**') in the X/N System managed by the NBB ('the **X/N System'**).

The holding of Bonds in the X/N System enables Beneficiary Investors to receive interest on their Bonds without incurring withholding tax and to trade the Bonds gross.

The Participants in the X/N System must enter the Bonds that they hold on account for Beneficial Investors on an X account. According to current Belgian tax law, the categories of beneficial Investors are primarily as follows:

1. Domestic companies subject to Belgian corporate tax:
2. institutions, associations or companies referred to in article 2:3 of the Act of 9 July 1975 concerning the supervision of insurance companies;
3. semi-governmental organizations for social security or equivalent organizations referred to article 105:2° of Belgian Royal Decree/1992 Income Tax Code (Wetboek van de inkomstenbelastingen van 1992; hereinafter: 'W.I.B. 92');
4. savers, not residents in Belgium, referred to in article 105:5 of the same decree;
5. investment funds established in the context of pension savings, referred to in article 115 of the same decree;
6. taxpayers referred to in article 227:2° of the W.I.B. 92, that are subject to the taxation of non-residents in accordance with article 233 of this same Code and who have used these income-bearing capital amounts for practicing their profession in Belgium;
7. the Belgian State, for its investments that are exempt from withholding tax in accordance with article 265 W.I.B. 92;
8. organizations for group investments under foreign law, that have an undivided capital base, are managed by a management company, for the account of the participants, when their participation rights are not publicly issued in Belgium and are not traded in Belgium;
9. domestic companies not referred to in 1 above, of which the activity mainly consists of providing credit lines and loans.

Upon the opening of an X Account for holding the Bonds, the holder must provide the Participant with a certificate by which the beneficiary of the income can be identified and from which it is shown that the beneficiary belongs to one of the categories of Beneficiary Investors. This certificate does not have to be regularly renewed.

These identification conditions do not apply to Bonds held by Beneficiary Investors through Euroclear or Clearstream Luxembourg as Participants in the X/N System, provided that Euroclear or Clearstream Luxembourg (as well as their subparticipants) only hold X accounts and are able to identify the holder of the account.

In the legislation as it stands, the categories of Non-Beneficiary Investors are mainly the following:

- natural persons residing in Belgium for tax purposes;
- legal persons that are subject to the tax on legal persons, such as non-profit associations; and
- Belgian pension funds that have assumed the form of an *Organisme voor de Financiering van de Pensioenen* (Body for Funding of Pensions) referred to in the Act of 27 October 2006.

The Participants in the X/N System must enter the Bonds which they hold on behalf of Non-Beneficial Investors on a non-exempt custody account (called '**N account**'). In this event (i) all interest payments to the holders of the N accounts, and (ii) with the transfer of Bonds by the holders of N accounts, the pro-rata accrued interest since the date of the previous interest payment are subject to a withholding tax of 15%. This withholding tax is withheld by the NBB and transferred to the State.

4.18.1.2 Belgian income tax

4.18.1.2.1 Natural persons residing in Belgium

For Belgian natural persons (i.e. natural persons who have their residence or seat in Belgium, who hold Bonds as private investments) the withholding tax extinguishes the withholding tax liability and consequently the Interest does not need to be declared in their personal income tax return.

Belgian natural persons can nevertheless also opt to declare the Interest in their personal income tax return; in this case the Interest will be separately taxed at 15%, to be increased with the municipal surtaxes (or, if it is more favourable, at the applicable progressive rates, taking into account the other income declared). In the event of declaring the Interest, the withholding tax withheld is off-settable within the usual conditions.

In general, capital gains that are realised as the result of the transfer of Bonds are not taxable in principle, with the exception of the pro-rata accrued interest amounts. Capital losses are in general not deductible for tax purposes.

Other rules might apply to Belgian natural persons who hold Bonds outside the normal administration of their private capital, or within the framework of a professional activity.

4.18.1.2.2 Companies subject to Belgian corporate tax

The interest that is granted or paid to a Bondholder that is subject to Belgian corporate tax, as well as the gains realised as a result of the transfer of the Bonds, are subject to corporate tax at the rate of 33.99%. The losses realised with the transfer of the Bonds are deductible within the applicable rules.

4.18.1.2.3 Belgian legal persons

Belgian legal persons subject to the Belgian legal person tax (i.e. legal persons that are not companies subject to corporate tax, and which have their registered office, main establishment or their seat of management or administration in Belgium), and which are not Beneficiary Investors, are subject to the withholding tax of 15% on the Interest. Such withholding extinguishes the tax liability.

Belgian legal persons qualifying as Beneficiary Investors of the second category (see Section 4.18.1.1. Belgian Withholding Tax) will receive the interest without deduction of withholding tax, but, pursuant to article 262:1° W.I.B. 92, must themselves declare and pay the withholding tax.

Capital gains realised as the result of the transfer of Bonds, with the exception of the pro-rata accrued interest amounts, are not taxable in principle. Capital losses are generally not deductible for tax purposes.

4.18.1.2.4 Bodies for funding of pensions (Organismen voor de Financiering van Pensioenen)

The interest that is granted or made payable to Belgian pension funds that have assumed the form of a body for funding of pensions (*Organisme voor de Financiering van de Pensioenen* - OFP) as referred to in the Act of 27 October 2006, according to the current legislation is subject to a withholding tax of 15% (OFPs are not Beneficiary Investors). This withholding tax can be set off against the corporate tax payable by the OFP and each excess is, in principle, repayable.

4.18.1.2.5 Non-resident savers

Bondholders who are not resident in Belgium for tax purposes and who have not attributed the Bonds to a fixed institution to which they have access in Belgium, are not taxable on income or capital gains obtained due to holding or transferring the Bonds, subject to the condition that they qualify as Beneficiary Investors and hold their Bonds on an X account.

4.18.1.3 European Savings Directive

On 3 June 2003, the European Council adopted Directive 2003/48/EG on taxation of savings income in the form of interest payments (the '**Savings Directive**'), which was implemented in Belgium by the Act of 17 May 2004. The Savings Directive entered into force on 1 July 2005.

On the basis of the Savings Directive, paying agents (within the meaning of the Savings Directive) that are established in a member state of the European Union, are obliged since 1 July 2005 to provide the tax administrations of the other Member States of the European Union and of the Netherlands Antilles, Aruba, Guernsey, Jersey, the Isle of Man, Montserrat and the British Virgin Islands (hereinafter: the '**Dependent and Associated Territories**', each a '**Dependent and Associated Territory**'), with information concerning interest payments that they make to, or to the benefit of, a natural person who is a resident of another Member State or of a Dependent and Associated Territory, on the understanding that Austria, Belgium and Luxembourg will provide a system of withholding tax during a transitional period.

Accordingly, a paying agent established in Belgium will deduct withholding tax (*woonstaatheffing/prélèvement pour l'Etat de résidence*', hereinafter '**Withholding tax**') of 20% on interest payments made to an ultimate beneficiary - natural person who is a resident of another EU Member State or one of the Dependent and Associated Territories. The rate of the Withholding Tax will be increased to 35% on 1 July 2011.

The Withholding Tax will be levied in proportion to the period during which the ultimate beneficiary has been the holder of the bonds.

No Withholding Tax will be levied if the ultimate beneficiary provides the paying agent established in Belgium with a certificate drawn up in his or her name by the competent tax administration of his or her country of residence. This certificate must contain at least the following information: (i) the name, the address and the tax or other identification number, or, in the absence of the latter, the date and place of birth of the ultimate beneficiary; (ii) the name and the address of the paying agent; the account number of the ultimate beneficiary, or, if there is none, the identification of the security.

4.18.1.4 Taxation of the bonds in the Grand Duchy of Luxembourg

The current legislation of Luxembourg contains the following provisions for the purchasing, holding and transferring of bonds (the '**Bonds**'). The following information is of a general nature and is not intended to deal with all the following aspects of taxation in Luxembourg that ensure from an investment in Bonds.
Candidate investors are therefore urged to consult their usual tax advisor to ascertain what tax treatment is applicable in their own specific case concerning the purchasing, holding and transferring of bonds.

(a) Luxembourg Withholding

According to the legislation of Luxembourg as it stands, and conditional to the payment of interest to investors - natural people or to certain entities, the payment of interest in Luxembourg is not subject to any withholding tax. Nor is there any withholding tax applied with the repayment, repurchase or conversion of Bonds, provided that the payment is not made to the benefit of natural persons or certain entities.

(b) Investors, natural people and certain other entities that are not tax residents of Luxembourg

Pursuant to the Luxembourg Act of 21 June 2005 (i) implementing the EC Savings Directive 2003/48/EC of 3 June 2003 from the Council of the European Union (the '**Directive**') and (ii) containing approval of specific dependent or associated territories of the European Union (the '**Territories**') concerning the savings taxation agreements entered into (the '**Agreements**'), a withholding tax will be levied on the interest and other income equated with interest. This withholding tax is applicable on interest income paid by paying agents established in Luxembourg in favour of actual beneficiaries, natural people and other entities (i.e. entities of the Residual category in the meaning of the Directive or the Agreements) who are tax residents of another Member State of the European Union or of the Territories.
The rate of this withholding tax amounts to 20% for a period of three years (1 July 2008 to 30 June 2011) and 35% from 1 July 2011.
No withholding tax will be applied if the actual beneficiary (only the natural people who are tax residents in another Member State of the European Union or of one of the Territories) provides the paying agent in Luxembourg with a certificate in his or her name to the competent administration of his or her State of tax residence certifying that the income has been declared. Luxembourg has also accepted the principle of the exchange of information with the explicit permission of the actual beneficiary, i.e. the providing of the information to the competent authority of his or her state of residence (for natural people who are tax residents of another Member State of the European Union) or of the State in which it is incorporated (for the entities belonging to the Residual category and which are incorporated in another Member State of the European Union or in one of the Territories).

(c) Investors, natural people who are tax residents of Luxembourg

The Act of 23 December 2005 has implemented a withholding tax on certain interest payments granted by a Luxembourg paying agent (according to the definition of the Directive) to a natural person who is a tax resident of Luxembourg. The Luxembourg paying agent withholds a 10% withholding tax.
The withholding tax extinguishes the tax liability if the interest received by the natural person is collected in the context of his or her private activities. Natural people of Luxembourg who receive interest in the context of their professional activities must declare this income together with their other professional income in the context of taxation through returns. The interest is then subject to the normal system with a progressive scale, in which the withholding tax qualifies as advance payment at the time the tax to be paid is assessed.

In application of the Luxembourg Acts of 21 June 2005 and 23 December 2005, a withholding tax will be withheld by the Luxembourg paying agent in the sense of both these identified laws.
Pursuant to the Act of 17 July 2008 the provisions of the Act of 23 December 2005 were broadened to interest paid to natural people resident in Luxembourg by foreign paying agents. Under certain conditions, Luxembourg taxpayers involved can declare and pay the 10% withholding tax themselves in the absence of it being withheld by the foreign paying agent.

(d) Capital gains

Capital gains (which are not unpaid accrued interest amounts) realised by the transfer of Bonds by a natural person residing in Luxembourg are not taxable in Luxembourg, unless the transfer of Bonds occurs within six (6) months after the purchase of the Bonds or before the purchase of the Bonds. With the transfer, exchange or repurchase of the Bonds, the 10% withholding tax will be withheld on the amount of the accrued but unpaid interest (even after the expiry of the six-month period). Natural people who are tax residents in Luxembourg, and who receive this interest in the context of their professional activities, must declare this income together with their other professional income.

(e) Investors, legal persons that are tax residents of Luxembourg

The fully taxable capital companies that are tax residents in Luxemburg, or the foreign companies fully taxable in the country of their residence that have a permanent establishment or permanent representative in Luxembourg, must add, to their taxable income, the amount of received or accrued interest, as well as the profit realised by the sale, exchange or repurchase of the Bonds.

(f) Wealth tax

Investors are not subject to wealth tax in Luxembourg, except if (i) the investor is a legal person (capital company) that is fully taxable and has its tax residence in Luxemburg, or if (ii) the Bonds are connected to a permanent establishment in Luxembourg of a company that does not have its tax residence in Luxembourg.

(g) Other taxes

An investor, legal person or natural person, in Luxembourg, is not liable to registration fees, stamp duty, or similar taxes with respect to the purchasing, holding or transferring of Bonds.
No VAT is liable in Luxembourg on payments related to interest payment, repayment of the principal amount, or the transfer of Bonds.
In the event of a voluntary registration or legal proceedings (not limited to bankruptcy proceedings), however, the court can impose the formality of registration of the Bonds, which would involve a proportional fee or a fixed fee of 12 euros. However, registration of Bonds can be recommended, with the same tax treatment as a result, when the Bonds are directly or indirectly presented to an authority that is established in Luxembourg.

4.19 Costs of the issue, custody and trading and estimated net proceeds

The legal, administrative and other costs associated with the issue of Bonds are covered by a lump sum paid by the Issuer pays to the Joint Bookrunners of 75 000 euros per bond loan that cannot exceed the aggregate amount of 150 000 euros. This lump sum is not taken into account in the issue price of the Bonds.

The expenses and taxes charged to the subscribers or purchasers of Bonds only include:

- Placing costs for the Bonds 2012 amount to 1.375% of the total aggregate nominal amount of the issue and consists of a selling commission of 0.75% and a subscription commission of 0.625%. Placing commission for the Bonds 2014 amount to 1.875% of the total aggregate nominal amount of the issue and consists of a selling commission of 1% and a subscription commission of 0.875%. These placing costs were already taken into account in the issue prices of respectively the Bonds 2012 and Bonds 2014.
- Except for the subscription commission described above, there are no costs of subscription with the Joint Bookrunners. Costs of maintaining the Bonds on the custody account are published on the following websites: for Fortis Bank NV/SA: www.fortisbanking.be - save and invest, for ING België NV: www.ing.be - products - savings and investments - tariffs and for KBC Bank NV: www.kbc.be - Sparen en Beleggen - Effectenrekening - Tarieven; *
- Tax on stock market transactions. A tax on stock market transactions is applied to transactions related to the Bonds and which are executed on the secondary market (contrary to this, such tax is not to be borne by investors upon their original subscription on the primary market) via a professional intermediary based in Belgium. Purchases and sales are taxable transactions. The tax rate is 0.07%, to be calculated on the purchase and sale price. The law does limit the tax, however, to € 500 per transaction and per party. Some investors who trade for their own account, qualify for exemption from the tax (article 126/1,2° Wetboek Diverse Rechten en Taksen): including non-residents (provided they can confirm their status of non-resident by means of a certificate) and Belgian institutional investors such as banks, broking firms and some insurance companies;

* Investors must inform themselves on the costs the other financial institutions might charge them.

The estimated net proceeds for the Issuer of the Bonds 2012 will be equal to an amount in euro that is the product of the Issue Price, minus the placing costs for the Bonds 2012, and the total number of Bonds 2012, whereby the cost at the expense of the Issuer, as mentioned under Section 4.19, first paragraph, must be deducted from the result.

The estimated net proceeds for the Issuer of the Bonds 2014 will be equal to an amount in euro that is the product of the Issue Price, minus the placing costs for the Bonds 2014, and the total number of Bonds 2014, whereby the cost at the expense of the Issuer, as mentioned under Section 4.19, first paragraph, must be deducted from the result.

5 Conditions of the offer

5.1 Conditions of the offer, statistics of the offer, prepared calendar and details of an application for subscription

5.1.1 Conditions of the offer

The offer is subject to specific conditions negotiated between the Joint Bookrunners and the Issuer that are included in the Subscription Agreement (the '**Subscription Agreement**'), as specified in Section 5.6. The conditions must be satisfied no later than the issue date of the Bonds. The main conditions are the following:

No later than the issue date of the Bonds, the Joint Bookrunners must have received the following documents:

- an updated copy of the Articles of Association of the Issuer on the issue date of the Bonds; and

- a signed copy of the decision by the Issuer's Management Board that giving permission for the issue of the Bonds, and of the decision by the authorised parties approving the final conditions of the issue of Bonds; and
- a management report issued by the auditors of the Issuer, addressed to the Joint Bookrunners, containing those elements requested by the Joint Bookrunners; and
- a confirmation bearing the name, the title and a signature specimen of the person authorised to sign all contracts or all other documents associated with the issue of Bonds; and
- a legal opinion confirming the competence of the Issuer and of the powers of the signatory of all documents related to the Issue of Bonds in the Issuer's name.
- a certificate bearing the signature of the person who is authorised by the Issuer, which confirms that the Issuer has no knowledge of any material adverse changes on the issue date of the Bonds.

Furthermore, the implementation and settlement of the issue of the Bonds occurs subject to the following conditions:

- no significant adverse changes occur with respect to the situation of the Issuer, which will only be identified at the discretion of the Joint Joint Bookrunners; and
- no force majeure can be invoked, which will only be identified at the discretion of the Joint Joint Bookrunners; and
- the receipt of all internal (from the Issuer) and external (from the CBFA and Euronext Brussels) approvals.

5.1.2 Nominal amount of the issue

The aggregate nominal amount for both bond loans combined, as a result of the issue of the Bonds, amounts to minimum 150 000 000 euros and maximum 300 000 000 euros, represented by dematerialised securities in denominations (nominal value) of 1 000 euros. The final amount will be decided by the Issuer, taking account of the market conditions and the demand for the Bonds, and will be announced on the website of Euronext Brussels at the latest on 16 April 2009. Considering the fact that the Joint Bookrunners have not taken a firm underwriting commitment towards the Issuer, the sum of the final published amount can be lower than 150 000 000 euros.

5.1.3 Subscription period – Subscription procedure

From 17 March 2009 to 9 April 2009 at 4 p.m, subject to early closure.

The investors who wish to purchase the Bonds are requested to subscribe at the counters or via the websites of the banks identified in section 5.4.2 after having read the entire Prospectus and, on the basis of this, among other things, to have decided whether or not to subscribe to the offered Bonds.

The applications can also be submitted via agents or any other financial intermediaries in Belgium. In this case, the investors must obtain information concerning the commission fees that the financial intermediaries can charge. These commission fees are charged to the investors.

5.1.4 Payment date and details

The payment date is 16 April 2009. The payment for the Bonds can only occur by means of debiting from a current account.

On the date that the subscriptions are settled, the X/N settlement system of the NBB will credit the custody account of the Domiciliary Agent according to the details specified in the rules of the X/N settlement system.

Subsequently, the Domiciliary Agent, at the latest on the settlement date, divides the amounts of the subscribed securities between each of the account holders of the subscribers, in accordance with the usual operating rules of the X/N settlement system.

5.1.5 Early closure and Reduction

An early foreclosure of the subscription period will be decided in agreement with the Joint Bookrunners during the subscription period, as follows: (i) as soon as the total aggregate amount of the Bonds reaches 300 000 000 euros, both bond loans can be foreclosed early, or (ii) as soon as the total aggregate amount of one of the bond loans reaches 200 000 000 euros, the relevant bond loan can be foreclosed early (iii) in the event that a major change in market conditions occurs, both bond loans can be foreclosed early.

The Issuer can, with the consent of the Joint Bookrunners, decide to limit the amount of one or both Bonds (whereby the amount of both bond loans jointly can be lower than 150,000,000 euros) , or to cancel one or both Bonds, in the following cases:

(i) If the subscription period is foreclosed early in response to a major change in market conditions (among others, but not limited to: a change in national or international financial, political or economic circumstances, exchange rates or interest rates), a material adverse change in the financial condition of the Issuer or a force majeure; or

(ii) if at the end of the subscription period, the final amount of one of the Bonds is lower than EUR 5.000.000.

No reduction of subscriptions can apply, either as a result of early closure, or with closure of the subscription period on 9 April 2009. The investors that already have subscribed to the respective Bonds at that time will be entitled to the respective Bonds to which they subscribe, subject to cancellation as described above.

The possible allocations will be notified to each subscriber personally. Payments that should be performed with respect to the subscriptions to Bonds that are not allocated will be repaid in Belgium and Luxembourg by the financial agents within the five (5) working days following the payment date and the holders will not be able to claim interest on these payments.

In the event of early closure, a report will be published in at least one Dutch-language and one French-language wide-circulation newspaper in Belgium (normally ‘De Tijd’ and ‘L’Echo’) and a wide-circulation newspaper in Luxembourg (normally the ‘Luxemburger Wort’) or on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the websites of the Issuer, Fortis Bank NV/SA, ING Belgium NV/SA and KBC Bank NV, in accordance with Section 4.12.

5.1.6 Minimum amount

The nominal minimum amount of subscription to the Bonds on the primary market is 1 000 euros at a subscription price of 101.185% for the Bonds 2012 and 101.201% for the Bonds 2014. There is no maximum amount of subscription.

5.1.7 Delivery

The Bonds are dematerialised securities that are not physically deliverable. They will be delivered in the form of a book-entry on a custody account on the Payment date. The custody of the Bonds in a custody account with a financial intermediary can lead to the withholding of a custody fee, of which the account holder should obtain information. The costs of subscription and custody of the Bonds on a custody account will be charged to the subscribers. The custody of the securities is subject to the prevailing rate at each bank. Investors must inform themselves about the costs that their financial institutions might charge them.

5.1.8 Notification details

Notices addressed to the Bondholders, including the convening notice for the general meeting of Bondholders, will be published in at least one Dutch-language and one French-language wide-circulation newspaper in Belgium (normally 'De Tijd' and 'L'Echo') and a wide-circulation newspaper in Luxembourg (normally the 'Luxemburger Wort') or on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the websites of the Issuer, Fortis Bank NV/SA, ING Belgium NV/SA and KBC Bank NV, in accordance with Section 4.12.

5.1.9 Provisions concerning the creation of dematerialised securities

For corporate bonds referred to in article 485 of the Belgian Company Code, together with the CIK (Euroclear Belgium), the NBB is appointed as settlement institution as a result of the Belgian Royal Decree of 12 January 2006 on the implementation of the Act of 14 December 2005 on the abolition of bearer securities (the '**Royal Decree of 2006**').

The settlement of the Bonds consequently takes place via the X/N settlement system of the NBB (or the possible successor to it), with KBC Bank NV as Domiciliary Agent and authorised accountholder in accordance with the Royal Decree of 2006.

The system manages the settlement of the transactions on the basis of the instructions sent by both counterparties (principle of double notification). It also arranges for the delivery of the securities and the payment to be performed simultaneously and irrevocably (principle of delivery for payment). The settlement occurs gross (transaction by transaction).

The X/N settlement system operates in principle every day of the year except on Saturdays, Sundays and other closing days of the TARGET system. On the settlement date of the subscriptions, the X/N settlement system will credit the custody account of the Domiciliary Agent according to the details specified in the rules of the X/N settlement system. Subsequently, the Domiciliary Agent, at the latest on the settlement date, divides the amounts for the subscribed securities between each of the account holders of the subscribers, according to the usual operating rules of the X/N settlement system.
The administrator of the system, in this case the NBB, manages the centralisation of the settlement of the transactions in cooperation with the Domiciliary Agent and, if required, for the withholding of the withholding tax. For more information concerning the withholding tax, please refer to section 4.18 (Taxation of the Bonds).

5.2 Plan for the bringing to market and the allocation of the securities

The offer is a public offer to the public of retail and private banking customers in Belgium and the Grand Duchy of Luxembourg. Each Joint Bookrunner undertakes to comply with the prevailing legal and regulatory provisions applicable to the offering and sale of Bonds in each country where the Bonds will be sold. A summary of the applicable limitations is discussed in the "Selling Restrictions" section of the Securities Note (see page 8 and further).

5.3 Fixing the issue price

The issue price will be set at 101.185% of the nominal value for the Bonds 2012 and 101.201% for the Bonds 2014. There is no tax levied on the stock exchange transactions upon subscription, but there is indeed a tax of 0.07% for purchasing/selling on the secondary market (with a maximum of 500 euros for each transaction). Issue costs, custody costs and handling costs charged to the investor are set out in Section 4.19.

5.4 Subscription

5.4.1 Coordinators of the offer

The Joint Joint Bookrunners of the offer are Fortis Bank NV/SA, Warandeberg 3, B-1000 Brussels, ING Belgium NV/SA, Marnixlaan 24, B-1000 Brussels and KBC Bank NV, Havenlaan 2, B-1080 Brussels. The Joint Bookrunners will distribute the Bonds to the public on a best-effort basis during the subscription period.

5.4.2 Financial agents

Direct subscription to the Bonds can be made at the financial agents of Fortis Bank NV/SA, ING Belgium NV/SA, KBC Bank NV, CBC Banque SA and Centea NV in Belgium, and Fortis Banque S.A., ING Luxembourg S.A. and KBL European Private Bankers SA in the Grand Duchy of Luxembourg, or via the intermediaries of all other financial institutions. Investors must inform themselves about the costs the other financial institutions might charge them.

5.4.3 Financial services

The financial services will be provided free of charge by KBC Bank NV (the '**Paying agent**'), Fortis Bank NV/SA and ING Belgium NV/SA. KBC Bank NV also acts as Domiciliary Agent (the '**Domiciliary Agent**').

The Paying and Domiciliary Agency Agreement (the '**Paying and Domiciliary Agency Agreement**'), which will be entered into between the Issuer, the Domiciliary Agent and the Paying agent on the issue date of the Bonds at the latest, can be inspected at the registered office of the Paying agent. The National Bank of Belgium will credit the custody account of the Domiciliary Agent, after which the latter, pursuant to the Financial Services Agreement, will credit the account of the Issuer and the custody accounts of the bondholders with respectively the net proceeds of the total subscribed amount of the bond loans and the number of subscribed Bonds for each individual investor.

The Paying agent will perform the payments of nominal interest and the principal amount to the bondholders as provided in sections 4.9 and 4.10.

The costs for the custody fee for the Bonds in custody account are charged to the subscribers. Investors must inform themselves about the costs their financial institutions might charge them.

Investors must inform themselves about the costs the other financial institutions might charge them.

5.5 Financial information concerning the Issuer

The financial information concerning the Issuer will be available at the registered offices of KBC Bank NV (Havenlaan 2, B – 1080 Brussels) and of the Issuer (Bekaertstraat 2, B-8550 Zwevegem), and on the websites of the Issuer, www.bekaert.com, Fortis Bank NV/SA, www.fortis.be, ING Belgium NV/SA, www.ing.be and KBC Bank NV, www.kbc.be.

5.6 Syndicate

Only the Joint Bookrunners are members of the selling syndicate.

The Joint Bookrunners will seek, on a best-effort basis, to the best of their abilities, to sell a minimum of 150 000 000 euros pursuant to the Subscription Agreement that was entered into on or around 16 March 2009 with the Issuer (the '**Subscription Agreement**').

The total amount of the placing costs for the Bonds 2012 amounts to 1.375% of the nominal issued amount. The total amount of the placing costs for the Bonds 2014 amounts to 1.875% of the nominal issued amount, as described under Section 4.19.

6 Admission to trading and regulations for trading

An application has been submitted for admission of the Bonds for trading on the regulated market of Euronext Brussels.

It is not possible to predict the price at which the Bonds could be traded in the market.

There is no guarantee that an active market will develop for the trading of the Bonds.

The market for the Bonds can be limited and have little liquidity. The price of the Bonds can be considered as volatile. The only manner for the holder of the Bonds to convert his or her investment in the Bonds into cash before their repayment is to sell them at the market price applicable at that moment. This price can be less than the nominal value of the Bonds.

7 Additional information

No rating will be assigned, at the request or with the cooperation of the Issuer, to the Bonds, to the Issuer or to any other loan instrument of the Issuer.

Subscription form

<u>Copy for the financial intermediary (financial agent)</u>

NV BEKAERT SA
Bekaertstraat 2, BE-8550 Zwevegem
(VAT BE 0405.388.536, RLP Kortrijk)

Public offer for subscription in Belgium and Luxembourg to a bond loan with maturity date on 16 April 2012, represented by Bonds of 1 000 euros as defined in the Prospectus (the '**2012 Bonds**').

ISIN CODE BE0002166321

SUBSCRIPTION FORM
(to be drawn up in duplicate, in accordance with the law)

I, the undersigned (name, first name) ....
, residing at ……………………........, street .... no. ....

have had the opportunity to become acquainted with the Prospectus of 16 March 2009 and declare that I subscribe to:

.... 2012 Bonds with a nominal value of 1 000 euros each, at the subscription price of 101.185% ,
or 1011.85 euros for each Bond,
or .... euros in total.

For my subscription and as countervalue for the securities that are subscribed to, I request the bank, ... , to debit my account no. .... with the total subscription price.

I require that the security or securities be delivered in the form of an entry on the custody account no. ....

The paid amounts for the Bonds subscribed to and not allocated, will be repaid by Fortis Bank NV/SA, ING Belgium NV/SA and KBC Bank NV within five (5) working days, without the subscribers being entitled to demand interest on their payments.

Drawn up in duplicate at .... on ..../.......... /...........
(subscriber's signature)

Copy for the subscriber

NV BEKAERT SA
Bekaertstraat 2, BE-8550 Zwevegem
(VAT BE 0405.388.536, RLP Kortrijk)

Public offer for subscription in Belgium and Luxembourg to a bond loan with maturity date on 16 April 2012, represented by Bonds of 1 000 euros as defined in the Prospectus (the '**2012 Bonds**').

ISIN CODE BE0002166321

SUBSCRIPTION FORM
(to be drawn up in duplicate, in accordance with the law)

I, the undersigned (name, first name) ....…............................
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.... 2012 Bonds with a nominal value of 1 000 euros each, at the subscription price of 101.185%,
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or .... euros in total.

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Drawn up in duplicate at .... on ..../.......... /...........
(subscriber's signature)

Subscription form

<u>Copy for the financial intermediary (financial agent)</u>

NV BEKAERT SA
Bekaertstraat 2, BE-8550 Zwevegem
(VAT BE 0405.388.536, RLP Kortrijk)

Public offer for subscription in Belgium and Luxembourg to a bond loan with maturity date on 16 April 2014, represented by Bonds of 1 000 euros as defined in the Prospectus (the '**2014 Bonds**').

ISIN CODE BE0002366321

SUBSCRIPTION FORM
(to be drawn up in duplicate, in accordance with the law)

I, the undersigned (name, first name) ....
, residing at ……………………......., street .... no. ....

have had the opportunity to take cognisance of the Prospectus of 16 March 2009 and declare that I subscribe to:

.... 2014 Bonds with a nominal value of 1 000 euros each, at the subscription price of 101.201%,
or 1012.01 euros for each Bond,
or .... euros in total.

For my subscription and as countervalue for the securities that are subscribed to, I request the bank, ... , to debit my account no. .... with the total subscription price.

I require that the security or securities be delivered in the form of an entry on the custody account no. ....

The paid amounts for the Bonds subscribed to and not allocated, will be repaid by Fortis Bank NV/SA, ING Belgium NV/SA and KBC Bank NV within five (5) working days, without the subscribers being entitled to demand interest on their payments.

Drawn up in duplicate at .... on ..../.......... /...........
(subscriber's signature)

Copy for the subscriber

NV BEKAERT SA
Bekaertstraat 2, BE-8550 Zwevegem
(VAT BE 0405.388.536, RLP Kortrijk)

Public offer for subscription in Belgium and Luxembourg to a bond loan with maturity date on 16 April 2014, represented by Bonds of 1 000 euros as defined in the Prospectus (the '**2014 Bonds**').

ISIN CODE BE0002167337

SUBSCRIPTION FORM
(to be drawn up in duplicate, in accordance with the law)

I, the undersigned (name, first name) ....…............................
, residing at ………………………........, street .... no. ....

have had the opportunity to take cognisance of the Prospectus of 16 March 2009 and declare that I subscribe to:
.... 2014 Bonds with a nominal value of 1 000 euros each, at the subscription price of 101.201%,
or 1012.01 euros for each Bond,
or .... euros in total.

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Drawn up in duplicate at .... on ..../.......... /...........
(subscriber's signature)

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ISSUER
NV Bekaert SA
Bekaertstraat 2
B-8550 Zwevegem
Belgium

JOINT BOOKRUNNERS - JOINT LEAD MANAGERS

Fortis Bank NV/SA	ING Belgium NV/SA	KBC Bank NV
Warandeberg 3	Marnixlaan 24	Havenlaan 2
B-1000 Brussels	B - 1000 BRUSSELS	B-1080 Brussels

GLOBAL COORDINATOR
KBC Bank NV
Havenlaan 2
B-1080 Brussels

PAYING AGENT
KBC Bank NV
Havenlaan 2
B-1080 Brussels

DOMICILIARY AGENT
KBC Bank NV
Havenlaan 2
B-1080 Brussels

LISTING AGENT (EURONEXT BRUSSELS)
KBC Bank NV
Havenlaan 2
B-1080 Brussels

ISSUER'S LEGAL ADVISOR
Stibbe cvba
Loksumstraat 25
B-1000 Brussels
Belgium

ISSUER'S AUDITOR
Deloitte Bedrijfsrevisoren BV o.v.v.e.CVBA
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Belgium