

Resolutions of the Extraordinary General Meeting of Shareholders of NV Bekaert SA held at Wevelgem on Wednesday 13 May 2009

Number of shareholders present or represented: 104
Number of shares represented: 8 821 950
Number of subscription rights holders present: 0
Number of holders of debentures present: 0

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The Meeting passed the following resolutions:

First resolution: Conversion of securities

The General Meeting resolved to replace the words "at his expense" in the third, fourth and fifth paragraphs of Article 9 of the Articles of Association with the words "at the Company's expense".

This resolution was adopted by the unanimous votes of the General Meeting.

Second resolution: Extension of the authority to purchase the Company's shares

The General Meeting resolved to extend the authority granted to the Board of Directors to purchase shares of the Company, and therefore to replace the text of the second and third paragraphs of Article 12 of the Articles of Association with the following text:

"Subject to compliance with the conditions prescribed by law, the board of directors is authorised to acquire a maximum number of shares that in the aggregate represent no more than 20 % of the issued capital, during a period of 5 years beginning from the publication in the Annexes to the Belgian Official Journal of the authorising resolution of the extraordinary general meeting of shareholders of 13 May 2009, at a price ranging between minimum one euro and maximum 30 % above the arithmetic average of the closing price of the Company's share during the last 30 trading days preceding the board's resolution to acquire.

In the case of an acquisition of own shares, the board of directors is authorised to cancel all or part of the purchased shares during the above-mentioned 5-year period. The resulting amendment to the Articles of Association will be recorded in a notarial deed to be passed at the request of either two directors, or of the company secretary and one company lawyer employed by the Company, or of two company lawyers employed by the Company."

This resolution was adopted by the unanimous votes of the General Meeting, with the exception of 496 977 votes against.

Third resolution: Notification of major holdings

Following the entry into force of the Act of 2 May 2007 on disclosure of major holdings in issuers whose shares are admitted to trading on a regulated market and laying down miscellaneous provisions, the General Meeting resolved to amend Article 14bis of the Articles of Association as follows:

- the first paragraph is amended so to read in full as follows:
"In accordance with Article 18 of the Act of 2 May 2007 on disclosure of major holdings in issuers whose shares are admitted to trading on a regulated market and laying down miscellaneous provisions, the provisions of Articles 6 through 17 of such Act will also apply to the thresholds of 3 % and 7.50 %. Such thresholds apply without prejudice to the legal thresholds of 5 % and of each multiple of 5 % (10, 15, 20 %, etc.)."
- the fourth paragraph is deleted.

This resolution was adopted by the unanimous votes of the General Meeting.

Fourth resolution: Audit Committee

In accordance with the Act of 17 December 2008 concerning the establishment of an audit committee in listed companies and financial institutions, the General Meeting resolved to replace the text of Article 20bis, second paragraph, second hyphen, with the following text:

- "- an audit committee, composed as required by law and having the tasks entrusted to it by law or by the board of directors;"

This resolution was adopted by the unanimous votes of the General Meeting.

Fifth resolution: Interim provision

The General Meeting resolved to replace the existing interim provisions at the end of the Articles of Association with the following text:

"The authority granted to the board of directors to acquire own shares pursuant to Article 12, second paragraph, of the Articles of Association by the resolution of the extraordinary general meeting of 14 May 2008 will continue in effect until the publication of the new authorisation relative to the purchase of own shares referred to above."

This resolution was adopted by the unanimous votes of the General Meeting, with the exception of 4 800 votes against.