

Resolutions of the Extraordinary General Meeting of Shareholders of NV Bekaert SA held at Zwevegem on Thursday 7 October 2010

Number of shareholders present or represented:	80
Number of shares represented:	8 410 398
Number of subscription rights holders present:	0
Number of subscription rights represented:	0
Number of holders of debentures present:	0
Number of debentures represented:	0

UNOFFICIAL TRANSLATION

After deliberation, the Meeting passed the following resolutions:

First resolution: Split of the shares, the VVPR strips, the subscription rights and the share options - Replacement of the existing bearer securities - Amendments to the Articles of Association

The Meeting resolved:

- to split each of the 19 935 741 shares issued by the Company and existing as of the day of the present extraordinary general meeting into three new shares, in the proportion of one existing share for three new shares, such that the new number of shares shall be 59 807 223;
- to split each of the 4 159 742 VVPR strips issued by the Company and existing as of the day of the present extraordinary general meeting into three new VVPR strips, in the proportion of one existing VVPR strip for three new VVPR strips, such that the new number of VVPR strips shall be 12 479 226;
- to split each of the 287 562 subscription rights issued by the Company and existing as of the day of the present extraordinary general meeting into three new subscription rights, in the proportion of one existing subscription right for three new subscription rights, such that the new number of subscription rights shall be 862 686;
- to split each of the 76 400 share options granted by the Company and existing as of the day of the present extraordinary general meeting (other than those having taken the form of subscription rights) into three new share options, in the proportion of one existing share option for three new share options, such that the new number of share options (other than those having taken the form of subscription rights) shall be 229 200;
- to replace each of the bearer shares issued by the Company and existing as of the day of the present extraordinary general meeting with three (3) new non-material or registered shares;
- to replace each of the bearer VVPR strips issued by the Company and existing as of the day of the present extraordinary general meeting with three (3) new non-material or registered VVPR strips;
- to replace each of the other bearer securities issued by the Company and existing as of the day of the present extraordinary general meeting with one new non-material or registered security.

The Meeting accordingly resolved to amend the Articles of Association as follows:

- the second paragraph of Article 5 is replaced with the following text:
“It is represented by 59 807 223 shares without par value, each of which representing a 59 807 223rd part of the registered capital.”;
- the second paragraph of Article 9 is replaced with the following text:
“The fully-paid shares and the other securities issued by the Company are in registered or non-material form.”;
- the present third paragraph of Article 9 is deleted;
- the present text of Article 10 is deleted;
- the present Article 11 is renumbered Article 10;
- the present Article 11bis is renumbered Article 11;
- the present first and second paragraphs of Article 31 are deleted;
- the words “at the Company’s registered office or” are deleted from the present third paragraph of Article 31.

The Meeting authorized the board of directors to implement the present resolution.

The Meeting resolved that the present resolution will become effective as from Wednesday 10 November 2010.

This resolution was adopted by the unanimous votes of the General Meeting, with the exception of 10 votes against, and 3 530 abstentions.

Second resolution: Transfer of own shares - Amendment to the Articles of Association

The Meeting resolved to complement the first paragraph of Article 12bis of the Articles of Association with the following text:

“In the framework of a share option plan of the Company the transfer will be at a price equal to the exercise price of the related share options. In such case the board of directors is authorized to transfer the shares off the stock exchange with the consent of the beneficiaries of the share option plan.”

This resolution was adopted by the unanimous votes of the General Meeting, with the exception of 33 240 votes against, and 3 530 abstentions.