

UNOFFICIAL TRANSLATION

Minutes of the Special General Meeting of Shareholders of NV Bekaert SA held at Zwevegem on Thursday 7 April 2011

The Meeting started at 11:30, and Baron Buysse, Chairman of the Board of Directors, took the chair.

In addition to the Chairman of the Board, the bureau was composed of Mr Albrecht De Graeve, Managing Director, and Baron Bekaert and Mr Roger Dalle, members of the Board of Directors.

The Chairman designated Mr Pierre Schaubroeck, Company Secretary, as the secretary of the Meeting.

On the motion of the Chairman, the Meeting elected as scrutineers Baron Bekaert and Mr Louis Jacobs van Merlen, who accepted.

The Chairman stated:

- that the notice to the Meeting had been published in:
 - the Belgian Official Journal on 3 March 2011, and
 - De Tijd on 3 March 2011;the specimen copies of those publications, initialled by the scrutineers, were attached to the minutes;
- that the notice had been published on the website of the Company since 3 March 2011;
- that the holders of registered shares and the holders of subscription rights, as well as the Directors and the Statutory Auditor, had been invited by ordinary letter or, for those who had consented thereto individually, expressly and in writing, by e-mail, on 3 March 2011;
- that the shareholders present or represented had complied with the provisions of the Articles of Association in order to be admitted to the Meeting, which was confirmed by the Meeting;
- that it appeared from the attendance list that at the General Meeting 79 shareholders were present or represented with an aggregate 24 764 940 shares;
- that no holders of debentures or of subscription rights were present;
- that the Meeting was validly constituted and able to deliberate and resolve on the agenda.

The Meeting proceeded to the agenda:

Single agenda item: Grant of rights to third parties in accordance with Article 556 of the Companies Code.

The Chairman explained that the General Meeting was invited to approve a change of control clause that had been included by the Company in a document in favour of the other parties. Particulars of such document, together with explanations, had been published as part of the notice to the Meeting.

After deliberation the General Meeting resolved, in accordance with Article 556 of the Companies Code, to grant the rights stipulated for the benefit of third parties in the document referred to below, that affect the assets of the Company or that give rise to a debt or an obligation of the Company, and the exercise of which is dependent on the launch of a public take-over bid for the Company's shares or on a change in the control of the Company:

Securities Note of 2 December 2010 concerning the public offer in Belgium and the Grand Duchy of Luxembourg, for an expected minimum amount of € 100 000 000, of 4.50% fixed rate bonds due 23 December 2018 (the "Bonds"), issued by the Company.

This resolution was adopted:

- by 24 248 680 votes in favor;
- with 505 670 votes against; and
- with 10 590 abstentions.

The agenda having been exhausted, the Chairman requested the members of the bureau and the shareholders desiring to do so, to sign the minutes.

The General Meeting adjourned at 11:40.

[signed]
Baron Bekaert

[signed]
Roger Dalle

[signed]
Louis Jacobs van Merlen

[signed]
Pierre Schaubroeck

[signed]
Albrecht De Graeve

[signed]
Baron Buysse