

Resolutions of the Extraordinary General Meeting of Shareholders of NV Bekaert SA held at Kortrijk on Wednesday 11 May 2011

Number of shareholders present or represented:	87
Number of shares represented:	24 676 850
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

The Meeting passed the following resolutions:

First resolution: Shareholders' Rights

In view of the transposition of Directive 2007/36/EC of the European Parliament and of the Council of 11 July 2007 on the exercise of certain rights of shareholders in listed companies, the General Meeting resolved to amend the Articles of Association as follows:

- 1.1. Article 28: the text of the second paragraph is replaced with the following text:
"It consists of all shareholders who have complied with the pertinent provisions of the Companies Code and of the present Articles of Association."
- 1.2. Article 30: the text of this Article is replaced with the following text:
"The notices convening a general meeting are given in accordance with the provisions of the Companies Code."
- 1.3. Article 31:
 - (a) the text of the first paragraph is replaced with the following text:
"The right to attend a general meeting and to vote thereat is granted only on the basis of the accounting registration of the shares in the name of the shareholder and of the notice of the intention to attend, in each case in accordance with the provisions of the Companies Code."
 - (b) the second and fourth paragraphs are deleted.
- 1.4. Article 32:
 - (a) the text of the first paragraph is replaced with the following text:
"A shareholder may give a power of attorney for the general meeting to a proxy in accordance with the provisions of the Companies Code."
 - (b) the second paragraph is deleted;
 - (c) the words "and time" are deleted from the fourth paragraph.
- 1.5. Article 33: the present text of this Article is deleted.
- 1.6. Articles 34 through 47 are renumbered accordingly.
- 1.7. Article 34 (new Article 33): in the fourth paragraph the words "Article 555 of" are deleted, and the word "three" is replaced with the word "five".
- 1.8. Article 38 (new Article 37): the text of this Article is replaced with the following text:
"The minutes of the general meeting are signed by the members of the bureau and by the shareholders who so request, and are prepared and published in accordance with the

Companies Code; copies of and excerpts from such minutes are signed by the chairman of the board of directors, by a managing director, or by the company secretary."

- 1.9. Article 39 (new Article 38): the text of the fourth paragraph is replaced with the following text:
"In preparing those documents, the board of directors shall comply with the provisions of the Companies Code, and shall inter alia deliver the required documents to the statutory auditor timely as provided by the Companies Code."

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

Second resolution: Committees of the board of directors

The General Meeting resolved to amend the second paragraph of Article 20bis of the Articles of Association as follows:

- (a) in the text of the second hyphen the words "audit committee" are replaced with the words "audit and finance committee";
(b) the text of the third hyphen is replaced with the following text:
"a nomination and remuneration 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.

Third 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 amendments to Articles 28, 30, 31, 32, 33, 34, 38 and 39 of the Articles of Association decided by the extraordinary general meeting of 11 May 2011 will become effective on 1 January 2012."

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