

Resolutions of the Extraordinary General Meeting of Shareholders of NV Bekaert SA held at Kortrijk on Wednesday 14 May 2014

Number of shareholders present or represented:	134
Number of shares represented:	29 658 296
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

Upon reading of the special report of the Board of Directors pursuant to Article 604 of the Companies Code, to specify the special circumstances in which the Board of Directors may use the authorized capital and the Board's objectives in doing so, the Meeting proceeded to vote on the following resolutions:

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

As mentioned in the agenda it was proposed that the General Meeting resolve to extend the authority granted to the Board of Directors to purchase shares of the Company to prevent a threatened serious harm, and therefore to replace the text of the fourth paragraph of Article 12 of the Articles of Association with the following text:

"The board of directors is also authorized to acquire shares of the Company for its own account when such acquisition is necessary to prevent a threatened serious harm to the Company, including a public take-over bid for the Company's securities. Such authorization is granted for a period of three years beginning from the publication in the Annexes to the Belgian Official Journal of the authorizing resolution of the extraordinary general meeting of shareholders of 14 May 2014. Such authorization may be extended for periods of three years."

Such resolution failed to be adopted by the required majority of four fifths of the votes as reflected hereinafter.

Number of shares voting validly:	29 658 296 (49.38% of the registered capital)
Number of valid votes:	29 658 296
Number of votes for:	23 327 709
Number of votes against:	6 330 587
Number of abstentions:	0

As a result the existing authority to acquire own shares to prevent a threatened serious harm granted by the resolution of the extraordinary general meeting of 9 May 2012 will continue in effect for three years beginning from the publication of such resolution, i.e. until 4 June 2015.

Second resolution: Extension of certain provisions relative to the authorized capital

The General Meeting resolved to extend for three years the authority granted to the Board of Directors, subject to Articles 603 et seq., and in particular Article 607, of the Companies Code, to increase the registered capital of the Company in the case of a public take-over bid for the Company's securities, by a resolution to be adopted by simple majority, and accordingly to replace the text of Article 44, 4° of the Articles of Association with the following text:

"4° The board of directors is authorized, for a period of three years from the publication in the Annexes to the Belgian Official Journal of the authorizing resolution of the extraordinary general meeting of shareholders of 14 May 2014, to increase the Company's registered capital – by making use of the authorized capital – upon receipt by the Company of a notice from the Financial Services and Markets Authority of a public take-over bid for the Company's securities, provided however:

- that the shares issued pursuant to the capital increase have to be fully paid up upon issue;
- that the issue price of such shares cannot be lower than the price of the bid; and
- that the number of shares issued pursuant to the capital increase cannot exceed ten per cent of the issued shares representing the capital prior to the capital increase."

Number of shares voting validly:	29 658 296 (49.38% of the registered capital)
Number of valid votes:	29 658 296
Number of votes for:	23 073 323
Number of votes against:	6 584 973
Number of abstentions:	0

Third resolution: Interim provisions

As the first resolution had failed to be adopted by the Meeting, the proposed amendment to the Articles of Association at (a) was no longer pertinent.

The General Meeting resolved to replace the existing interim provision at (b) of the Articles of Association with the following text:

"(b) The authority granted to the board of directors relative to the authorized capital pursuant to Article 44, 4° of the Articles of Association by the resolution of the extraordinary general meeting of 9 May 2012 will continue in effect until the publication of the new authorization relative to the authorized capital referred to above."

Number of shares voting validly:	29 658 293 (49.38% of the registered capital)
Number of valid votes:	29 658 293
Number of votes for:	29 009 564
Number of votes against:	648 729
Number of abstentions:	0