

Resolutions of the Extraordinary General Meeting of Shareholders of NV Bekaert SA held at Zwevegem on Thursday 9 April 2015

Number of shareholders present or represented:	135
Number of shares represented:	29 982 899
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: 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 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 9 April 2015. Such authorization may be extended for periods of three years."

Number of shares voting validly:	29 982 899 (49.88% of the registered capital)
Number of valid votes:	29 982 899
Number of votes for:	25 255 826
Number of votes against:	4 727 043
Number of abstentions:	30

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

The General Meeting resolved to replace the text of the second, third and fourth sentences of the first paragraph of Article 12bis of the Articles of Association with the following text:

"The board of directors is expressly authorized to transfer such shares or profit-sharing bonds on or outside the stock exchange by way of sale, exchange, contribution, conversion of debentures or any other kind of disposal in accordance with Article 622, §2, 2nd paragraph, 1^o of the Companies Code, without the need for a prior consent or other intervention by the general meeting and without limitation in time. In the framework of a share option plan of the Company the transfer shall be at a price equal to the exercise price of the related share options."

Number of shares voting validly:	29 982 899 (49.88% of the registered capital)
Number of valid votes:	29 982 899
Number of votes for:	29 717 505
Number of votes against:	265 364
Number of abstentions:	30

Third resolution: Interim provisions

The General Meeting resolved to include the following interim provision at the end of the Articles of Association:

"The authority granted to the board of directors to acquire own shares pursuant to Article 12, fourth paragraph, 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 purchase of own shares referred to above."

Number of shares voting validly:	29 982 899 (49.88% of the registered capital)
Number of valid votes:	29 982 899
Number of votes for:	25 335 217
Number of votes against:	4 647 652
Number of abstentions:	30