

Resolutions of the Extraordinary General Meeting of Shareholders of NV Bekaert SA held at Zwevegem on Wednesday 11 May 2016

Number of shareholders present or represented:	212
Number of shares represented:	31 701 025
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 authorised capital and the Board's objectives in doing so, the Meeting passed the following resolutions:

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

The general meeting resolved to extend the authorisations granted to the Board of Directors to purchase shares of the Company, and therefore to replace the text of the second and third paragraphs of Article 12 of the Articles of Association with the following text:

"Subject to compliance with the conditions prescribed by law, the board of directors is authorised to acquire a maximum number of shares that in the aggregate represent no more than 20% of the issued capital, during a period of 5 years beginning from the publication in the Annexes to the Belgian Official Journal of the authorising resolution of the extraordinary general meeting of shareholders of 11 May 2016, at a price ranging between minimum one euro and maximum 30% above the arithmetic average of the closing price of the Company's share during the last 30 trading days preceding the board's resolution to acquire.

In the case of an acquisition of own shares, the board of directors is authorised to cancel all or part of the purchased shares during the above-mentioned 5-year period. The resulting amendment to the Articles of Association will be recorded in a notarial deed to be passed at the request of either two directors, or of the company secretary and one company lawyer employed by the Company, or of two company lawyers employed by the Company."

Number of shares voting validly:	31 701 025 (52.72% of the registered capital)
Number of valid votes:	31 701 025
Number of votes for:	27 349 403
Number of votes against:	4 351 607
Number of abstentions:	15

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

The general meeting resolved to replace the text of the first paragraph of Article 12bis of the Articles of Association with the following text:

"The Company can only transfer own shares or profit-sharing bonds acquired pursuant to Article 12 of the Articles of Association under the conditions prescribed by the Companies Code. 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 (whether or not for valuable consideration) in accordance with Article 622, §2, 2nd paragraph, 1° 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 or a share plan of the Company the board of directors will, upon recommendation of the nomination and remuneration committee, set the price at which the shares or profit-sharing bonds will be transferred, within a price range from zero euro to a price equal to the exercise price of the related share options."

Number of shares voting validly:	31 701 025 (52.72% of the registered capital)
Number of valid votes:	31 701 025
Number of votes for:	26 969 133
Number of votes against:	4 731 877
Number of abstentions:	15

Third resolution: Extension of the provisions relative to the authorised capital

The general meeting resolved to extend the authority granted to the Board of Directors pursuant to Articles 603 et seq., including Article 607, of the Companies Code, to increase the issued registered capital of the Company in one or more times by an amount not to exceed the amount of such registered capital, and to increase the registered capital of the Company in the case of a public take-over bid for the Company's securities, for 5, resp. 3 years. Accordingly, the general meeting resolved to replace the text of Article 44 of the Articles of Association with the following text:

"1° The board of directors is authorised to increase the registered capital by notarial deed by a maximum amount of ONE HUNDRED AND SEVENTY-SIX MILLION EURO (€ 176,000,000.00) in one or more times.

The board of directors may use such authority for 5 years beginning from the publication in the Annexes to the Belgian Official Journal of the authorising resolution of the extraordinary general meeting of shareholders of 11 May 2016.

Such authority may be extended in accordance with the applicable statutory provisions.

2° The capital increases that are decided on the basis of the above-mentioned authorisation can be effected in accordance with the conditions prescribed by the board of directors, e.g. by means of contribution in cash or in kind within the limitations set forth in the Companies Code, or by conversion of reserves and share premiums, with or without issuing new shares, with or without voting rights, or by means of issuing convertible debentures (whether subordinated or not) or of issuing subscription rights or debentures in combination with subscription rights or other moveable securities.

The board of directors may use the above-mentioned authorisation to increase the capital inter alia in the context of a share option plan.

3° The board of directors may, in the interest of the Company and within the limits and in accordance with the conditions prescribed by the Companies Code, limit or exclude the preference right of the shareholders when a capital increase or an issue of convertible debentures or of subscription rights is made within the limits of the authorised capital set forth in this Article. Such limitation or exclusion may also occur in favour of one or more specific persons, whether employees of the Company or of its subsidiary companies or not.

If, on the occasion of a capital increase decided by the board of directors or of a conversion of debentures or of the exercise of subscription rights or rights to other securities, a share premium is paid, such premium will by operation of law be charged to an unavailable account called "share premium", which together with the registered capital will constitute the guarantee of third parties and which will only be accessible, apart from the possibility to convert such premium to capital, in

accordance with the conditions set forth by the Companies Code for a capital decrease.

The board of directors is empowered, with the power of substitution, to amend the Articles of Association to conform to the new capital and share situation following each capital increase implemented within the limits of the authorised capital.

4° The board of directors is authorised, for a period of 3 years from the publication in the Annexes to the Belgian Official Journal of the authorising resolution of the extraordinary general meeting of shareholders of 11 May 2016, to increase the Company's registered capital - by making use of the authorised 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 10% of the issued shares representing the capital prior to the capital increase."

Number of shares voting validly:	31 701 025 (52.72% of the registered capital)
Number of valid votes:	31 701 025
Number of votes for:	24 942 127
Number of votes against:	6 747 249
Number of abstentions:	11 649

Forth resolution: Interim provisions

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

"(a) The authority granted to the board of directors to acquire own shares pursuant to Article 12, second 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 authorisations relative to the purchase of own shares referred to above."

Number of shares voting validly:	31 701 025 (52.72% of the registered capital)
Number of valid votes:	31 701 025
Number of votes for:	30 478 703
Number of votes against:	1 222 307
Number of abstentions:	15

"(b) The authority granted to the board of directors relative to the authorised capital pursuant to Article 44, 1° through 3°, of the Articles of Association by the resolution of the extraordinary general meeting of 9 May 2012, and pursuant to Article 44, 4° of the Articles of Association by the resolution of the extraordinary general meeting of 14 May 2014, will continue in effect until the publication of the new authorisations relative to the authorised capital referred to above."

Number of shares voting validly:	31 701 025 (52.72% of the registered capital)
Number of valid votes:	31 701 025
Number of votes for:	30 478 703
Number of votes against:	1 222 307
Number of abstentions:	15