

Company number: 00613515

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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTIONS  
OF  
BEKAERT CARDING SOLUTIONS LIMITED**

(the "Company")

Circulated on 7 September 2009 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 are passed as ordinary resolutions, and resolution 3 below is passed as a special resolution (the "Resolutions"):

**ORDINARY RESOLUTIONS**

**1 AUTHORISED CAPITAL**

THAT the authorised share capital of the Company be increased from £3,000,000 to £5,000,000 by the creation of 2,000,000 additional ordinary shares of £1.00 each ranking in all respects pari passu with the existing 3,000,000 ordinary shares of £1.00 each.

**2 DIRECTORS' AUTHORITY TO ALLOT SHARES**

THAT the directors are authorised unconditionally, for the purposes of Section 80 of the Companies Act 1985, to allot shares up to the amount of the authorised capital of the Company (£5,000,000) at any time or times during the period of five years from the date of this resolution.

**SPECIAL RESOLUTION**

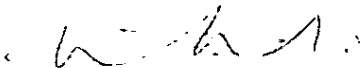
**3 DISAPPLICATION OF PRE-EMPTION RIGHTS**

THAT the directors shall have the power to allot the shares up to the proposed level of authorised share capital of 5,000,000 ordinary shares of £1 each as if Section 89(1) of the Companies Act 1985 did not apply to the allotment and that such allotments shall be made within five years from the date of this resolution.

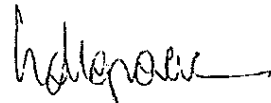
## AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, a company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:



Bruno Humblet  
Group Executive Vice President



Albrecht De Graeve  
Chief Executive Officer

for and on behalf of

NV Bekaert SA

Dated: 7 September 2009

## NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of them. If you agree with all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If you do not agree to any of the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless sufficient agreement has been received for the Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.