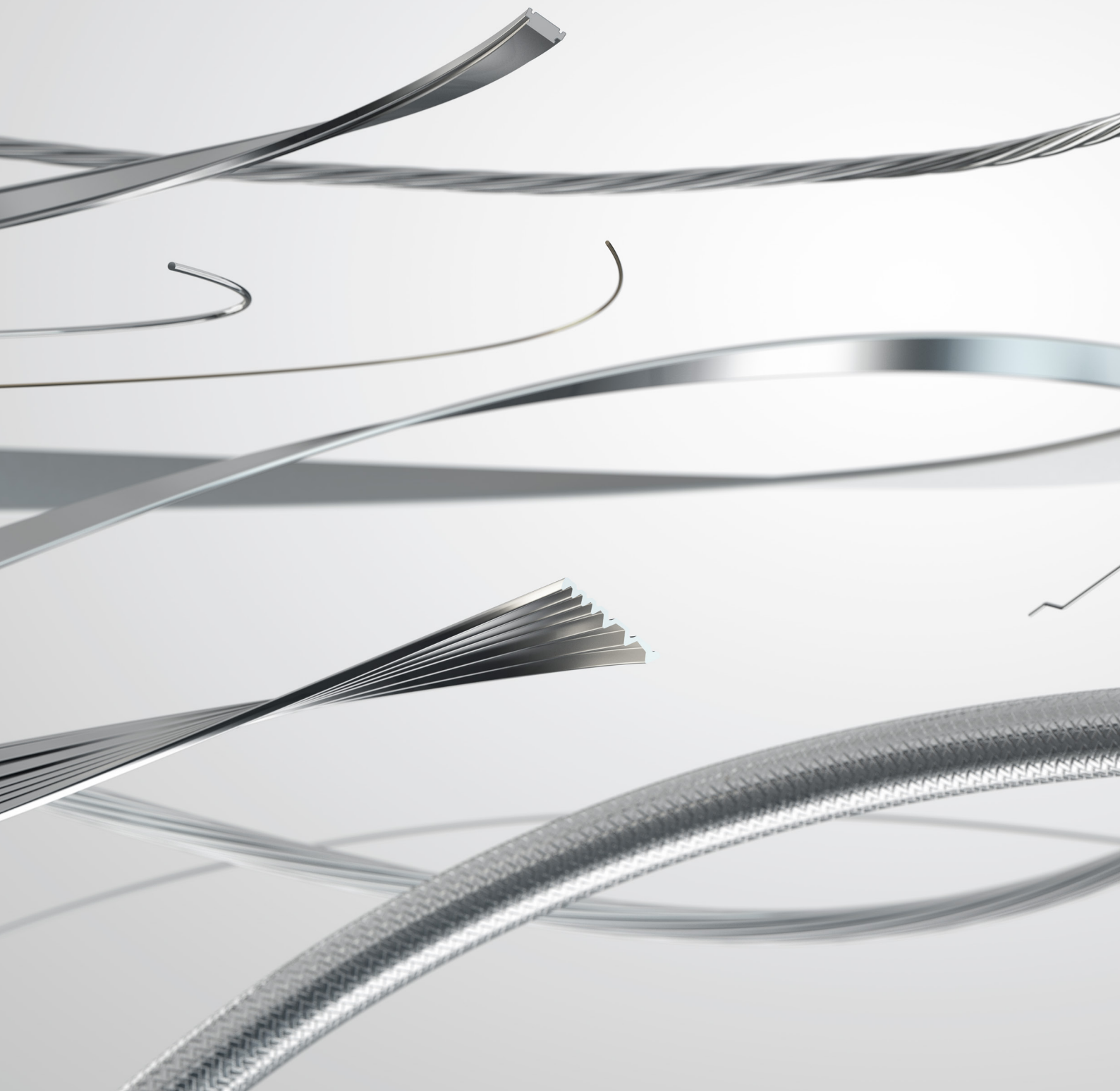


 **BEKAERT**

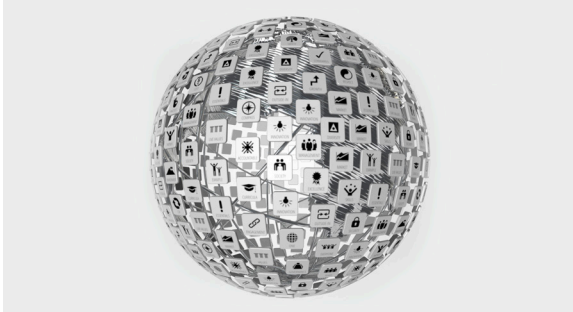
better together

ANNUAL REPORT

2015



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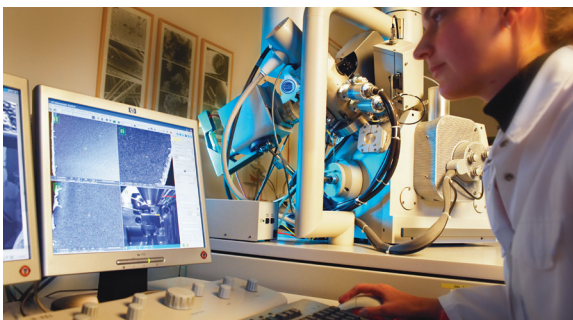


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# Strategy and leadership



## Message from the CEO and the Chairman

Dear Reader,

2015 was a year of strong growth for Bekaert. We achieved 14% sales growth, reaching € 3.7 billion in consolidated revenue. REBIT increased by 36% to € 223 million, with a margin of more than 6%. This solid performance resulted in strong cash generation, allowing us to reduce net debt, in spite of the major acquisitions and capital investments of last year.

We grew our leading position in tire markets thanks to the integration of Pirelli's steel cord activities, Bekaert's largest acquisition in history. We also grew our position in mining markets by acquiring and integrating a ropes plant in Australia; and our largest deal is yet to come, with the announced merger of the ropes and advanced cords activities of Bekaert and Bridon.

We also exited some businesses last year and narrowed our focus on those parts of the business where we can really leverage our strengths and create value. We ended some partnerships where they were creating too much non value-adding complexity and limiting our options going forward. So we took full ownership, or prepared for an exit.

In 2015 we increased the mix of innovative and higher value adding products, which help lower total costs for our customers. This has been especially significant within the growth of the steel cord and sawing wire businesses.

Internally, we see our global transformational programs gain impact as they increase in speed and scope across the organization. The Bekaert manufacturing excellence program, for instance, is aimed at increasing competitiveness by optimizing the company's safety, quality, delivery performance and productivity. We see clear benefits from this program which we began at the end of 2014 and are rolling out in all our manufacturing sites worldwide, over a period of four years. We also recently launched a customer excellence program to drive growth and margin performance. By understanding and responding better to our customers' needs and creating more value for them, we will both benefit from this program in the current and coming years.

We are confident of the impact and potential of these underlying business improvement programs. They are part of why we performed strongly in 2015, and why we are convinced of our ability to do even better in 2016. We are ready to make another significant step towards our REBIT target of 7%.

Based upon the financial performance of 2015 and the confidence in the set direction, the Board has decided to propose, to the General meeting of Shareholders in May of 2016, a gross dividend of € 0.90 per share. With the dividend increase, we want to show our commitment in returning value to our shareholders, who provide us the capital to run and grow our business.

We want to thank our customers, partners and shareholders for their continued trust. And we want to thank our employees for their commitment and drive to take on the challenges to realize our goals.



Matthew Taylor - CEO



Bert De Graeve - Chairman of the Board

## Board of Directors

The main tasks of the Board of Directors are to determine the company's general policy, approve the strategy and supervise the activities. The Board of Directors is the company's supreme decision-making body in all matters, other than those in respect of which decision-making powers are reserved to the General Meeting of Shareholders by law or the articles of association. The Board of Directors currently has fourteen members.



On 13 May 2015 Mr Gregory Dalle became Director of the Board, while Mr Roger Dalle retired after having served 17 years on the Board of Directors of Bekaert.

### The composition of the Board of Directors will significantly change in 2016.

On 26 February 2016 the Board of Directors announced the nomination of six new Directors for appointment by the Annual General Meeting of Shareholders of 11 May 2016. The nominations follow a thorough succession planning process which aims at ensuring a Board composition with a broad representation from the international professional community. The nominees will add complementarity, independence, and diversity of professional experience on the Board and will significantly change its composition.



### Other changes in the composition of the Board of Directors of Bekaert

The term of office of the Directors Lady Barbara Judge and Messrs François de Visscher, Bernard van de Walle de Ghelcke, Baudouin Velge, and Manfred Wennemer will expire at the close of the Annual General Meeting of 11 May 2016. They are not eligible for or do not seek re-election to the Board. Upon approval of the proposed appointments by the General Meeting of Shareholders, the Board of Directors of Bekaert will as of 11 May 2016 be composed of 15 members. Their professional profiles will cover different areas of expertise, such as law, business, industrial operations, banking & investment banking, marketing & sales, HR and consultancy.



From left to right: Bernard van de Walle de Ghelcke, François de Visscher, Lady Barbara Judge, Manfred Wennemer and Baudouin Velge.

### New composition Board of Directors <sup>(1)</sup>

Mr. Bert De Graeve, Chairman  
 Mr. Matthew Taylor, CEO  
 Ms. Celia Baxter <sup>(1)(2)</sup>  
 Mr. Alan Begg <sup>(2)</sup>  
 Mr. Leon Bekaert  
 Mr. Grégory Dalle  
 Mr. Charles de Liedekerke  
 Mr. Christophe Jacobs van Merlen <sup>(1)</sup>  
 Mr. Hubert Jacobs van Merlen  
 Mr. Maxime Jadot  
 Ms. Pamela Knapp <sup>(1)(2)</sup>  
 Ms. Martina Merz <sup>(1)(2)</sup>  
 Ms. Emilie van de Walle de Ghelcke <sup>(1)</sup>  
 Mr. Henri Jean Velge <sup>(1)</sup>  
 Ms. Mei Ye <sup>(2)</sup>

(1) Upon appointment by the General Meeting of Shareholders

(2) Independent Directors

More information can be found in the Corporate Governance chapter on page xx.

# Bekaert Group Executive

## Bekaert Group Executive

The Bekaert Group Executive assumes the operational responsibility for the company's activities and acts under the supervision of the Board of Directors. The executive management team is chaired by Matthew Taylor, Chief Executive Officer.



From left to right - 1<sup>st</sup> row: Matthew Taylor, Bruno Humblet, Lieven Larmuseau, Curd Vandekerckhove  
2<sup>nd</sup> row: Geert Van Haver, Piet Van Riet, Frank Vromant, Bart Wille

### The composition of the BGE will change in 2016.

Bruno Humblet, Chief Financial Officer and Executive Vice President Bekaert Latin America, will become Chief Executive Officer of the proposed Bridon Bekaert Ropes Group. This appointment is conditional upon, and effective from, the completion of the merger announcement. Bruno will step down as a member of the Bekaert Group Executive.

The nomination of a new CFO will be announced in due course.

[Stijn Vanneste](#) has been promoted to Executive Vice President Europe, South Asia and South East Asia. He will become a member of the Bekaert Group Executive as of April 2016. Stijn joined Bekaert in 1995 and has taken up several international management positions in the Group before his most recent position as Senior Vice President Manufacturing Excellence.

The Bekaert Group Executive will consist of 9 members as of the second quarter of 2016 and will be composed as follows:

- Matthew Taylor, CEO
- Lieven Larmuseau, Executive Vice President Rubber Reinforcement
- Curd Vandekerckhove, Executive Vice President North Asia and Global Operations
- Geert Van Haver, Chief Technology Officer
- Stijn Vanneste, Executive Vice President EMEA, South Asia and South East Asia
- Piet Van Riet, Executive Vice President Industrial & Specialty Products
- Frank Vromant, Executive Vice President Americas
- Bart Wille, Chief HR Officer
- To be determined: CFO

# Our strategy

## Who we are

Bekaert is a world market and technology leader in steel wire transformation and coating technologies. We pursue to be the preferred supplier for our steel wire products and solutions by continuously delivering superior value to our customers worldwide. Bekaert (Euronext Brussels: BEKB) was established in 1880 and is a global company with almost 30 000 employees worldwide, headquarters in Belgium and € 4.4 billion in annual revenue.



Steel wire ... We transform it, apply cutting-edge coating technologies, and specialize in continuously improving any properties of steel wire products. Explore the World of Bekaert...

## What we do

Bekaert employs unique metal treatment technologies to deliver a quality portfolio of drawn steel wire products and coating solutions on a global scale. We purchase more than 3 million tons of wire rod per year as our basic material.

Depending on our customers' requirements, we draw wire in different diameters and strengths, even as thin as ultrafine fibers of one micron. We group the wires into cords, ropes and strands, weave or knit them into fabric or process them into an end product. Our products reduce friction, improve corrosion resistance, or enhance adhesion with other materials.

## How we work

*better together* sums up the unique cooperation between Bekaert and its business partners. We create value for our customers by co-creating and delivering a quality portfolio of steel wire solutions and by offering customized services in all continents. We believe in lasting relationships with our customers, suppliers and other stakeholders and are committed to delivering long-term value to all of them. We are convinced that the resilience, trust and integrity that bring our employees worldwide together as one team, form the fundamentals of sustainable and successful partnerships, wherever we do business.

## Our strategy

Our strategy is aimed at consistently driving value creation for our shareholders by cost effectively creating superior value for customers.

Our vision and core strategies form the foundation of a transformation of our business towards higher level performance. They have been the basis of the company's priorities and actions in 2015 and will continue to drive our focus in the coming years.

## Our vision



Consistent with our better together aspiration, we relentlessly pursue to be the preferred supplier for our steel wire products and solutions, by continuously delivering superior value to our customers around the world.

With this Vision statement, Bekaert has explicitly determined its 'field of play': it describes what we want to be, where we want to compete and invest in, and how we want to differentiate ourselves.



## Our Core Strategies

Five core strategies form the basis of Bekaert's priorities and decision making process towards driving value and growth. These strategies put the company's vision into practice and reflect the direction and priorities:

1. bring the customer into the heart of our business;
2. drive growth by providing superior customer value;
3. accelerate Bekaert's technology leadership and speed-to-market in target products and processes;
4. leverage our scale to greater effect, and reduce our complexity to facilitate this;
5. deliver the value proposition we want to offer the customer, at the lowest total cost.

The vision and strategies were defined at the end of 2014 to drive direction and focus in Bekaert's process of transformation toward value driven growth. This transformation journey has been making our teams act faster, prioritize better, and engage in the delivery on the five core strategies.

While Bekaert's transformation process has only begun in 2015, our change programs supporting the company's vision and strategies are beginning to have a greater impact in scope and speed. The results, which are expected to come to their full potential in the coming years, already show their effectiveness through recent business portfolio decisions, various pilot programs and the strong financial performance of Bekaert in 2015.

The first core strategy is about **driving the customer into the heart of our business**.

Bekaert has always believed in customer collaboration and co-creation as drivers of sustainable partnerships and customer satisfaction.

- In 2015, Bekaert's Rubber Reinforcement team made supply excellence to Pirelli Tyre a highlight in its mission to serve the tire industry with constant quality and outstanding service. Bekaert has been a trusted partner of the tire industry for many decades and has proven its ability to be their preferred supplier. The Pirelli deal was unique as it was the first time in history a tire manufacturer sold its entire captive steel cord capacity at once.

- In a co-creation project to develop a new-generation of medical injection pens, we have worked together with our customer to fully understand the challenges they and their customer face. Following this approach we knew exactly how we could improve the functionality of the pens with our spring wire. By focusing on the end application we were able to provide a solution that creates value throughout the supply chain, in a market with promising growth potential.
- After the Bekaert Rome (US) plant was temporarily shut down due to a fire, the team clearly showed their commitment and determination in proving their capability and ambitions to serve US-based customers with optimal quality and service. Bekaert teams have worked closely together with the customers to ensure continuity of supply during the reconstruction phases. The plant was rebuilt and equipped with Bekaert Engineering's state-of-the art, high performance production lines. All customers appreciated our efforts and were present at the official reopening in October 2015.

While these examples illustrate Bekaert's clear ambition to deliver upon customer needs and expectations, we know we can do better. In 2016 we will focus much more explicitly on commercial excellence and make it a priority in our transformation journey, as we believe we can improve significantly on driving customer centricity at the core of everything we do. In 2015 a global customer excellence program has been developed that will help us deliver on four objectives: to anchor a customer-centric mindset across Bekaert; to differentiate ourselves in the market; to drive sustainable profitable growth by providing superior customer value; and to build a best-in-class commercial organization. The program has been launched in early 2016.

The second core strategy is about **driving growth by providing superior customer value**.

In 2015 we have analyzed and screened our product portfolio against the elements which are at the core of our Vision and we have determined the strategic plans that will enable the Group to move forward in the set direction. In implementing this strategy, Bekaert has made a clear prioritization of where we want to grow and how we can provide superior value to differentiate ourselves from the competition.

In 2015 we targeted and achieved organic growth in, amongst others, our rubber reinforcement and sawing wire activities. Bekaert has become a preferred supplier to the tire industry thanks to continuous innovation and the delivery of consistent quality and outstanding service. In 2015 we have successfully driven up value creation in the product mix by launching more advanced products which lower the total cost in the value chain. Bekaert's value proposition in sawing wire markets is based on those objectives and strengths. Our approach to capture growth included innovation in the product mix with a new-generation sawing wire that lowers the total cost of ownership. Bekaert's technological leadership in this market also enabled our Chinese operations to manufacture the high-end product ranges with domestic wire rod, making our offering independent from the cost and currency effects of imports.

Important achievements in improving Bekaert's business portfolio also came from very important mergers and acquisitions in businesses where we actively seek growth, and from divesting activities in which Bekaert has not been able to create value.

- The Pirelli steel cord integration for instance, added double-digit profit to Bekaert's rubber reinforcement business and strengthened our market share in the global tire market to about 30%.
- We also acquired a ropes activity in Australia from Arrium which added margin-accretive market share to complement our ropes platform.
- At the same time we divested some activities, either by selling them to another group, or by exiting the market. We sold the loss making carding solutions activities to a leading company in textile equipment, but maintained our profit generating carding wire activities and made this part of the deal, with a long term supply contract. Bekaert also stepped out of the stainless steel wire business after years of loss making. Both exits are an illustration of prioritizing our portfolio to where we are capable of creating value and achieve the right returns.

- On 7 December 2015, we announced the intended merger of the ropes and advanced cords businesses of Bekaert and Bridon. The Bridon Bekaert Ropes Group will be established as a 67/33 joint venture between Bekaert and Ontario Teachers' Pension Plan, upon the final closing of the transaction. The new group will leverage the scale and complementary strengths of both Bekaert and Bridon by combining their ropes and advanced cords activities. Upon completion of the deal, the transaction is estimated to add approximately € 350 million to Bekaert's consolidated sales on an annual basis. The definitive merger agreement is subject to customary closing conditions including regulatory approvals and is expected to be completed in the first half of 2016. Until closing, both businesses will operate separately and continue to serve their customers autonomously.

The third core strategy is about **accelerating Bekaert's technology leadership and speed-to-market in target products and processes.**

- Bekaert implemented the remodeling of its innovation strategy in order to speed up R&D in co-creation with customers. Seven challenges that are essential to deliver technology leadership and speed were defined. This way, our R&D processes and priorities have become much more customer-driven. Our focus is oriented toward fewer projects, to faster and better innovation results, and to opportunities with bigger impact.
- In 2015, Bekaert and University College Dublin (UCD) have established the Bekaert University Technology Centre. The new joint UCD-Bekaert center, located within the UCD School of Mechanical and Materials Engineering, will focus on world-class research in characterization, design and optimization of materials, components and processes, ultimately leading to advanced next generation wire products. This initiative raises our research co-operation to a higher level and supports a broader scope of fundamental research but it also ensures that the research is rapidly and successfully applied in our process and product applications. Product cycles are becoming shorter and next generation products are entering the market faster.

- Bekaert has extended the test scope of its revolutionary new coating on tire cord, TAWI® or 'Ternary Alloy Wire coating'. This new Cu-Zn-Co coating reduces the amount of cobalt salts in tires by 80%. Early 2015, the patented invention was nominated for the prestigious Tire Technology of the Year 2015 award. TAWI® won bronze in the Belgian Business Award for the Environment, organized by the Belgian association of companies VBO, in the category Products. TAWI® is herewith entitled to participate in the European Business Award for the Environment competition in 2016.
- Bekaert's R&D processes and priorities are closely connected with the innovation and growth strategies of the business platforms. We co-create new products and solutions with our customers to better understand the current and future product requirements and application challenges, such as in the development of flat and profiled wires for flexible pipes.

### Leveraging scale and reducing complexity

This core strategy is to leverage our scale to greater effect, by reducing complexity and focusing more on our opportunities and strengths, with more standardization at best-in-class levels.

- In 2015 Bekaert has started to implement a global manufacturing excellence program to create greater standardization of methodology in our operations, to ensure quality and delivery, to enhance safety, to free up capacity, and to raise cost-efficiency throughout the business, among others by better managing and allocating the product diversity (SKUs) by plant. The program was launched in two pilot plants in Belgium and China. The implementation scope expanded over the course of 2015 in additional plants in Slovakia, China, the US and Ecuador and continues to gain ground and impact. The manufacturing excellence program has led to a very encouraging level of engagement and idea generation coming through all operations already involved. It is running ahead of schedule thanks to the enthusiastic participation of the teams and the promising results which are starting to show effect.

- In North America Bekaert improved its supply chain efficiency and effectiveness. The purchasing team narrowed the supply field of wire rod to three suppliers per plant and adopted a three-tier approach by which half of the supply needs of each plant are being allocated to one dedicated supplier. Another significant part of the needs are allocated to a back-up supplier and a limited share is reserved for spot buys and development-related supplies from new entrants. This program was launched in the second half of 2015 with the ambition to create stronger partnerships with suppliers at a better total cost.
- Another illustration of the actions implemented in 2015 to reduce complexity and non-value adding structures, came from changes in ownership in a number of entities where partnerships had not led to efficient and successful forms of cooperation. In 2015 Bekaert took full ownership in its Dramix® plant in Shanghai and in the Jiangyin-based steel wire plant in China, in the Dramix® sales & distribution activity in Australia/New Zealand, and in the Malaysian steel wire and rope activities. Bekaert also deconsolidated the activities in Xinyu, China, reflecting the change in control and the ongoing negotiations to exit the business.

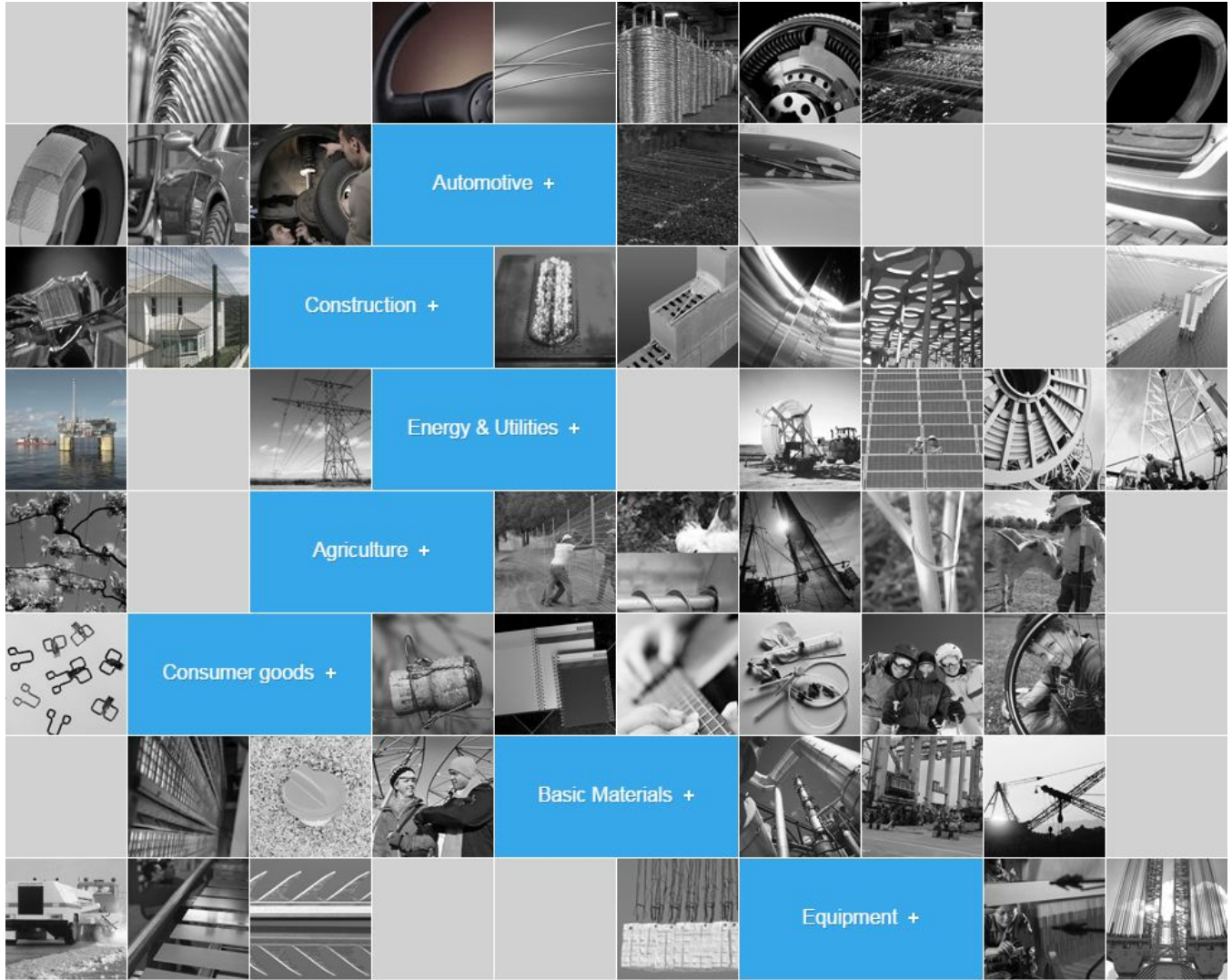
### Excellence at the lowest total cost

This fifth strategy is about ensuring that in the process of providing the best value-creating solutions to our customers, we organize ourselves in a very cost-effective way.

- In 2015, activities and processes that don't add value have been evaluated and simplified or eliminated. A large group of people across the company have engaged in change programs to make us leaner and faster and help drive the transformation journey toward value creation.
- Savings actions have led to stable overheads as a percentage of sales, despite of increased consultancy costs due to the manufacturing excellence program and the high M&A activity in 2015.
- Notwithstanding the integration of the acquired businesses and a high level of capital investments, Bekaert managed to drive net debt below the year-end balance of 2014, thanks to better cash generation and a significant reduction of the working capital.

# Industry offerings

Bekaert has a strong presence in diverse sectors. This makes us less sensitive to sector-specific trends and it also benefits our customers, because solutions we develop for customers in one sector often from the basis of innovations in others.



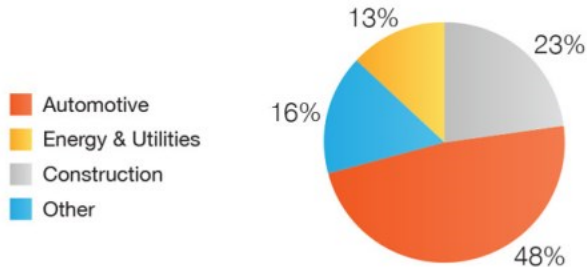
Bekaert serves customers across a multitude of sectors with a unique portfolio of drawn steel wire products, coated to optimally suit the application needs. Bekaert steel wire is used in cars and trucks, in elevators and mines, in tunnels and bridges, at home and in the office, and in machines and offshore. If it drives, ascends, hoists, filters, reinforces, fences or fastens, there is a good chance Bekaert is inside.

## Segment performance



# EMEA

EMEA 2015  
Combined sales by industry



Combined sales:	€ 1 227 million
Capital expenditures (PP&E):	€ 48 million
Total assets:	€ 884 million
Employees:	7 300

## Economic environment in 2015

Europe has seen its economic performance improve during 2015, with discrepancies across the EU member states. The recovery was supported by cheap oil prices, the quantitative easing measures implemented by the European Central Bank and a relatively low euro, which increased the export competitiveness of euro countries. The moderate upswing remains fragile though, in view of increased economic, financial and political uncertainties.

Automotive and construction markets, sectors which are crucial for Europe's prosperity and highly relevant for Bekaert's activities, witnessed strong demand over the course of 2015. Energy-related markets showed a slowdown in demand due to a downturn in the oil and gas sector.

Bekaert has a presence in both the mature Western European markets as well as in the Central and Eastern European markets. The company offers a quality portfolio of advanced steel wire products for sectors that are constantly searching for stronger, safer and lighter materials. As a result, opportunities for innovation-oriented technologies continue to exist.

### The Russian crisis

The political instability in Russia, the falling rouble and plunging oil revenue have turned the Russian economy into recession. Bekaert's activities performed well in Russia in 2015: trade restrictions have not affected our business continuity and growth as Bekaert Lipetsk sources, manufactures and sells locally.

## Our activity performance

Demand from European markets was strong throughout 2015 across most sectors. Automotive demand boosted volume growth for tire cord and other steel wire applications in the region. Bekaert's activities in EMEA delivered excellent results driven by volume growth and a favorable product mix. The successful integration of the steel cord plants acquired from Pirelli in Italy, Romania and Turkey accounted for 14% growth and strengthened EMEA's solid, double digit profit base. Bekaert's building products platform achieved firm growth and most other industrial steel wire activities performed at the strong level of 2014. Bekaert achieved 22% REBIT increase for the region and lifted profit margins to a record high of 11.3%. Capital expenditure (PP&E) amounted to € 48 million and included capacity expansions and equipment upgrades, particularly in Slovakia and Belgium.

## Successful integration of Pirelli's steel cord plants

Bekaert has successfully integrated the steel cord activities acquired from Pirelli in Figline Valdarno (Italy), Slatina (Romania), and Izmit (Turkey). The integration of these steel cord activities and Bekaert's long-term supply agreement with Pirelli further enhanced Bekaert's status as a preferred supplier to the tire industry and have grown the contribution of the EMEA region to Bekaert's consolidated figures even further.

## Merger: Bridon Bekaert Ropes Group

At the end of 2015 Bekaert and Ontario Teachers' Pension Plan announced the intended merger of the global ropes and advanced cords businesses of Bekaert and Bridon, through the establishment of a new joint venture: Bridon Bekaert Ropes Group. The merger is subject to customary closing conditions including regulatory approvals. In Europe, Bekaert will, upon closing, enter the advanced cords businesses of Bekaert in Aalter (Belgium). Ontario Teachers' will then contribute its entire ownership interest in Bridon to the new group. Their European facilities include manufacturing plants in Doncaster, Newcastle and Coatbridge (UK), Gelsenkirchen (Germany) and Tønsberg (Norway).

## A stronger business portfolio aimed at value creation

Bekaert has made a clear prioritization of where to grow and how to improve the business portfolio globally. In Europe, both the M&A activity of 2015 and the implemented divestments are illustrations of how Bekaert is narrowing its focus on those parts of the business where we can leverage our strengths.

- The divestment of the Carding Solutions activities underpinned Bekaert's strategic direction of building and selecting a value creating product and business portfolio which fully leverages the Group's core competences in steel wire transformation and coating technologies. Bekaert sold the carding business with activities in Belgium, Asia and the US to Groz-Beckert on 1 May 2015 and entered a long-term supply agreement for the delivery of carding wire, which is value creative for our business.
- Bekaert stepped out of the round stainless steel wire market. Despite investments and other efforts made by Bekaert in the past years, Bekaert was not able to drive a profitable turnaround for this business activity which was affected by the structural overcapacity in the market, competition from low cost countries and unfavorable anti-dumping regulations. This decision had an impact on our Zwevegem (Belgium) and Lonard (India) sites and on the related sales organization in North America.

## Transforming our business

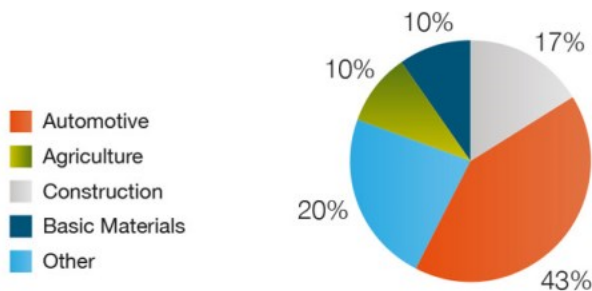
The global transformational programs supporting Bekaert's vision and strategies are gaining impact in implementation scope and speed. Also in Europe:

- Bekaert's global manufacturing excellence program aims at gaining competitiveness by optimizing our safety, quality, delivery performance and productivity. In Europe, the program has been implemented in Zwevegem (Belgium) and in Hlohovec (Slovak Republic). It will be further rolled out across the region in 2016 and the coming years.
- The recently launched customer excellence program is projected to drive growth and margin performance and is being rolled out by business cell, across all regions. The program kicked off with an international bootcamp in Zwevegem, Belgium.



## North America

North America 2015  
Combined sales by industry



### Economic environment 2015

The US recorded GDP growth of about 2.5%, reflecting an upswing in consumer spending in comparison with the previous year. Automotive demand, in particular, was strong throughout 2015.

The improved demand from automotive markets could not compensate for the continued low demand in other North American industrial and agriculture markets in 2015. Demand for cable armoring products which depends on public investments for the renewal of the US power grid remained at a low level. Our ropes activities in Canada performed relatively well, while the facility in Texas, US, was affected by the downturn in the oil extraction sector.

### Our activity performance

Currency effects drove up sales by 16% in North America, while volumes declined significantly due to the volume losses from the plant closure in Surrey, Canada (end of first quarter 2014) and the fire damage in Rome, Georgia (US) (November 2014). Moreover, weaknesses in agricultural and industrial steel wire markets continued to weigh on the segment's performance. Profit margins have not yet reached the desired levels due to a low volume base and competitive price pressure from imports.

We invested € 55 million in PP&E in 2015, mainly for the reconstruction of the Rome plant and for investments in the ropes and tire cord activities.

Bekaert projects a better performance in 2016 as we start to see improvements from actions put in place to raise our competitiveness in target markets.

At the end of 2015 Bekaert and Ontario Teachers' Pension Plan announced the intended merger of the global ropes and advanced cords businesses of Bekaert and Bridon, through the establishment of a new joint venture: Bridon Bekaert Ropes Group. The merger is subject to customary closing conditions including regulatory approvals. In North America, Bekaert will enter – upon closing - the WRI roperies in Canada and the US. Ontario Teachers' will then contribute its entire ownership interest in Bridon to the Bridon Bekaert Ropes Group, which in North America includes the wire and steel rope manufacturing facilities in Exeter, Hanover and Wilkes Barre (PA, USA).



## Bekaert officially reopens Rome (Georgia, US) production plant

In October 2015 Bekaert has officially reopened its bead wire production plant in Rome after a fire caused structural damage in 2014. All reconstruction works were finalized in June 2015 and the plant has been equipped with state-of-the-art, high-performance bead wire production lines. Extensive test runs and approval procedures have taken place and all tire makers have qualified Bekaert Rome's production from the new bead wire lines. The Rome plant is back in business and has set high ambitions to regain a strong position in the bead wire market in 2016.

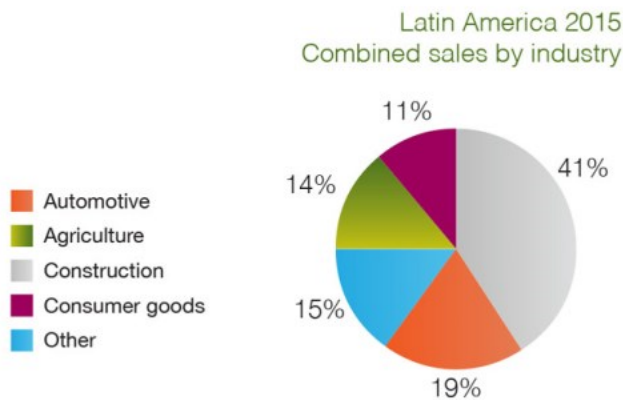
Matthew Taylor, CEO of Bekaert: "Bekaert Rome is poised to return as the preferred bead wire supplier to US tire makers. The team clearly shows their commitment and determination in proving their capability and ambitions to serve US-based tire makers with optimal quality and service. Their 'can-do attitude' has been present in all phases of the reconstruction: from clean-up to repair and rebuilding, to the installation of the brand new equipment and the approval procedures during test runs."

Bekaert's global manufacturing excellence program, which aims at gaining competitiveness by optimizing our safety, quality, delivery performance and productivity, has been started up in the Van Buren plant in the US. It will be further rolled out across the region in 2016 and the coming years.



Matthew Taylor, CEO, and Minister-President of Flanders, Geert Bourgeois, cut the ribbon at the Bekaert Rome reopening ceremony.

# Latin America



Combined sales:	€ 1 451 million
Consolidated sales	€ 764 million
Capital expenditures (PP&E):	(*) € 24 million
Total assets:	(*) € 582 million
Employees:	7 800

(\*) consolidated entities

## Economic environment in 2015

Reduced government budgets and public spending, driven by the price declines for copper and other commodities, have led to a downturn in mining and public infrastructure markets across Latin America.

Falling oil prices added to the uncertainty in 2015. Several Latin American countries including e.g., Brazil, Venezuela and Ecuador, are highly dependent on oil revenues which account for export earnings and government income.

Other countries depend on mining activities, like Peru, Chile and Colombia, making them vulnerable to a drop in commodity prices.

2015 was therefore characterized by a drastic economic deceleration in many economies across Latin America, with particularly disappointing performances in Brazil and Venezuela, where the depression persists. GDP growth contracted across the region and led to a regional downturn in demand from infrastructure markets.

In Latin America, Bekaert manufactures an extensive product portfolio to serve construction, mining, agriculture and a wide range of industrial and consumer markets across the region. Bekaert has wholly owned and majority owned subsidiaries in Costa Rica, Ecuador, Colombia, Venezuela, Peru, Chile and Brazil and also runs joint ventures in Brazil in a 45/55 partnership with ArcelorMittal.

Bekaert's activities in Latin America go back to 1950. Today, they represent 33% of combined sales. At the end of 2015, Bekaert employed over 7800 people in the region.

## Our activity performance

Bekaert's consolidated sales in Latin America increased by +21% thanks to the significant impact from acquisitions and favorable currency effects. An improved price-mix fully offset the impact of the passed-on lower raw material prices.

We acquired the former Pirelli tire cord plant in Sumaré, Brazil and fully integrated the acquisitions of 2014 in Brazil and Costa Rica. The impact of acquisitions, an improved price-mix and the effects of cost savings drove up profitability and cash generation in the region.

REBIT and EBITDA increased by more than 75% in comparison with 2014. The EBITDA margin accelerated during the year, reaching 10% on sales in the second half of 2015.

We invested € 24 million in property, plant and equipment across the region and aligned our operations to the economic reality where needed. Our combined sales growth was tempered due to the significant devaluation of the Brazilian real. Our joint ventures in Brazil, however, outperformed the markets in the country.

Notwithstanding the economic evolutions in Latin America, Bekaert expects to maintain the benefits from its strong market positions, sustained cost savings and improved business portfolio, also in the coming years. The profitability increase achieved in declining markets in 2015, is proving the capability of our teams to improve our competitiveness and portfolio in difficult economic circumstances.

## Growing our business through M&A

The integration of the steel cord entity acquired from Pirelli in Sumaré, Brazil has been added to Bekaert's financial statements as of 1 January 2015.

At the end of 2015 Bekaert and Ontario Teachers' Pension Plan announced the intended merger of the global ropes and advanced cords businesses of Bekaert and Bridon, through the establishment of a new joint venture: Bridon Bekaert Ropes Group. The merger is subject to customary closing conditions including regulatory approvals. In Latin America, Bekaert will, upon closing, enter the advanced cords businesses of Bekaert in Brazil (Cimaf), Chile (Prodinsa) and Peru (Procables). Ontario Teachers' will then contribute its entire ownership interest in Bridon to the new group. Their Latin American sales and services organization is located in Brazil.

### Risk and risk mitigation in Venezuela

Based on prudence principles, Bekaert impaired its Venezuelan assets already in 2010 and has applied inflation accounting and valuation at the corresponding economic exchange rate since 2013 onwards. As a result, the valuation risk of our activities is relatively limited.

We have, however, been forced to shut down operations in February 2016 due to raw material shortage. Bekaert ensures continuity of operations whenever possible but remains cautious as to the sustainability of the business environment in the country. Our customers and our dedicated team of employees in Venezuela are receiving as much support as we are capable to offer.

## Bekaert Ideal Alambrec, Ecuador, celebrated its 75th anniversary

Ideal Alambrec, Bekaert's steel wire plant in Ecuador, celebrated its 75th anniversary in the presence of its founding members, government authorities and representatives of the Chamber of Commerce. The event took place at the plant in Quito.

Juan Kohn, member of the founding family: "Throughout the last 75 years Ideal Alambrec has evolved from a family factory located in a basement of a house in Ambato to become one of the main suppliers for the agricultural, construction and industrial sectors in Ecuador and abroad. What has never changed in our long history is the passion for our people, our customers, our shareholders, and the quality of our products and services."



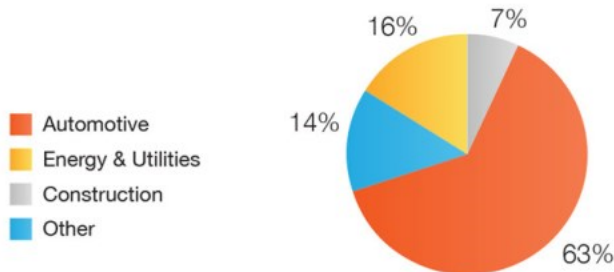
## Transforming the business as a region

Bekaert's subsidiaries in Latin America are on the implementation radar of the global excellence programs that aim at driving value creation across all regions and platforms. Moreover, our Latin American entities have taken initiatives to leverage scale on a regional basis, by combining their strengths and improvement actions in dealing with common challenges.



# Asia Pacific

Asia Pacific 2015  
Combined sales by industry



Combined sales:	€ 1 136 million
Consolidated sales:	€ 1 086 million
Capital expenditures (PP&E):	€ 50 million
Total assets:	€ 1 269 million
Employees:	10 500

## Economic environment in 2015

China's economy grew at its slowest pace in two decades in 2015. Structural changes in the economy, subdued global demand, increased trade barriers against Chinese imports and domestic challenges such as the vast overcapacity in several sectors, and the high debt burdens drove GDP growth down below 7%.

Demand from tire markets was very low at the beginning of 2015 but demand from passenger tire markets recovered at the end of the first quarter. Structural domestic overcapacity and commoditization of truck tire reinforcement solutions were the reasons for continued price erosion in China.

Demand from solar markets in China grew steadily throughout 2015. Demand for new-generation sawing wire solutions such as structured wire, gained ground in the market.

Economic growth in India moved up firmly to more than 7%. Domestic industrial demand picked up as a result of government reforms implemented to strengthen the economy. Bekaert's tire cord activities in India recorded solid growth by gaining market share in a rebounding market environment.

South East Asia continued its solid growth trend in most countries, although the region's largest economy in Indonesia, grew at the slowest pace in years (below 5%). The manufacturing industry remains, however, one of the strongest contributors to the GDP of the country. Our activities in Indonesia included an invested in additional production capacity to capture the growth.

Bekaert is present in Asia Pacific with manufacturing and development centers in China, India, Indonesia, Malaysia, Japan and Australia.

## Our activity performance

Bekaert achieved 12% sales growth in Asia Pacific. This was the result of favorable exchange rate movements and the net effect of acquisitions and divestments, partly offset by lower volumes from the years weak start and by lower raw material prices which we passed on to our customers. The impact of price erosion in Chinese tire markets was neutralized by a better product mix.

Our activities in Asia Pacific delivered strong margin growth thanks to cost control and a significantly improved business portfolio, which was the result of: firm tire cord sales growth in India and Indonesia; a growing share of high value-adding products in our sales portfolio; divestments and acquisitions; and the first effects of a turnaround in our steel wire businesses in South East Asia.

Our portfolio improvement came from increasing the share of high-value adding tire cord and sawing wire products in China. We regained market share in the Chinese tire cord market and kept pace with growing demand in the solar sector. Sawing wire accounted for more than 10% of Bekaert's sales in Asia Pacific in 2015.

Furthermore, our business portfolio also improved as a result of divesting some businesses with low or negative margins. We divested the carding solutions business (with entities in China and India) and exited from the stainless steel wire market (with an entity in India). At year-end 2015, Bekaert also deconsolidated the loss-generating entities in Xinyu (China) to reflect the change in control and the ongoing negotiations to exit the business. The positive REBIT impact from the deconsolidation will be visible in Bekaert's 2016 financial statements.

Bekaert acquired over the course of 2015 the former Pirelli steel cord plant in China, the former Arrium ropes plant in Australia, and the remaining shares held by business partners in: the Dramix® plant in Shanghai, the Jiangyin-based steel wire plant in China, the Dramix® sales and distribution activity in Australia/New Zealand, and the Malaysian steel wire and rope activities.

Our actions and achievements drove profit levels significantly up in Asia Pacific. EBITDA increased by 25% to € 200 million in 2015, with an EBITDA margin of almost 20% on sales in the second half of the year.

We also invested significantly across the region, recording a total of € 50 million investments in PP&E in 2015, with tire cord expansion investments in India and Indonesia.

## Growing our global presence in Ropes

Bekaert announced, at the beginning of 2015, the acquisition of the wire rope business of Arrium Ltd in Newcastle, Australia. The integration of the Australian ropes activities have enhanced Bekaert's growth strategy in steel wire ropes in general and will enable the Group to take a leading global market position in mining ropes in particular. The acquired business adds about € 40 million to Bekaert's consolidated sales on an annual basis and was integrated as of 1 March 2015.

At the end of 2015 Bekaert and Ontario Teachers' Pension Plan announced the intended merger of the global ropes and advanced cords businesses of Bekaert and Bridon. The transaction is subject to customary closing conditions including regulatory approvals. In Asia Bekaert will enter, upon closing, the advanced cords businesses of Bekaert in Shenyang (China). The commercialization of the ropes activities integrated in Bekaert's wire plants in Qingdao (China) and Shah Alam (Malaysia) will also be managed by the new group. Ontario Teachers' Pension Plan will then contribute its entire ownership interest in Bridon to the Bridon Bekaert Ropes Group, which includes the manufacturing facilities in Hangzhou (China) and Jakarta (Indonesia).

Bekaert's global manufacturing excellence program, which aims at gaining competitiveness by optimizing our safety, quality, delivery performance and productivity is also being rolled out in Asia. In 2015, the program has been implemented in Weihai and Jiangyin (China) and will be further rolled out across the region in 2016 and the coming years. Also the recently launched customer excellence program which aims to drive growth and margin performance, will be rolled out in Asia as part of its global reach.



## Technology and innovation

Innovation is a key driver of Bekaert's technological leadership. Our activities in this field are aimed at creating value for our customers in order for our business, and all our stakeholders, to prosper in the long term. We co-create with customers and suppliers around the globe to develop, implement, upgrade and protect both current and future technologies. Listening to our customers and understanding how our products function within their production processes and products is key to developing value-creating solutions.

Transforming steel wire and applying unique coating technologies form our core business. To strengthen our technological leadership in these competencies, Bekaert invests intensively in research and development, and sees innovation as a constant, driving factor in all our activities and processes.



### Technological leadership

In 2015 the Bekaert Technology Center celebrated its 50<sup>th</sup> year anniversary. Half a century of constant commitment to R&D has been a source of inspiration and encouragement for our customers, our suppliers and our operations to help us succeed in our non-stop search to improve and innovate. Throughout the years, strong alliances have also been established with universities and research institutes around the globe.



In early April 2015 Geert Van Haver was appointed Chief Technology Officer. Geert joined the Bekaert Group in 1982 and has taken up management positions in Belgium, Brazil, Turkey and China. Geert Van Haver is a member of the Bekaert Group Executive since early 2014.

Bekaert's technology centers pursue value creation by optimizing process technologies and by developing steel wire solutions that drive growth and leadership for our customers.

### Innovation in practice: continuously redeploying our core competencies

In order to sustain and strengthen our technological leadership, we continue to explore new possibilities in steel wire transformation and coating technologies. Even after 135 years of expertise, there is still much to be discovered in our search for the optimal bulk and surface properties of steel wire.

## Innovation in a nutshell:

- In 2015 we invested € 65 million in R&D.
- An international team of 416 R&D specialists works on customer-driven research projects.
- There are 2 main Technology Centers, one in Belgium and one in China, and various development centers worldwide.
- We acknowledge the importance of innovation: 39 first patent applications were filed in the course of 2015.
- IP protection applies mainly to products and brands, but also to processes and equipment. Bekaert successfully stopped several infringements to patents through litigation over the course of 2015.
- We co-create specific products and solutions together with customers in exclusive development projects. Successful IP protection makes Bekaert a trusted partner of its customers around the world.

## R&D as a driver for value creation

Through steel wire transformation and coating technologies, we influence the properties of steel such as strength, ductility, fatigue, shape, adhesion and corrosion resistance. Our aim is to provide our clients with solutions that offer high added value and promising perspectives.

Our approach is two-fold:

First, we continuously strive to renew our product portfolio with innovative products and solutions that add value to our customers by enhancing efficiency, ease of installation, and total cost reduction:

- In 2015 Bekaert developed Murfor<sup>®</sup> Compact, a new type of high performance masonry reinforcement for the construction industry. It's a sturdy mesh of high tensile strength steel cords, supplied on a roll for thin joint masonry and glued brickwork. The strong structure of the reinforcement controls cracks and strengthens masonry. This lightweight product is easy to handle and install. Long lengths also speed up installation and improve efficiency. Moreover Murfor<sup>®</sup> Compact has environmental benefits too: as the reinforcement can be cut to size, there is very little material loss. Its user-friendly design, light weight and low volume make it the ideal solution to reinforce masonry safely and efficiently.
- Murfor<sup>®</sup> Compact is an excellent proof of Bekaert's competence to use developments and technologies for one sector as a basis for innovations in another sector. This product development builds on our experience to integrate our steel cord and steel wire into 2D or 3D structures that can be designed according to the requirements.



Murfor<sup>®</sup> Compact

- As worldwide concerns for the environment increase, the automotive manufacturers are focusing their design and development on reducing the weight of vehicles to lower fuel consumption. Tires account for approximately 30% of the driving factors of a vehicle's consumption. Consequently, they influence CO2 emissions and other exhaust. Bekaert's super-tensile and ultra-tensile steel cord ranges for tire reinforcement allow tire makers to produce tires with a lower weight, thinner plies, and lower rolling resistance. Moreover, ultra-tensile steel cord is, when considering the total cost of ownership, less expensive than the conventional steel cord it replaces. For the end user this results in reduced CO2 emission and lower fuel consumption. The highest tensile strength cords made by Bekaert currently enable a decrease of cord weight by over 30% compared to normal tensile strength cords.
- In 2015, Bekaert's super-tensile and ultra-tensile steel cord was key in the successful growth strategy designed to halt the commoditization trend in our markets in China. During the past year, Bekaert successfully accelerated the market penetration of these higher value-adding steel cord types. Tire manufacturers recognize the value as it allows them to design high-end quality tires at a lower total cost.
- In 2015, we integrated the R&D activities of the steel cord business acquired from Pirelli within Bekaert's global R&D organization. The integration approach ensures continuity of technological co-development with Pirelli Tyre while raising our global process technology knowledge, to serve our tire manufacturing customers even better.

- Progress was made in the development of our new generation guard rail with optimal energy dissipation. Three Bekaert wire products, embedded in a thermoplastic matrix, form Bekaert's newest entry into guide rail systems for motorway barriers. The aim is to lower injury severity by offering better energy dissipation. Promising simulation results were obtained regarding the performance of the unique combination of these different Bekaert products. Together with external partners, Bekaert is performing simulations for European highways.
- When it comes to precision profiling, our newest range of flat and shaped wires, widely used in automotive and oil and gas industries, are examples of micro-tolerance in modeling, quality and consistent finish performance.

Secondly, we pursue value creation for our customers by focusing our research on developing products that lower the complexity, the cost, and the environmental impact of our customers' production processes. Our preferred approach is to do this in co-creation with our customers.

- In the automotive industry, international tire manufacturers are cooperating with us to further develop our newest generation of rubber reinforcement solutions which promises to create unmet value in tire innovation. This Bekaert tire reinforcement fabric represents a disruptive technology that eliminates the need for spool creels in the production of the tire ply on a calender. Tire makers see great opportunities in this invention by Bekaert, especially in the development of new tire designs and when running non-continuous batches, since this solution eliminates production downtime due to set-up changes of spool creels and calenders. In 2015 Bekaert designed prototype equipment to facilitate product and new tire design testing at customer sites.
- In 2015 Bekaert enlarged the testing scope of its ternary Cu-Zn-Co coated tire cord (TAWI®), launched in 2014. Tire companies, including the majority of our top 10 customers around the world are currently in the process of lab scale, first pilot scale or large scaled field evaluation. TAWI® makes it possible for tire makers to create cobalt-free rubber compounds. As a result, the cobalt salt mixing step can be eliminated in the rubber compounding process and the amount of cobalt in the total supply chain of tire making can be reduced by 80%. Bekaert's Ternary Alloy Wire coating (TAWI®) was the winner of the 2015 Belgian Business Award for the Environment and was nominated for the European Business Award for the Environment, which will be held in April 2016.



- Bekaert is the 2015 award winner of Wire Association International's annual Allan B. Dove Memorial medal award in the 'ferrous division' category. Bekaert was selected for its technical paper 'Heat-resistant color coatings for new generation spring wires'. The Wire Association International, Inc., is a worldwide technical society for wire and cable industry professionals dedicated to the promotion, collection, and dissemination of technical, manufacturing, and general business information and trends in the industry. WAI's annual medal awards recognize and honor innovation and excellence in wire and cable developments, awarding the most meritorious papers on wire manufacture or fabrication during the year. Bekaert's paper describes a technological innovation which creates value to spring manufacturers by offering heat-resistant, pre-coated spring wire, eliminating a less effective post-coating process on springs at the customer's site.

## Acknowledgement

We are appreciative to the Flemish government agency for Innovation by Science and Technology (IWT) as well as the Belgian federal government. Their subsidies and incentives for R&D projects involving highly educated scientific personnel and researchers in Flanders, are pivotal in securing a foothold for our R&D activities in Belgium.



## Co-creation and open innovation

There is an increasing trend in co-development projects with our strategic customers, suppliers and a network of academic research institutes and universities. We also consider corporate venturing: we scout companies with emerging technologies to potentially partner with.

These partnerships can include investments, license agreements or joint development agreements. Our related investments are minority interests in young start-up companies with innovative technologies that could benefit from and add to Bekaert's core competencies. Additionally, we constantly search for new business opportunities.

Bekaert seeks international partnerships with universities and research institutes. In 2015, we continued to cooperate with academic institutions, technology clusters and research partners from different countries in order to bring an outside-in approach.

- Bekaert continued its partnerships with the University of Leuven (Belgium), the University of Ghent (Belgium), the University of Brussels (Belgium) and OCAS and is an active member of Flanders Make, the strategic research center for the manufacturing industry in Flanders. Bekaert started collaboration with CRM Group, the Liège research center in metallurgy.
- Bekaert continued its partnership with the University of Lille (France) and collaborates with University College in Dublin, Imperial College Dublin, University of Zagreb, University of Cambridge and Cenim, the National Center for Metallurgical Research in Madrid. In Slovakia, cooperation with the University of Trnava was intensified.
- At the University College in Dublin, a Bekaert University Technology Centre was created. The new joint UCD-Bekaert Centre, located within the UCD School of Mechanical and Materials Engineering, will focus on world-class research in characterization, design and optimization of materials, components and processes, ultimately leading to advanced next generation wire products.  
Geert Van Haver, Chief Technology Officer: "The Bekaert University Technology Centre raises our research co-operation to a higher level. It supports a wider scope of fundamental research and ensures that the research outcome is rapidly and successfully applied in our process and products."
- In China, our R&D center cooperated with Nanjing University, Qingdao University of Science, Suzhou University and with the Institute of Metal Research (IMR) in Shenyang.
- In the US, collaborative research efforts continue to be carried out at the Colorado School of Mines.

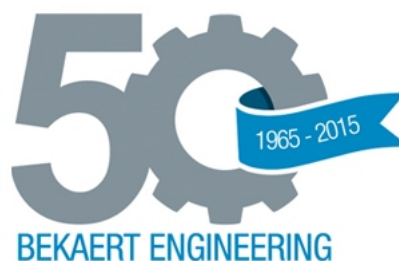
## Equipped for excellence

Bekaert's in-house engineering department plays a key role in the optimization and standardization of our production processes and machinery. This department designs, manufactures, installs and services the critical equipment for our production plants worldwide.

Newly designed equipment always combines performance improvements in various areas including product quality, production excellence and flexibility, cost efficiency, ergonomics, safety and environmental impact. This was in particular the case for the reconstruction of our plant in Rome (US) that was structurally damaged by a fire in November 2014. The engineering team cooperated with colleagues in the plant and in the Technology Center to successfully reconstruct and equip the Rome plant with state-of-the-art, high-performance bead wire production lines.

### Experienced to build the factory of the future

In 2015 Bekaert Engineering celebrated its 50th anniversary.



Our engineers and technicians use their broad experience to create the "Bekaert factory of the future" by, working on high performing innovative equipment at a low operational cost, machines that require minimal change-over time and ensure maximum automation and robotization capabilities.

Advanced sensors and measuring tools are increasingly being integrated into Bekaert's manufacturing equipment, in order to control the specification tolerances during various production steps. This enhances Bekaert's product quality testing capability in all critical process stages.

## Engineering in a nutshell

- Bekaert's in-house engineering department employs an international team of 500 engineers and technicians.
- The engineering teams are located in Belgium, China, India, Slovakia and Brazil. The Belgian team focuses on the design of new equipment while the production of standard equipment is done in China. The teams in India, Slovakia and Brazil provide assembly and maintenance services to the Bekaert plants worldwide.
- Bekaert's engineering team is constantly looking for opportunities to lower the Total Cost of Ownership and come up with disruptive innovative engineering solutions for new products and processes. Bekaert Engineering also ensures excellent assembly, installation and maintenance services and coordinates Bekaert's global spare parts management.

# Sustainability

To us, sustainability is about economic success, the safety and development of employees, environmental stewardship, and social progress. This way, Bekaert translates sustainability into a benefit for all our stakeholders.

Bekaert's global Corporate Social Responsibility (CSR) strategy is centered on four main pillars: our responsibility in the workplace, in the marketplace, towards the environment and towards society. Our CSR efforts and activities are therefore focused in such a way that balanced consideration is given to the interests of all respective stakeholders, including employees, customers, shareholders, partners, local governments and the communities in which we are active.

Bekaert's Sustainability Report 2015\* was conducted according to the GRI G4 Guidelines of the GRI Sustainability Reporting Framework. The certification approval of the 2015 report was still pending on the date of the publication of this Annual Report. Global Reporting Initiative (GRI) is a non-profit organization that promotes economic sustainability. Bekaert's responsible performance in 2015 has been recognized by its inclusion in the Ethibel Excellence Index (ESI) Europe - a reference benchmark for top performers in terms of corporate social responsibility based on Vigeo's research - as well as in Kempen SRI.

In 2015, Bekaert was awarded a silver recognition level from Ecovadis, an independent sustainability rating agency whose methodology is built on international CSR standards. This places Bekaert among the top 30% of performers evaluated by Ecovadis.



# Our responsibility in the workplace

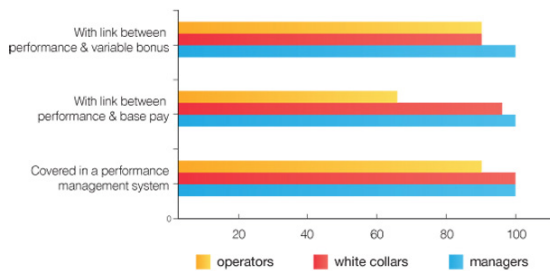
## Learning and development

In order to drive high performance and continuous development of all employees, the company's group targets are deployed into team and personal targets for everyone. Bekaert's performance management system enables the evaluation of teams and individuals as they relate to the set targets, as well as their way of working. In 2015 we started a program to innovate our performance management approach to further stimulate frequent performance and coaching dialogues and to increase the level of empowerment. This will further be implemented in the organization in the years to come.

Bekaert attaches great importance to provide challenging career and personal development opportunities to its employees. Training programs not only include technical and function specific training, but also leadership modules that help our people develop and cooperate in a global business environment.

## Employee related data

- On average, 27 hours of training per employee took place in 2015.
- Percentage of employees who received a performance review:



## Safety as a prerequisite

The Bekaert safety policy is deployed through the Safety Tree model and monitored via the Bekaert Safety Evaluation System (BEKSES). In 2015, BEKSES audits (based on OHSAS 18001) were carried out on a global scale and action plans were defined. In newly acquired plants and plants recently added to the consolidation perimeter, special efforts were made to align local safety management and practices with the worldwide Bekaert approach.

## Taking safety to the next level

In 2015 Bekaert started a Safety Excellence project, aimed at improving safety awareness and performance throughout the Group. The program applies to several levels of the organization: from the Bekaert Group Executive, the plant & first line managers, to the shop floor workers. In a first wave six pilot plants underwent an assessment and on-site interviews. Based on the results, a roadmap for implementation has been established. In the course of 2016 the program will be continued in other plants, and be rolled out as part of the Manufacturing Excellence program which also has a global implementation scope.

## Investing in workplace ergonomics

Because we attach great importance to a healthy working environment, we continued to invest in automated handling equipment and other workplace ergonomics in 2015. A good example thereof is the newly designed automated handling equipment, that was first installed in our plants in Burgos (Spain) and Rogers (US). In the coming years innovation in workplace ergonomics will be further rolled out.

## International Health and Safety Week

Bekaert has a long tradition of organizing an annual Health & Safety event worldwide. The central theme for this year's edition was "Everyone committed to health & safety". Bekaert plants worldwide were encouraged to share their best practices and learn from each other.



In our plant in Slatina (Romania) various initiatives were organized with the aim to stimulate our team and their families to more often use healthy alternatives for transport.

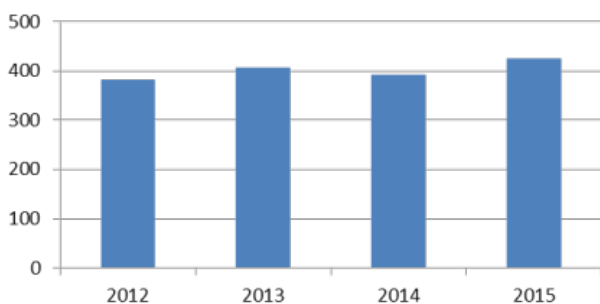
Over the course of the year, our plants worldwide have organized various local vitality initiatives such as healthy food campaigns, sports activities and mental health projects.

### Safety related data

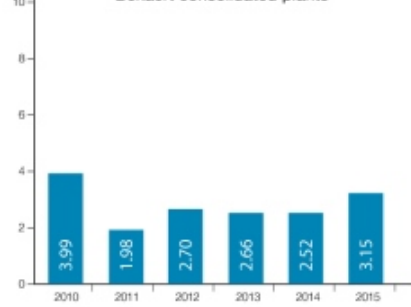
In 2015, 61% of all Bekaert employees are covered by the OHSAS 18001 standard.

Of the on average 27 hours of training per employee, 7 hours were safety-related.

### Recordable incidents Bekaert Group

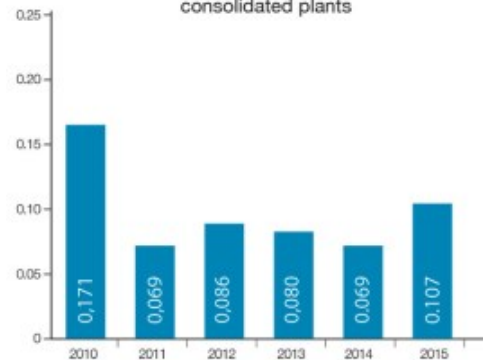


Repeatability Index  
Bekaert consolidated plants



Repeatability Index = Number of lost time accidents (LTA) per million worked hours.

Severity Index Bekaert  
consolidated plants



Severity Index = Number of lost days due to occupational accidents per thousand worked hours.

In 2015 both the repeatability and severity index increased compared to 2014. This was a result of footprint changes such as the acquisition/consolidation of entities where safety performance is subject to improvement as part of their integration process within the Bekaert Group, a trend we see as of mid-2015.

Safety champions in consolidated plants  
(Number of years without recordable incidents)

	>= 7 years	>= 5 years	>= 2 years	>= 1 years
N° of plants	1	1	3	7

## Our responsibility in the market place and towards the environment

### Our responsibility in the community and the markets

#### ***better together* in the communities where we are active**

Bekaert strives to be a loyal and responsible partner in the communities where we are active. We make a point of interacting with local governments in a transparent, constructive way, and we are firmly committed to complying with national legislations and collective labor agreements. Bekaert adheres to the Universal Declaration of Human Rights and the treaties and recommendations of the International Labor Organization.

Also in acquisition deals, Bekaert attaches great importance to building open and constructive relationships with local government bodies and with social representatives from the start. This was in 2015 particularly the case in the communities we entered as part of the Pirelli deal.

#### ***better together* with customers and suppliers**

Bekaert has production facilities and sales offices in 40 countries and builds lasting relationships with customers and suppliers, wherever we do business.

We work closely with customers and suppliers by engaging in co-development projects, by conducting feedback initiatives and satisfaction surveys, and by performing industry analyses together.

In 2015, Bekaert's Purchasing function stepped up its engagement to enhance sustainability awareness and controls with our supplier base. The Bekaert Supplier Code of Conduct was rolled out with the top 10 of our spend categories and thus far suppliers representing more than 40% of our global spend agreed to work with us in building sustainable supply chains. Moreover we introduced and signed key supplier agreements with our wire rod suppliers up to around 60% of our global wire rod spend, using sustainability, supply chain integration and innovation as explicit building blocks in the multi-year agreements. Shared targets and action plans for 2016 were defined with key suppliers, enabling us all to drive sustainability forward across the supply chain.

Bekaert recognizes the importance of responsible sourcing. In 2015 we continued to implement measures compliant with the Conflict Free Sourcing Initiative. This is an initiative of the Electronic Industry Citizenship Coalition (EICC) and the Global e-Sustainability Initiative (GeSi), that helps companies from a range of industries addressing conflict minerals issues in their supply chain.

We actively cooperate with global customers in sustainability programs. We support their CSR programs by implementing specific actions in our CSR policies and we joined sustainability initiatives and standards to serve specific customer requests.

### Our responsibility towards the environment

*better together* for a cleaner world: we continuously strive to use fewer materials, cut energy consumption and reduce waste.

Bekaert's concern for the environment is applied in 3 domains: our continuous efforts to develop new eco-friendlier production processes for our plants worldwide, prevention and risk management and the development of products that contribute to a cleaner environment.

In the first domain, our ambition is to develop eco-friendlier production processes for our plants worldwide. In 2015:

- We have made progress in the treatment of used hydrochloric acid. A significant number of Bekaert plants outsources the treatment of used hydrochloric acid to external contractors. These contractors convert the waste acid into iron chloride coagulants used for water treatment. Lab scale tests have now been conducted to convert the used hydrochloric acid into an iron chloride solution, which will facilitate reuse by contractors. In one of our plants, the consumed hydrochloric acid is recuperated on-site, after treatment by a regeneration unit which converts the waste acid into iron oxides and fresh hydrochloric acid. The latter can be reused in the production process.

- In 90% of our plants in Europe and Asia Pacific all traditional lighting was replaced by LED lights. In 2016 the remainder of Europe and Asia will be completed and the program will be further rolled out in our plants in North and Latin America. This project will reduce the energy consumption for lighting by 50%.
- Excluding China 24% of electricity needs came from from renewable energy sources. Including China (where power from renewable sources is scarce), 15% was from renewable sources. The success rate in sourcing from renewable energy sources largely depends on the availability of these sources and of data thereon. In Ecuador, to mention one, 100% of Bekaert's electricity consumption is from hydraulic energy.

Secondly, prevention and risk management play an important role in Bekaert's environmental policy. In 2014, an action plan was defined to prevent soil contamination. These plans were successfully implemented in 2015.

Responsible use of water is also a priority. In 2015 we expanded programs that aim to reduce water usage in the long term. We thoroughly analyzed and evaluated our water balance in order to set a standard for Bekaert worldwide.

For 2015, 95% of our consolidated plants worldwide were ISO 14001 certified. ISO14001 is part of the ISO14000 internationally recognized standards providing practical tools to companies who wish to manage their environmental responsibilities.

ISO14001 focuses on environmental systems. Bekaert's full worldwide certification is an ongoing goal; it is an element in the integration process of newly acquired entities and of companies that are added to the consolidation perimeter. Our recent acquisitions (Pirelli Steelcord, Arrium Ropes) already held the ISO 14001 certificate. The related plants keep their certificate as part of the Bekaert group. Bekaert also received a group-wide certification for ISO 14001 and ISO 9001. The ISO 9000 family addresses various aspects of quality management.

Lastly, Bekaert develops products that contribute to a cleaner environment. Ecology is an aspect that is considered already during the R&D phase of new products. In many cases, it is even a driving factor in product development. Newly developed products with ecological advantages are described in the chapter on Technology Leadership.

Some Bekaert product examples:

- Amagnetic armoring wire for offshore wind mills. The exploration of offshore wind energy in Northern Europe has more than doubled over the past five years. This has stimulated more investments in windmill farms. Bekaert provides armoring solutions for subsea power cables that optimize transmission efficiency and prevent power loss.
- Customized drying and heating systems based on gas and electrical infrared drying technologies that increase efficiency and reduce energy. These systems are used in various sectors and applications such as the paper and board industry or converting and metal processing applications.
- Ternary Alloy Wire Coating (TAWI<sup>®</sup>) steel cord, reducing 80% of cobalt needs in tires.
- Water-based coated low carbon wires as a substitute to solvent lacquered products.

## Our responsibility towards society

Our funding and other community-building activities are focused on education projects. In addition, we support local activities and projects for social, cultural and economic development.

### Supporting educational and training initiatives

We believe that education and learning are the key to a sustainable future. Accordingly, we support initiatives worldwide that focus on helping the communities we are active in through education and learning.

In China, Bekaert has built strong relationships with various schools. One initiative includes creating and improving safety awareness of children at the Lianying Primary School. Through games and tips, they learn how to protect themselves from dangerous situations during the summer holiday.

Another initiative in 2015 was to build a play room at the Xiyuan Primary School to improve children's imaginative capabilities.

Bekaert Corporation (US) continued with the National 4-H Council launched in 2014. 4-H is the largest youth development and empowerment organization in the US, reaching more than 7 million 4-H youth in urban neighborhoods, suburban schoolyards and rural farming communities. 4-H'ers engage in hands-on learning activities in the areas of science, healthy living, and food security. Bekaert herewith expresses its engagement in helping America's largest youth development organization to create a positive change and a better future for young people.

In Brazil, Bekaert supports educational projects through various programs. In 2015 many projects focused on physical and mental vitality. Chess workshops and regional tournaments were organized in schools to improve logical thinking capabilities.



### Supporting social and community initiatives

We support community initiatives that aim to improve societal conditions in the places where we are active.

Inchalam, Bekaert's largest manufacturing subsidiary in Chile, donated Cercas Pro fences to the Santa Clara School in Talcahuano. This initiative is part of a pilot project at the national level to protect pedestrians in the school areas.



Proalco, Bekaert's subsidiary in Colombia, supported various local environmental initiatives such as awareness creation programs at schools and projects aimed at enhancing the local community recycling efforts.

In Brazil, our colleagues have been organizing a "voluntary action day" for many years. This event was also held in 2015: employees donated gifts and organized activities for the children in daycare in Contagem. Bekaert attaches great importance to health & safety inside and outside our plant operations. In Contagem, we supported the organization of a skateboard project with the aim of encouraging youngsters to practice sports. Other initiatives in Vespasiano, Itaúna, Osasco and Hortolândia included football, tennis, taekwondo & skateboard tournaments.

# Report of the Board





# Key figures

## Combined key figures

in millions of €	2014	2015	Delta
Sales	4 040	4 402	9.0%
Capital Expenditure (PP&E)	160	194	21.0%
Personnel as at 31 December	28 440	27 148	-4.5%

## Consolidated financial statements

in millions of €	2014	2015	Delta
<b>Income statement</b>			
Sales	3 216	3 671	14.2%
Operating result before non-recurring items (REBIT)	164	223	35.6%
Operating result (EBIT)	171	220	28.5%
Non-recurring items	7	-3	-
Interests and other financial results	-67	-96	44.3%
Income taxes	-42	-36	-
Group share joint ventures	25	18	-27.7%
Result for the period	88	106	20.9%
attributable to the Group	87	102	17.0%
attributable to non-controlling interests	-	4	-
EBITDA	342	441	29.1%
Depreciation PP&E	153	190	24.5%
Amortization and impairment	29	31	9.1%
Negative goodwill	-11	-	-
<b>Balance sheet</b>			
Equity	1 566	1 516	-3.2%
Non-current assets	1 851	1 921	3.8%
Capital expenditure (PP&E)	133	171	28.6%
Balance sheet total	3 958	3 881	-1.9%
Net debt	853	832	-2.5%
Capital employed	2 524	2 448	-3.0%
Working capital	975	813	-16.6%
Employees as at 31 December (FTE)**	24 127	23 666	-1.9%

## Ratios

EBITDA on sales	10.6%	12.0%
REBIT on sales	5.1%	6.1%
EBIT on sales	5.3%	6.0%
EBIT interest coverage	3.0	4.0
ROCE	7.7%	8.7%
ROE	5.7%	6.9%
Financial autonomy	39.6%	39.1%
Gearing (Net debt on equity)	54.5%	54.9%
Net debt on EBITDA	2.5	1.9

## Joint ventures and associates

in millions of €	2014	2015	Delta
Sales	824	731	-11.3%
Operating result	78	75	-4.3%
Net result	64	55	-12.9%
Capital expenditure (PP&E)	28	23	-15.6%
Depreciation	17	17	-0.1%
Employees as at 31 December	4 245	3 371	-20.6%
Group's share net result	25	18	-27.7%
Group's share equity	151	111	-26.8%

## Key figures per share

NV Bekaert SA	2014	2015	Delta
Number of shares as at 31 December	60 111 405	60 125 525	0.02%
Market capitalization as at 31 December (in millions of €)	1 584	1 707	7.77%

## Per share

in €	2014	2015	Delta
EPS	1.51	1.83	20.9%
Gross dividend*	0.85	0.90	5.88%
Net dividend*	0.6375	0.6570	3.06%

## Valorization

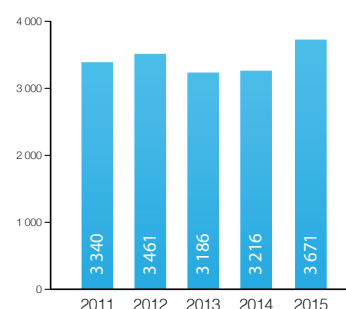
in €	2014	2015	Delta
Price as at 31 December	26.35	28.39	7.7%
Price (average)	27.16	26.12	-3.8%

\* The dividend is subject to approval by the General Meeting of Shareholders 2016

\*\* FTE: Full time equivalent

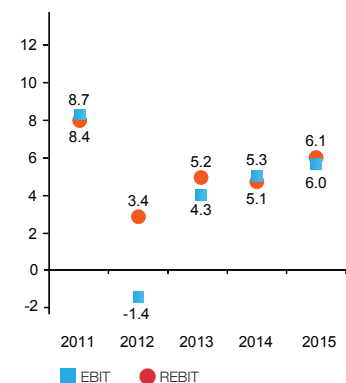
## Consolidated sales

in millions of €



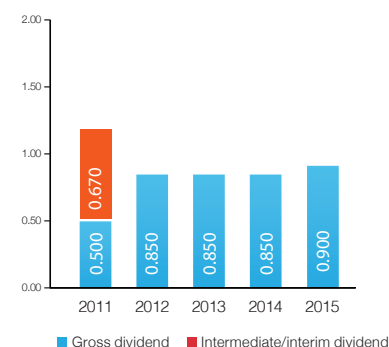
## EBIT on sales

in %

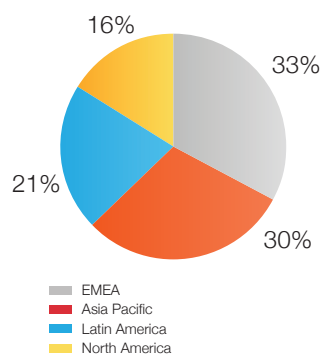


## Gross dividend\*

in €



## Consolidated sales by segment



# Key figures per segment

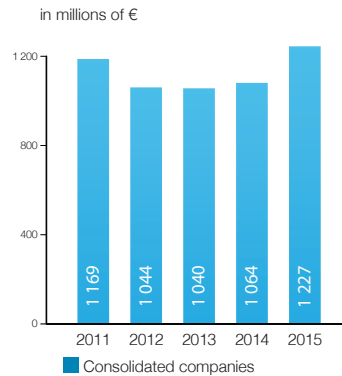
## EMEA

in millions of €	2014	2015
Consolidated sales	1 064	1 227
Operating result (EBIT)	116	145
EBIT on sales	10.9%	11.8%
EBITDA	165	201
EBITDA on sales	15.5%	16.4%
Combined sales	1 049	1 227

EMEA  
€ 1 227 million  
Combined sales

28%

## Sales EMEA



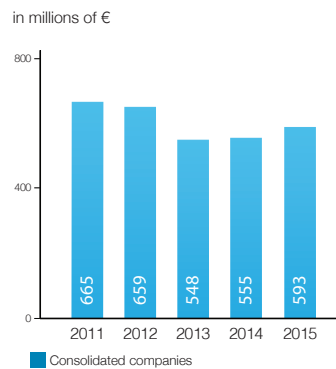
## North America

in millions of €	2014	2015
Consolidated sales	555	593
Operating result (EBIT)	28	33
EBIT on sales	5.0%	5.6%
EBITDA	38	46
EBITDA on sales	6.8%	7.8%
Combined sales	555	593

North America  
€ 593 million  
Combined sales

13%

## Sales North America



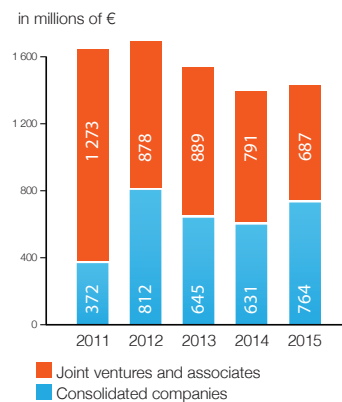
## Latin America

in millions of €	2014	2015
Consolidated sales	631	764
Operating result (EBIT)	34	45
EBIT on sales	5.4%	5.9%
EBITDA	40	72
EBITDA on sales	6.3%	9.4%
Combined sales	1 422	1 451

Latin America  
€ 1 451 million  
Combined sales

33%

## Sales Latin America



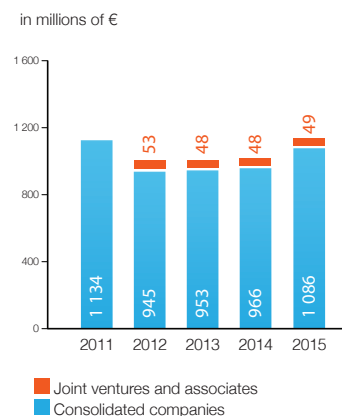
## Asia Pacific

in millions of €	2014	2015
Consolidated sales	966	1 086
Operating result (EBIT)	54	71
EBIT on sales	5.6%	6.5%
EBITDA	159	200
EBITDA on sales	16.5%	18.4%
Combined sales	1 014	1 136

Asia Pacific  
€ 1 136 million  
Combined sales

26%

## Sales Asia Pacific



# Summary of financial review

## Sales and financial review

### Sales

Bekaert achieved consolidated sales of € 3.7 billion and combined sales of € 4.4 billion, an increase of 14% and 9% respectively, compared with last year.

Acquisitive growth boosted consolidated sales by 9% and currency effects accounted for +8%. The organic sales growth of +2% was the result of positive price-mix effects (+4%), a slight volume decline (-1%) and minor price erosion (-1%). Top line growth was tempered by the significantly lower raw material prices (-5%), passed on to our customers. As opposed to the final quarter of last year, sales and profits did not drop below the anticipated effects of year-end seasonality.

Combined sales <sup>(1)</sup> increased by 9%. The weak Brazilian real tempered the translation effect of exchange rate movements at the combined level (+4%) and the net impact of acquisitions and divestments accounted for +7%. The organic growth (+2%) was more than offset by lower raw material prices (-4%).

<sup>(1)</sup> Combined sales are sales of consolidated companies plus 100% of sales of joint ventures and associates after intercompany elimination.

### Dividend

The Board of Directors confirms its confidence in the strategy and future perspectives of the company and will propose that the General Meeting of Shareholders on 11 May 2016 approve the distribution of a gross dividend of € 0.90 per share, compared with € 0.85 per share last year. The dividend will, upon approval by the General Meeting of Shareholders, become payable as of 17 May 2016.

## Summary financial review

### Financial results

Bekaert achieved an operating result before non-recurring items (REBIT) of € 223 million (versus € 164 million in 2014). This equates to a REBIT margin on sales of 6.1% (versus 5.1% in 2014).

Non-recurring items amounted to € -3 million (€ +7 million in 2014). Impairments, step acquisition losses and restructuring expenses were almost entirely compensated by the final proceeds of the insurance settlement of the Rome (US) fire and by the gain on the disposal of the carding solutions divestment. Including non-recurring items, EBIT was € 220 million, representing an EBIT margin on sales of 6.0% (versus 5.3%). EBITDA reached € 441 million, representing an EBITDA margin on sales of 12.0% (versus 10.6%).

Selling and administrative expenses increased by € 41 million to € 306 million, mainly due to: the translation impact of currency movements (€ 16 million); the net effect of acquisitions and divestments (€ 3 million); consultancy fees related to the manufacturing excellence program and the high M&A activity (€ 14 million); and an increase of the bad debt reserve by € 5 million. Research and development expenses increased by € 5 million to € 65 million, mainly due to the integration of the Pirelli tire cord R&D team.

Interest income and expenses amounted to € -62 million, unchanged from last year (€ -63 million).

Other financial income and expenses amounted to € -34 million (versus € -4 million) and included a stamp duty on the acquisition in Australia, a reserve to cover for potential exchange issues in Venezuela, as well as realized and unrealized exchange movements.

Taxation on profit was € 36 million versus € 42 million last year. The positive impact was from a reversal of a deferred tax allowance related to the carve-out of the advanced cords activities in Belgium.

The share in the result of joint ventures and associated companies decreased from € 25 million to € 18 million due to the weak economic environment in Brazil and the loss-generating entities in Xinyu, China (deconsolidated at year-end 2015).

The result for the period thus totaled € 106 million, compared with € 88 million in 2014. The result attributable to non-controlling interests increased to € 4 million. After non-controlling interests, the result for the period attributable to the Group was € 102 million, compared with € 87 million last year. Earnings per share amounted to € 1.83, up from € 1.51 in 2014.

**Balance sheet**

As at 31 December 2015, shareholders' equity represented 39.1% of total assets, down from 39.6% in 2014. The gearing ratio (net debt to equity) was 54.9% (versus 54.5%).

Net debt was € 832 million, down from € 853 million as at year-end 2014 and € 1 023 million as at 30 June 2015. The significant reduction was primarily driven by strong cash generation and strict working capital control.

**Cash flow statement**

Cash from operating activities amounted to € 584 million, a significant increase from € 187 million in 2014 thanks to higher cash generation and a major reduction of working capital.

Cash flow attributable to investing activities amounted to € -363 million (versus € -225 million): € -171 million related to capital expenditure (PP&E) and € -209 million to the net impact of acquisitions and divestments.

Cash flows from financing activities totaled € -268 million (versus € 88 million in 2014) driven by repayment of interest-bearing debt, by dividend payments and interest expenses.

**Investment update and other information**

Notwithstanding the significant impact of M&A and investments, Bekaert reduced net debt to € 832 million from € 853 million as at year-end 2014 and down from € 1 023 million as at 30 June 2015. Net debt on EBITDA was 1.9, compared with 2.5 on 31 December 2014. The significant reduction was primarily driven by strong cash generation and strict working capital control.

On 7 December 2015, Bekaert and Ontario Teachers' Pension Plan announced the intended merger of the global ropes and advanced cords businesses of Bekaert and Bridon. The definitive merger agreement is subject to customary closing conditions including regulatory approvals. Upon closing, a new joint venture will be established in which Bekaert will hold a majority stake of 67% and Ontario Teachers' will hold 33%. Until closing, both businesses will operate separately and continue to serve their customers autonomously.

Alongside this intended transaction, Bekaert has purchased the remaining 35% shareholding held by Matco Cables SpA in Bekaert's ropes entities.

On 29 December 2015, Bekaert acquired the remaining 18% of the shares in Bekaert Jiangyin Wire Products Co Ltd from Fasten Group, to become the full owner of the steel wire plant in Jiangyin, China.

On 31 December 2015, Bekaert deconsolidated the Bekaert Xinyu Metal Products Co Ltd and Bekaert Xinyu New Materials Co Ltd due to a change in control and the ongoing negotiations to exit this business in China. Both entities have been reclassified from associates to investments held for sale. Equipment recuperated from the entities was written down.

A total of 26 300 stock options were exercised in 2015 under the management Share Option Plan 2010-2014 and 26 300 treasury shares were used for that purpose. In the course of 2015 Bekaert did not cancel or purchase treasury shares. As a result, the Company held an aggregate 4 248 710 treasury shares at year-end 2015.

**Segment reports****EMEA**

Demand from European markets was strong throughout 2015 across most sectors. Automotive demand, in particular, boosted volume growth for tire cord and other steel wire applications in the region.

Bekaert's activities in EMEA delivered excellent results driven by strong volume growth and a favorable product mix. The successful integration of the steel cord plants acquired from Pirelli in Italy, Romania and Turkey accounted for 14% growth and strengthened EMEA's solid, double digit profit base. The company's building products platform achieved firm growth and most other industrial steel wire activities performed at the strong level of 2014. Bekaert achieved 22% REBIT increase for the region and lifted profit margins to a record high of 11.3%.

Non-recurring items amounted to € +6 million and mainly related to the gain on the disposal of the European activities of the divested Carding Solutions business, partially offset by restructuring costs. Capital expenditure (PP&E) amounted to € 48 million and included capacity expansions and equipment upgrades, particularly in Slovakia and Belgium. Bekaert anticipates continued solid demand and performance in most European markets, but has limited visibility on evolutions in the oil and gas sector where demand has started to slow down over the past months.

### North America

Bekaert's activities in North America recorded a top line growth of 7%. Currency effects drove up sales by 16% while volumes declined by 9% due to the volume loss from the plant closure in Surrey, Canada (end of first quarter 2014) and the fire damage in Rome, Georgia (US) (November 2014). Moreover, weaknesses in agricultural and industrial steel wire markets continued to weigh on the segment's performance.

The impact of lower wire rod prices, passed on to our customers, was offset by a better product-mix. Profit margins have not yet reached the desired levels due to a low volume base and competitive price pressure from imports.

The non-recurring items (€ +14 million) mainly reflect the final insurance settlement proceeds from the Rome fire.

Capital expenditure (PP&E) amounted to € 55 million and related mainly to the reconstruction of the Rome plant and investments in the ropes and tire cord activities.

Bekaert projects a better performance in 2016 as we start to see improvements from actions put in place to raise our competitiveness in target markets.

### Latijns-Amerika

Bekaert's consolidated sales in Latin America increased by +21% thanks to the significant impact from acquisitions (+15%) and favorable currency effects (+7%). An improved price-mix (+4%) fully offset the impact of passed-on lower raw material prices (-4%). Acquisitive growth included: the addition of the former Pirelli tire cord plant in Sumaré, Brazil (from the start of 2015 onwards); the consolidation of the Bekaert Cimaf ropes plant in Brazil; and the wire business acquisition from ArcelorMittal in Costa Rica (both at the end of April 2014).

The impact of acquisitions, an improved price-mix and the effects of cost savings drove up profitability and cash generation in the region. REBIT and EBITDA increased by more than 75% in comparison with 2014. The EBITDA margin accelerated during the year, reaching 10% on sales in the second half of 2015.

Bekaert invested € 24 million in property, plant and equipment across the region.

Bekaert's combined sales growth was limited due to the significant devaluation of the Brazilian real. The actual performance of our joint ventures in Brazil outperformed the weak economic conditions in the country.

Bekaert perceives increased instability in the whole region with a weakening business climate in Brazil, Peru and Ecuador.

In Venezuela, we have been forced to shut down operations in February 2016 due to raw material shortage. Based on prudence principles, Bekaert impaired its Venezuelan assets already in 2010 and has applied inflation accounting and valuation at the corresponding economic exchange rate since 2013 onwards. Notwithstanding the economic evolutions in Latin America, Bekaert expects to maintain the benefits from its strong market positions, sustained cost savings and improved business portfolio..

### Asia Pacific

Bekaert achieved 12% sales growth in Asia Pacific. This was the result of favorable exchange rate movements (+14%) and the net effect of acquisitions and divestments (+6%), partly offset by lower volumes (-3%) from the weak start of the year and by lower raw material prices (-5%). The impact of price erosion was neutralized by a better product mix.

Bekaert's activities in Asia Pacific delivered strong margin growth thanks to cost control and a significantly improved business portfolio, which was the result of: firm tire cord sales growth in India and Indonesia; a growing share of high value-adding products in our sales portfolio; divestments and acquisitions; and the first effects of a turnaround in our steel wire businesses in South East Asia.

Bekaert improved its portfolio by growing the share of high-value adding tire cord and sawing wire products in China. We regained market share in the Chinese tire cord market and kept pace with growing demand in the solar sector. Sawing wire accounted for more than 10% of Bekaert's sales in Asia Pacific in 2015.

Divestments included the Asian activities of the carding solutions business (China, India) and the exit from stainless steel wire activities (India). At year-end 2015, Bekaert also deconsolidated the loss-generating entities in Xinyu (China) to reflect the change in control and the ongoing negotiations to exit the business. The positive REBIT impact from the deconsolidation will be visible in Bekaert's 2016 financial statements.

Bekaert acquired over the course of 2015 the former Pirelli steel cord plant in China, the former Arrium ropes plant in Australia, and the remaining shares held by business partners in the Dramix® plant in Shanghai, the Jiangyin-based steel wire plant in China, the Dramix® sales and distribution activity in Australia/New Zealand, and the Malaysian steel wire and rope activities.

These actions and achievements drove profit levels significantly up in Asia Pacific. EBITDA increased by 25% to € 200 million in 2015, with an EBITDA margin of almost 20% on sales in the second half of the year.

The non-recurring items (€ -11 million) mainly related to restructuring costs and asset impairments, partially offset by gains on disposals in carding solutions and the deconsolidation of the Xinyu activities.

Bekaert invested significantly across the region and recorded a total of € 50 million investments in PP&E in 2015, among which tire cord expansion investments in India and Indonesia.

Bekaert anticipates continued highly competitive market conditions in the region. We project our ongoing efforts to enhance the product portfolio and manufacturing cost base in the region, to add revenue and profitability in 2016.

# Corporate governance statement

## Board of Directors and Executive Management

In accordance with the original Belgian Code on Corporate Governance published in 2004, the Board of Directors has, on 16 December 2005, adopted the Bekaert Corporate Governance Charter. Following the publication of the 2009 Belgian Code on Corporate Governance, the Board of Directors has, on 22 December 2009, adopted the 2009 Code as the reference code for Bekaert and revised the Bekaert Corporate Governance Charter. On 13 November 2014 the Board of Directors has further revised the Bekaert Corporate Governance Charter (the "Bekaert Charter").

Bekaert complies in principle with the Belgian Corporate Governance Code and explains in the Bekaert Charter and in this Corporate Governance Statement why it departs from some of its provisions.

The Belgian Corporate Governance Code is available at [www.corporategovernancecommittee.be](http://www.corporategovernancecommittee.be).

The Bekaert Corporate Governance Charter is available at [www.bekaert.com](http://www.bekaert.com).

## Board of Directors

The Board of Directors currently consists of fourteen members, who are appointed by the General Meeting of Shareholders. Eight of the Directors are appointed from among candidates nominated by the principal shareholders. The Chairman and the Chief Executive Officer are never the same individual. The Chief Executive Officer is the only Board member with an executive function. All other members are non-executive Directors.

Four of the Directors are independent in accordance with the criteria of Article 526ter of the Belgian Companies Code and provision 2.3 of the Belgian Corporate Governance Code: Alan Begg (first appointed in 2008), Lady Barbara Judge (first appointed in 2007), Manfred Wennemer (first appointed in 2009, independent since 1 January 2010) and Mei Ye (first appointed in 2014).

The Board met on ten occasions in 2015: there were seven regular meetings and three extraordinary meetings. In addition to its statutory powers and powers under the Articles of Association and the Bekaert Charter, the Board of Directors discussed the following matters, among others, in 2015:

- a review of Bekaert's strategy;
- the business plan for 2015 and for 2016;
- continuous monitoring of the debt and liquidity situation of the Group;
- the succession planning at the Board and Executive Management levels;
- the acquisition of Arrium's ropes business in Australia;
- the intended merger of the global ropes and advanced cords businesses of Bekaert and Bridon;
- the implementation of the new Share Option Plan 2015-2017 and Performance Share Plan 2015-2017;
- the dematerialization of bearer Company shares.

Name	First appointed	Expiry of current Board term	Principal occupation (*)	Number of regular/ extraordinary meetings attended
<b>Chairman</b>				
Bert De Graeve <sup>(1)</sup>	2006	2019	NV Bekaert SA	7/3
<b>Chief Executive Officer</b>				
Matthew Taylor	2014	2018	NV Bekaert SA	7/3
<b>Members nominated by the principal shareholders</b>				
Leon Bekaert	1994	2019	Director of companies	7/3
Grégory Dalle <sup>(2)</sup>	2015	2019	Managing Director, Credit Suisse International, Investment Banking and Capital Markets	4/2
Roger Dalle <sup>(3)</sup>	1998	2015	Director of companies	3/1
Charles de Liedekerke	1997	2019	Director of companies	7/3
François de Visscher	1992	2016	President, de Visscher & Co. LLC (United States)	7/1
Hubert Jacobs van Merlen	2003	2019	Director of companies	7/3
Maxime Jadot	1994	2019	CEO and Chairman of the Executive Board, BNP Paribas Fortis (Belgium)	7/3
Bernard van de Walle de Ghelcke	2004	2016	Of Counsel, Linklaters LLP (Belgium)	7/3
Baudouin Velge	1998	2016	Managing Partner, Interel (Belgium)	7/2
<b>Independent Directors</b>				
Alan Begg	2008	2018	Director of companies	7/3
Lady Barbara Judge CBE	2007	2016	Chairman of the UK Pension Protection Fund (United Kingdom) Chairman Emeritus of the UK Atomic Energy Authority (United Kingdom)	7/1
Manfred Wennemer	2009	2016	Director of companies	7/2
Mei Ye	2014	2018	Independent director of and advisor to companies	7/2

(1) Bert De Graeve was first appointed as Board Member in 2006. In 2014 he became Chairman of the Board.

(2) As of the Annual General Meeting in May 2015

(3) Until the Annual General Meeting in May 2015

(\*) the detailed résumés of the Board members are available at [www.bekaert.com](http://www.bekaert.com)



## Committees of the Board of Directors

The Board of Directors has established three advisory Committees.

### Audit and Finance Committee

The Audit and Finance Committee is composed as required by Article 526bis §2 of the Companies Code: all of its four members are non-executive Directors and one member, Lady Barbara Judge, is independent. The Committee is chaired by its independent Director, Lady Barbara Judge. Her competence in accounting and auditing is demonstrated by her position as vice chairman of the Financial Reporting Council, the British accounting and corporate governance regulator, which she held until the end of 2007.

Contrary to provision 5.2/4 of the Belgian Corporate Governance Code, according to which at least a majority of the members should be independent, Bekaert takes the view that the Audit and Finance Committee should reflect the balanced composition of the full Board.

The Chief Executive Officer and the Chief Financial Officer are not members of the Committee, but are invited to attend its meetings. This arrangement guarantees the essential interaction between the Board of Directors and Executive Management.

Name	Expiry of Board term	Number of regular and extraordinary meetings attended
Lady Barbara Judge CBE	2016	4/1
Bert De Graeve	2019	4/1
Hubert Jacobs van Merlen	2019	4/1
Baudouin Velge	2016	4/1

The Committee had four regular meetings and one extraordinary meeting in 2015. In addition to its statutory powers and its powers under the Bekaert Charter, the Committee discussed the following main subjects:

- the financing structure of the Group;
- the debt and liquidity situation;
- the activity reports of the internal audit department;
- the reports of the Statutory Auditor;
- the review of the major risks and the related mitigation plans under Bekaert's enterprise risk management program.

## Nomination and Remuneration Committee

The Nomination and Remuneration Committee is composed as required by Article 526quater §2 of the Companies Code: all of its three members are non-executive Directors. It is chaired by the Chairman of the Board and its two other members, Mr Begg and Lady Barbara Judge, are independent. The Committee's competence in the field of remuneration policy is demonstrated by the relevant experience of its members.

Name	Expiry of Board term	Meetings attended
Bert De Graeve	2019	4
Alan Begg	2018	4
Lady Barbara Judge CBE	2016	4

Until the Annual General Meeting of May 2015 two of the Directors nominated by the principal shareholders were invited to attend the Committee meetings without being a member. Since the Annual General Meeting of May 2015 one of the Directors nominated by the principal shareholders is invited without being a member.

The Committee met four times in 2015. In addition to its statutory powers and its powers under the Bekaert Charter, the Committee discussed the following main subjects:

- the composition of the Bekaert Group Executive (BGE);
- the variable remuneration for the Chief Executive Officer and the other members of the Executive Management for 2014;
- the base remuneration for the Chief Executive Officer and the other members of the Executive Management for 2015;
- terms of office of the Directors;
- the appointment and reappointment of Directors;
- positioning of the remuneration for the members of the Executive Management;
- talent management and resource planning in view of the possible merger of the global ropes and advanced cords businesses of Bekaert and Bridon;
- the long-term incentive plan for managers.

## Strategic Committee

The Strategic Committee has six members, five of whom are non-executive Directors. It is chaired by the Chairman of the Board and further consists of the Chief Executive Officer and four Directors.

Name	Expiry of Board term	Meetings attended
Bert De Graeve	2019	6
Leon Bekaert	2019	6
Charles de Liedekerke	2019	6
Maxime Jadot	2019	6
Matthew Taylor	2018	6
Manfred Wennemer	2016	6

The Committee met six times in 2015 and discussed the Bekaert strategy as well as various strategic projects.

## Evaluation

The main features of the process for evaluating the Board of Directors, its Committees and the individual Directors are described in this section and in paragraph II.3.4 of the Bekaert Charter. The Chairman is in charge of organizing periodic performance appraisals through an extensive questionnaire that addresses:

- the functioning of the Board or Committee;
- the effective preparation and discussion of important issues;
- the individual contribution of each Director;
- the present composition of the Board or Committee against its desired composition;
- the interaction of the Board with the Executive Management.

## Gender Diversity Law

Subject to the appointments by the Annual General Meeting of 11 May 2016, the Company will be compliant with the legal requirement that one third of the members of the Board of Directors are of the opposite gender.

## Executive Management

The Bekaert Group Executive (BGE) has the collective responsibility to deliver the long-term and short-term objectives of the Group. It is chaired by the Chief Executive Officer and has the following balanced composition:

- members representing the global Business Platforms, who are accountable for customers and strategy and for the delivery of the long-term margin and growth objectives of their platforms;
- members representing the Regional Operations, who are accountable for the execution and delivery of the annual objectives in their regions; and
- members representing the Global Functions, with responsibility for functional excellence and compliance in their functional areas.

Dominique Neerinck, former Chief Technology Officer, stepped down from the BGE on 31 March 2015.

Stijn Vanneste is joining the BGE effective 1 April 2016.

As from 1 April 2016 the BGE will consist of the following members:

Name	Position	Appointed
Matthew Taylor	Chief Executive Officer	2013
Lieven Larmuseau	Executive Vice President Rubber Reinforcement Business Platforms	2014
Piet Van Riet	Executive Vice President Industrial Products and Specialty Products Business Platforms	2014
Stijn Vanneste	Executive Vice President Europe, South Asia and South East Asia	2016
Frank Vromant	Executive Vice President Americas	2011
Curd Vandekerckhove	Executive Vice President North Asia and Global Operations	2012
<i>Hiring procedure ongoing</i>	Chief Financial Officer	2016
Geert Van Haver	Chief Technology and Engineering Officer and Executive Vice President	2014
Bart Wille	Chief Human Resources Officer and Executive Vice President	2013

## Conduct policies

### Statutory conflicts of interest in the Board of Directors

In accordance with Article 523 of the Companies Code, a member of the Board of Directors should give the other members prior notice of any agenda items in respect of which he has a direct or indirect conflict of interest of a financial nature with the Company, and should refrain from participating in the discussion of and voting on those items. A conflict of interest arose on two occasions in 2015, and the provisions of Article 523 were complied with on such occasions.

On 26 February 2015 the Board determined the remuneration of the Chairman for his performance as Chief Executive Officer during the first months of 2014, and of the Chief Executive Officer. Excerpt from the minutes:

**RESOLUTION:**

*On the motion of the Nomination and Remuneration Committee the Board approves the proposed short-term variable remuneration payable to the Chairman on account of his 2014 performance as CEO.*

**RESOLUTION:**

*On the motion of the Nomination and Remuneration Committee the Board:*

- *approves the proposed short-term variable remuneration payable to the CEO on account of his 2014 performance;*
- *approves the proposed base salary increase and the proposed increase of the CEO's short-term variable remuneration opportunity, to apply as from 1 January 2015.*

**RESOLUTION:**

*On the motion of the Nomination and Remuneration Committee the Board acknowledges that no mid-term variable remuneration is payable in respect of the period 2012-2014.*

**RESOLUTION:**

*On the motion of the Nomination and Remuneration Committee the Board approves the short-term variable remuneration objectives for the CEO in respect of 2015.*

On 12 November 2015 the Board reaffirmed and ratified the Stock Option Plan 2015-2017 and the Performance Share Plan 2015-2017, determined the 2015 grant of options to the Chief Executive Officer under the Stock Option Plan 2015-2017, and approved the performance targets for the 2015 grant under the Performance Share Plan 2015-2017. Excerpt from the minutes:

**RESOLUTION:**

*On the motion of the Nomination and Remuneration Committee, the Board reaffirms and ratifies the Stock Option Plan 2015-2017 and approves the first offer of 25 000 options to the CEO.*

**RESOLUTION:**

*On the motion of the Nomination and Remuneration Committee, the Board reaffirms and ratifies the Performance Share Plan 2015-2017 (including the fixed size of the conditional performance share grants) and approves the proposed performance targets for the 2015 grant.*

### Other transactions with Directors and Executive Management

The Bekaert Charter contains conduct guidelines with respect to direct and indirect conflicts of interest of the members of the Board of Directors and the BGE that fall outside the scope of Article 523 of the Companies Code. Those members are deemed to be related parties to Bekaert and have to report, on an annual basis, their direct or indirect transactions with Bekaert or its subsidiaries. Bekaert is not aware of any potential conflict of interest concerning such transactions occurring in 2015 (cf. Note 7.5 to the consolidated financial statements).

### Market abuse

In accordance with provision 3.7 of the Belgian Corporate Governance Code, the Board of Directors has, on 27 July 2006, promulgated the Bekaert Insider Dealing Code, which is included in its entirety in the Bekaert Charter as Appendix 4. On 13 November 2014 the Board of Directors has revised the Bekaert Insider Dealing Code to reflect a number of organizational changes, effective 1 January 2015. The Bekaert Insider Dealing Code restricts transactions in Bekaert securities by members of the Board of Directors, the BGE, senior management and certain other persons during closed and prohibited periods. The Code also contains rules concerning the mandatory internal notification of intended transactions, as well as the disclosure of executed transactions through a notification to the Belgian Financial Services and Markets Authority (FSMA). The Chairman of the Board is the Compliance Officer for purposes of the Bekaert Insider Dealing Code.

## Remuneration report

### 1. Description of the procedure used in 2015 for (i) developing a remuneration policy for the non-executive Directors and Executive Management and (ii) setting the remuneration of the individual Directors and Executive Managers

The remuneration policy for non-executive Directors is determined by the General Meeting of Shareholders on the motion of the Board of Directors, acting upon proposals from the Nomination and Remuneration Committee. The policy was approved by the Annual General Meeting of 10 May 2006 and amended by the Annual General Meetings of 11 May 2011 and of 14 May 2014.

The remuneration policy for the Chief Executive Officer is determined by the Board of Directors, acting upon proposals from the Nomination and Remuneration Committee. The Chief Executive Officer is absent from this process. The Committee ensures that the Chief Executive Officer's contract with the Company reflects the remuneration policy. A copy of the Chief Executive Officer's contract is available to any Director upon request to the Chairman.

The remuneration policy for the members of the BGE other than the Chief Executive Officer is determined by the Board of Directors acting upon proposals from the Nomination and Remuneration Committee. The Chief Executive Officer has an advisory role in this process.

The Committee ensures that the contract of each BGE member with the Company reflects the remuneration policy. A copy of each such contract is available to any Director upon request to the Chairman.

### 2. Statement of the remuneration policy used in 2015 for the non-executive Directors and Executive Management

#### Non-executive Directors

The remuneration of the non-executive Directors is determined on the basis of six regular meetings of the full Board of Directors per year. A portion of the remuneration is paid on the basis of the number of regular meetings attended in person by the non-executive Director.

Non-executive Directors who are members of a Board Committee receive a fee for each Committee meeting attended in person. As an executive Director the Chief Executive Officer does not receive such attendance fee.

If the Board of Directors requests the assistance of a Director in a specific matter on account of his or her independence and/or competence, such Director will be entitled, in respect of each session warranting specific travel and time, to a remuneration equal to the applicable amount payable in respect of a Board Committee meeting attended in person.

The actual amount of the remuneration of the Directors is determined by the Annual General Meeting for the running financial year.

The remuneration of the Directors is regularly benchmarked with a selected panel of relevant publicly traded industrial Belgian and international references, in order to ensure that persons with competences matching the Group's international ambitions can be attracted.

Non-executive Directors are not entitled to performance related remuneration such as bonuses, stock related long-term incentive schemes, fringe benefits or pension benefits, nor to any other type of variable remuneration except for the attendance fees in respect of Board or Committee meetings.

Expenses that are reasonably incurred in the performance of their duties are reimbursed to Directors, upon submission of suitable justification. In making such expenses, the Directors should take into account the Board Member Expense Policy.

The remuneration of the Chairman of the Board of Directors is determined at the beginning of his term of office, and is set for the duration of such term. On the motion of the Nomination and Remuneration Committee, it is determined by the Board subject to approval by the Annual General Meeting.

In making its proposal, the Committee should consider a clear description of the duties of the Chairman, the professional profile that has been attracted, the time expected to be effectively available for the Group, and an adequate remuneration corresponding to the formulated expectations and regularly benchmarked with a selected panel of relevant publicly traded industrial Belgian and international references. The Chairman, when attending or chairing the meetings of a Board Committee, will not be entitled to any additional remuneration as this is deemed to be included in his global remuneration package.

### Executive managers

The main elements of the Group's executive remuneration policy are a base remuneration, a short-term, mid-term and long-term variable remuneration, a pension contribution and various other components. The Group offers competitive total remuneration packages with the objective to attract and retain the best executive and management talent in every part of the world in which the Group is operating.

The remuneration of the executive managers is regularly benchmarked with a selected panel of relevant publicly traded industrial Belgian and international references.

A strong focus on performance and achievements at Group and individual level is reflected in the short-term variable remuneration program, which is directly linked to the annual business objectives. The Group's mid-term and long-term variable remuneration programs aim at rewarding managers and executives for their contribution to the creation of enhanced shareholder value over time. Those programs are typically linked to the Company's longer term performance and to the future appreciation of the Company's shares.

The remuneration package of the Chief Executive Officer consists of a base remuneration, a short-term, mid-term and long-term variable remuneration, a pension contribution and various other components. The remuneration package aims to be competitive and is aligned with the responsibilities of a Chief Executive Officer leading a globally operating industrial group with various business platforms.

The Nomination and Remuneration Committee recommends each year a set of objectives directly derived from the business plan and from any other priorities to be assigned to the Chief Executive Officer. These objectives include both Group and individual financial and non-financial targets and are measured over a predetermined time period (up to three years). Those objectives, and the year-end evaluation of the achievements, are documented and submitted by the Committee to the full Board.

The final evaluation leads to an assessment, based on measured results, by the Board of Directors of all performance related elements of the remuneration package of the Chief Executive Officer.

The remuneration package of the BGE members other than the Chief Executive Officer consists of a base remuneration, a short-term, mid-term and long-term variable remuneration, a pension contribution and various other components. The remuneration package aims to be competitive and is aligned with the role and responsibilities of each BGE member, being a member of a team leading a globally operating industrial group with various business platforms.

The Chief Executive Officer evaluates the performance of each of the other members of the BGE and submits his assessment to the Nomination and Remuneration Committee. This evaluation is done annually based on documented objectives directly derived from the business plan and taking into account the specific responsibilities of each BGE member.

The achievements measured against those objectives will determine all performance-related elements of the remuneration package of each BGE member other than the Chief Executive Officer. The objectives include both Group and individual financial and non-financial targets and are measured over a predetermined time period (up to three years).

The actual amount of the remuneration of the Chief Executive Officer and the other members of the BGE is determined by the Board of Directors acting on a reasoned recommendation from the Nomination and Remuneration Committee.

In 2015, the mid-term and long-term variable remuneration policies for the members of the Executive Management have been reviewed in order to optimize the alignment with the interests of the Company and its shareholders. Two new long-term incentive plans were approved by a Special General Meeting in 2015. These new long-term incentive plans replace the current mid-term and long-term plan:

- **Share Option Plan 2015-2017:** The plan will offer options to acquire existing Company shares to the members of the BGE, the senior management and a limited number of management employees of the Company and a number of its subsidiaries. There will be one offer of share options in each of the years 2015 through 2017, and the aggregate number of share options to be offered will be determined each year by the Board of Directors on the motion of the Nomination and Remuneration Committee. The number of share options to be offered to each individual beneficiary will be variable in part, based on an assessment of such person's long term contribution to the success of the Company. The share options will be offered to the beneficiaries for free. Each accepted share option will entitle its holder to acquire one existing share of the Company against payment of the exercise price, which will be conclusively determined at the time of the offer and which will be equal to the lower of: (i) the average closing price of the Company shares during the thirty days preceding the date of the offer, and (ii) the last closing price preceding the date of the offer. The share options cannot be exercised during a period of three calendar years after the year in which the offer has occurred, nor after a period of ten years as from the date of their offer.
- **Performance Share Plan 2015-2017:** The plan will offer rights with respect to Company shares to the members of the BGE, the senior management and a limited number of management staff members of the Company and a number of its subsidiaries (the rights, "performance share units" and the shares, "performance shares"). Each performance share unit entitles the beneficiary to acquire one performance share subject to the conditions of the Performance Share Plan 2015-2017. These performance share units will vest following a vesting period of three years, conditional to the achievement of a pre-set performance target. The performance target will be set annually by the Board of Directors, in line with the Company strategy. The precise vesting level of the performance share units will depend upon the actual achievement level of the vesting criterion, with no vesting at all if the actual performance is below the defined minimum threshold. Upon achievement of said threshold, there will be a minimum vesting of 50% of the granted performance share units; full achievement of the agreed vesting criterion will lead to a par vesting of 100% of the granted performance share units, whereas there will be a maximum vesting of 300% of the granted performance share units if the actual performance is at or above an agreed ceiling level. In between these levels, the vesting will be proportionate. It is proposed that, upon vesting, the beneficiaries will also receive the value of the dividends relating to the previous three years with respect to such (amount of) performance shares to which the effectively vested performance share units relate. There will be one performance share unit grant in each of the years 2015 through 2017, and the aggregate number of performance share units to be offered will be determined each year by the Board of Directors on the motion of the Nomination and Remuneration Committee. The performance shares will be offered to the beneficiaries for free.

### 3. Remuneration of the Directors in respect of 2015

The amount of the remuneration and other benefits granted directly or indirectly to the Directors, by the Company or its subsidiaries, in respect of 2015 is set forth on an individual basis in the table below.

The remuneration of the Chairman for the performance of all his duties in the Company was a set gross amount of € 250 000.

The remuneration of each Director, except the Chair, for the performance of the duties as a member of the Board was a set amount of € 42 000, and an amount of € 4 200 for each meeting of the Board attended in person (with a maximum of € 25 200 for six meetings per year).

The remuneration of the Chair of the Audit and Finance Committee, in the capacity as Chair and member of such a Committee, was an amount of € 4 000 for each Committee meeting attended in person.

The remuneration of each Director, except the Chairman and the Chief Executive Officer, for the performance of his duties as a member of a Board Committee was an amount of € 3 000 for each Committee meeting attended in person.

	in €	Set amount	Amount for Board attendance	Amount for Committee attendance	Total
<b>Chairman</b>					
Bert De Graeve		250 000			250 000
<b>Board members</b>					
Alan Begg		42 000	25 200	12 000	79 200
Leon Bekaert		42 000	25 200	18 000	85 200
Roger Dalle		21 000	12 600	0	33 600
Grégory Dalle		21 000	25 200	0	46 200
Charles de Liedekerke		42 000	25 200	18 000	85 200
François de Visscher		42 000	25 200	0	67 200
Hubert Jacobs van Merlen		42 000	25 200	15 000	82 200
Maxime Jadot		42 000	25 200	18 000	85 200
Lady Barbara Judge CBE		42 000	25 200	32 000	99 200
Mei Ye		42 000	25 200	0	67 200
Matthew Taylor		42 000	25 200	0	67 200
Bernard van de Walle de Ghelcke		42 000	25 200	0	67 200
Baudouin Velge		42 000	25 200	15 000	82 200
Manfred Wennemer		42 000	25 200	18 000	85 200
<b>Total Directors' Remuneration</b>					<b>1 282 200</b>

#### 4. Remuneration of the Chief Executive Officer in respect of 2015 in his capacity as a Director

In his capacity as a Director, the Chief Executive Officer is entitled to the same remuneration as the non-executive Directors, except the remuneration for attending Board Committee meetings for which he receives no compensation (cf. the table above). The remuneration received by the Chief Executive Officer as a Director is included in the base remuneration mentioned in the table in section 6 below.

#### 5. Performance-related remuneration: criteria, term and method of performance evaluation

The remuneration package of the Chief Executive Officer and the other members of the BGE comprises the following performance related elements:

- a short-term variable remuneration, with objectives related to the annual business plan. The objectives are set at the beginning of the year by the Nomination and Remuneration Committee and are approved by the Board. Those objectives include a weighted average of both Group and individual financial and non-financial targets which are relevant in evaluating annual financial performance of the Group and progress achieved against the agreed strategic objectives; they are evaluated annually by the Board. One third of the annual short-term variable remuneration of the Chief Executive Officer is deferred over a period of twenty-four months; no deferral is applicable for the other members of the BGE.
- a long-term variable remuneration, in the form of:
  - the offer of a variable amount of stock options (cf. section 8 below);
  - the grant of a fixed amount of performance share units which will vest following a vesting period of three years, conditional to the achievement of a pre-set performance target (cf. section 2 above).

At par level, the value of the variable remuneration elements of the Chief Executive Officer and the other members of the BGE exceeds 25% of their total remuneration. More than half of the total pay-out of this variable remuneration is deferred with at least twenty-four months or does only vest after a period of three years.

#### 6. Remuneration of the Chief Executive Officer in respect of 2015

The amount of the remuneration and other benefits granted directly or indirectly to the Chief Executive Officer, by the Company or its subsidiaries, in respect of 2015 for his Chief Executive Officer role is set forth below.

Matthew Taylor	Remuneration <sup>(1)</sup>	Comments
Base remuneration	722 038	Includes Belgian base remuneration as well as Belgian and foreign director fees <sup>(2)</sup>
Short-term variable remuneration	606 375	Annual variable remuneration, based on 2015 performance <sup>(3)</sup>
Mid-term variable remuneration	0	Mid-term variable remuneration, based on 2013-2015 performance
Long-term variable remuneration:		
- Stock option grant	86 000 options	Number of stock options granted
- Performance share units	6 500 units	Number of performance share units granted
Pension	144 375	Defined Contribution Plan
Other remuneration elements	57 796	Includes: company car and risk insurances

(1) In respect of 2015, in €

(2) The base remuneration includes the remuneration received by the Chief Executive Officer in his capacity as a Director.

(3) This does include the deferred annual variable remuneration based on 2015 performance



## 7. Remuneration of the other Bekaert Group Executive members in respect of 2015

The amount of the remuneration and other benefits granted directly or indirectly to the BGE members other than the Chief Executive Officer, by the Company or its subsidiaries, in respect of 2015 is set forth below on a global basis.

	Remuneration <sup>(1)</sup>	Comments
Base remuneration	2 670 291	Includes Belgian base remuneration as well as Belgian and foreign director fees
Short-term variable remuneration	1 716 332	Annual variable remuneration, based on 2015 performance
Mid-term variable remuneration	0	Mid-term variable remuneration, based on 2013-2015 performance
Long-term variable remuneration:		
- Stock option grant	93 000 options	Number of stock options granted
- Performance share units	17 500 units	Number of performance share units granted
Pension	431 718	Defined Contribution and Defined Benefit Plan
Other remuneration elements	145 776	Includes : company car and risk insurances

(1) In respect of 2015, in €

## 8. Stock Options and Performance Share Units for Executive Management granted in 2015

The number of performance share units and the number of stock options granted to the Chief Executive Officer and the other members of the BGE in 2015, and the number of options exercised by them or forfeited in 2015 are set forth on an individual basis in the table below.

The stock options granted to the Chief Executive Officer and the other BGE members in 2015 are based on the SOP 2010-2014 plan that was proposed by the Board of Directors and approved by a Special General Meeting in 2010. The plan offers options to acquire existing Company shares. There was one regular offer of options in December in each of the years 2010 through 2014, and the options were granted on the sixtieth day following the date of their offer (i.e. in February of the following year).

The aggregate number of options to be offered is determined each year by the Board of Directors on the motion of the Nomination and Remuneration

Committee. The number of options to be offered to each individual beneficiary is variable in part, based on an assessment of such person's long-term contribution to the success of the Company.

The options are offered to the beneficiaries free of charge. Each accepted option entitles the holder to acquire one existing share of the Company against payment of the exercise price, which is conclusively determined at the time of the offer and which is equal to the lower of: (i) the average closing price of the Company shares during the thirty days preceding the date of the offer, and (ii) the last closing price preceding the date of the offer.

The exercise price of the regular stock options offered in December 2014 and granted in February 2015 is € 26.055 per share.

Subject to the closed and prohibited trading periods and to the plan rules, the options can be exercised as from the beginning of the fourth calendar year following the date of their offer until the end of the tenth calendar year following the date of their offer.

The stock options that were exercisable in 2015 are based on the initial two grants of the SOP 2010-2014 plan and on the predecessor plans to the SOP 2010-2014 plan. The terms of such earlier plans are similar to those of the SOP 2010-2014 plan, but the options that were granted to employees took the form of subscription rights entitling the holders to acquire newly issued Company shares, while self-employed beneficiaries are entitled to acquire existing shares as in the SOP 2010-2014 plan.

The performance share units granted in 2015 to the Chief Executive Officer and the other BGE members are based on the new Performance Share Plan 2015-2017 which is described in detail in section 2 above.

Name	Number of performance share units granted in 2015	Number of stock options granted in 2015	Number of stock options exercised in 2015	Number of stock options forfeited in 2015
Matthew Taylor	6 500	86 000	-	-
Bruno Humblet	2 500	15 000	-	-
Lieven Larmuseau	2 500	12 000	-	-
Geert Van Haver	2 500	12 000	-	-
Piet Van Riet	2 500	15 000	-	-
Curd Vandekerckhove	2 500	15 000	-	-
Frank Vromant	2 500	12 000	-	-
Bart Wille	2 500	12 000	-	-

## **9. Severance pay for Executive Management**

Belgian law and normal practice are the basis for the severance arrangements with the executive managers, except for the Chief Executive Officer, the Chief Financial Officer and the Chief Human Resources Officer, whose contractual arrangements, entered into at the time of their appointment, provide for a notice period of twelve months.

## **10. Departure of Executive Managers**

Dominique Neerinck, former Chief Technology Officer, stepped down from the BGE on 31 March 2015 and left the company on 30 June 2015. In accordance with Belgian law and normal practice taking into account the executive's seniority, a severance arrangement based on twenty-one months has been agreed.

## **11. Company's right of reclaim**

There are no provisions allowing the Company to reclaim any variable remuneration paid to Executive Management based on incorrect financial information, except for the Chief Executive Officer for whom one third of the annual short-term variable remuneration is deferred over a period of twenty-four months.

## Shares

### The Bekaert share in 2015

#### Approach

Bekaert is committed to providing transparent financial information to its shareholders. It is Bekaert's intention to engage constantly in an open dialogue with its shareholders. Bekaert has always chosen to respond promptly to new international standards. The consolidated financial statements are prepared in accordance with the International Financial Reporting Standards (IFRS), which have been adopted by the European Union. Both private and institutional investors can count on our sustained commitment to transparent reporting, be it at shareholders' or analyst meetings.

#### Share identification

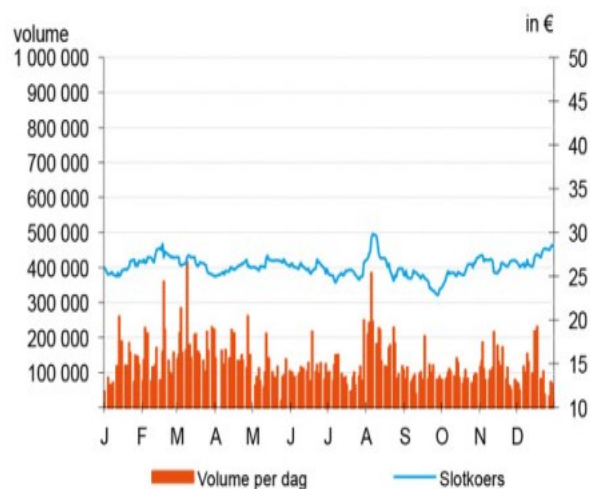
The Bekaert share is listed on NYSE Euronext Brussels as ISIN BE0974258874 (BEKB) and was first listed in December 1972. The ICB sector code is 2727 Diversified Industrials.

#### Share performance against stock indices

	in €	2011	2012	2013	2014	2015
Price as at 31 December		24.785	21.875	25.720	26.345	28.385
Price high		87.980	33.500	31.110	30.195	30.000
Price low		23.500	17.210	20.010	21.900	22.580
Price average closing		54.694	22.592	24.926	27.155	26.124
Daily volume		284 289	218 850	126 923	82 813	120 991
Daily turnover (in millions of €)		14.5	5.0	3.1	2.1	3.1
Annual turnover (in millions of €)		3 774	1 313	796	527	804
Velocity (%. annual)		122	93	54	35	52
Velocity (%. adjusted free float)		188	144	90	59	86
Free float (%)		60.9	61	59.9	55.7	56.7

#### Volumes traded

The average daily trading volume was about 121 000 shares in 2015, an increase by 46% compared to 2014. The volume peaked on 10 March, when 415 440 shares were traded.



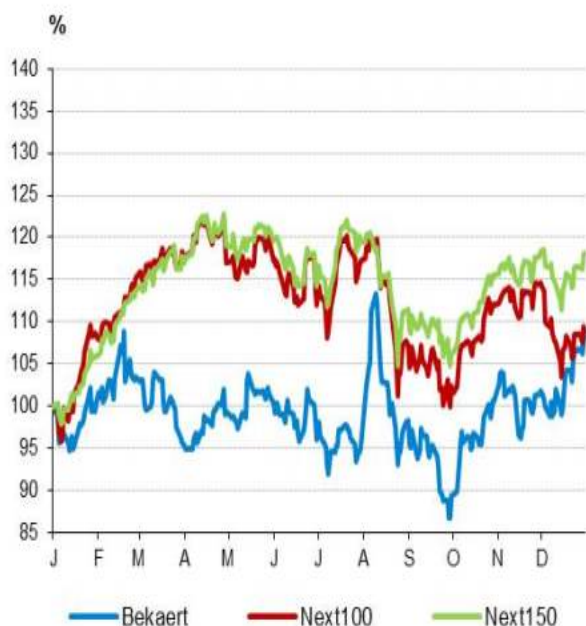
#### Bekaert versus Bel20<sup>®</sup>, NEXT100 and NEXT150

Effective 21 March 2016 Bekaert is ranked 20th in the BEL20 index based upon a market capitalization of € 1.92 billion and a free float market capitalization of € 1.15 billion (56.70%\* and within the free float band of 60%), and with an annual velocity at 54% and a weight of 1.10%.

\* Denominator excluding treasury shares and shares held by the principal shareholder

#### Bekaert versus BEL20<sup>®</sup> (2015)



**Bekaert versus NEXT100 and NEXT150 (2015)**

The shareholder structure shows a quite strong internationalization.

In connection with the entry into force of the Act of 2 May 2007 on the disclosure of significant participations (the Transparency Act) Bekaert has, in its Articles of Association, set the thresholds of 3% and 7.50% in addition to the legal thresholds of 5% and each multiple of 5%. An overview of the current notifications of participations of 3% or more can be found in the Parent Company Information section (Interests in share capital).

Stichting Administratiekantoor Bekaert (principal shareholder) owns 36.22 % of the shares, while the identified institutional shareholders own 29.75% of the shares. Retail represents 18.53% while Private Banking 7.47% and treasury shares 7.07%. 0.96% is unidentified. Of the total number of Bekaert shares, 0.25% is in registered form.

## Capital structure

As of 31 December 2015 the registered capital of the Company amounts to € 176 957 000, and is represented by 60 125 525 shares without par value. The shares are in registered or dematerialized form.

## Authorized capital

The Board of Directors has been authorized by the General Meeting of Shareholders held on 9 May 2012 to increase the Company's registered capital in one or more times by an aggregate maximum amount of € 176 000 000 (before any issue premium). The authority is valid for five years from 5 June 2012 and can be renewed in accordance with the applicable statutory provisions. Pursuant to this authorization, the Board of Directors may, among others, effect a capital increase under the authorized capital by means of issuing ordinary shares, subscription rights or convertible bonds and may limit or disapply the preferential subscription right of the Company's shareholders. Furthermore, the Board of Directors has been authorized, for a period of three years from 26 June 2014, to make use of the authorized capital upon receipt by the Company of a notice from the FSMA of a public takeover bid for the Company's securities.

## Convertible Bonds

The Board of Directors has made use of its powers under the authorized capital when it on 21 May 2014 resolved to issue senior unsecured convertible bonds due 18 June 2018 for an aggregate amount of approximately € 300 000 000. These convertible bonds carry a coupon of 0.75% per annum and their conversion price amounts to € 37.06 per share.

In connection with the issuance of the convertible bonds, the Board of Directors resolved to disapply the preference subscription right of existing shareholders set forth in Articles 596 and following of the Companies Code. The terms of the convertible bonds allow the Company, upon the conversion of the bonds, to either deliver new shares or existing shares or pay a cash alternative amount.

In order to mitigate dilution for existing shareholders upon conversion of the convertible bonds, the Board of Directors intends where possible, to repay the principal amount of the convertible bonds in cash and, if the then prevailing share price is above the conversion price, pay the upside in existing shares of the Company. The Board of Directors has initiated a share buy-back program in order to purchase shares, in a number which may or may not equal the maximum number of existing shares which could be required in order to pay the difference between the conversion price and the prevailing share price upon conversion of the bonds. The conversion of the convertible bonds would then have no dilutive effect for existing shareholders.

Furthermore, the terms of the convertible bonds allow the Company to redeem the bonds at their principal amount together with accrued interest in certain circumstances, for example if the Company's shares trade at a price higher than 130% of the conversion price during a certain period after 9 July 2016.

### Stock option plans and performance share plan

The total number of outstanding subscription rights under the SOP1 and SOP2005-2009 stock option plans and convertible into Bekaert shares is 456 486.

A total of 14 120 subscription rights were exercised in 2015 under the SOP1 and SOP2005-2009 employee stock option plans, resulting in the issue of 14 120 new Company shares, and an increase of the registered capital by € 43 000 and of the share premium by € 191 638.

A total of 26 300 stock options were exercised in 2015 under the SOP2010-2014 stock option plan and 26 300 treasury shares were used for that purpose. In the course of 2015 the Company did not cancel or purchase treasury shares. As a result, the Company held an aggregate 4 248 710 treasury shares as of 31 December 2015.

The fifth and last regular grant of options under the SOP2010-2014 plan took place on 16 February 2015, when 349 810 options were granted. Each such option will be convertible into one existing Company share at an exercise price of € 26.055. An aggregate of 1 899 185 options have been granted under the SOP2010-2014 stock option plan.

Two new long term incentive plans were proposed by the Board and approved by a Special General Meeting in 2015:

- **Share Option Plan 2015-2017 ("SOP2015-2017"):**  
The plan will offer options to acquire existing Company shares to the members of the BGE, the senior management and a limited number of management employees of the Company and a number of its subsidiaries. There will be one offer of share options in each of the years 2015 through 2017, and the aggregate number of share options to be offered will be determined each year by the Board of Directors on the motion of the Nomination and Remuneration Committee. The number of share options to be offered to each individual beneficiary will be variable in part, based on an assessment of such person's long term contribution to the success of the Company. The share options will be offered to the beneficiaries for free. Each accepted share option will entitle its holder to acquire one existing share of the Company against payment of the exercise price, which will be conclusively determined at the time of the offer and which will be equal to the lower of: (i) the average closing price of the Company shares during the thirty days preceding the date of the offer, and (ii) the last closing price preceding the date of the offer. The share options cannot be exercised during a period of three calendar years after the year in which the offer has occurred, nor after a period of ten years as from the date of their offer. A first offer of 232 750 options was made on 17 December 2015.

- **Performance Share Plan 2015-2017:**  
The plan will offer rights with respect to Company shares to the members of the BGE, the senior management and a limited number of management staff members of the Company and a number of its subsidiaries (the rights, "performance share units" and the shares, "performance shares"). Each performance share unit entitles the beneficiary to acquire one performance share subject to the conditions of the Performance Share Plan 2015-2017. These performance share units will vest following a vesting period of three years, conditional to the achievement of a pre-set performance target. The performance target will be set annually by the Board of Directors, in line with the Company strategy. The precise vesting level of the performance share units will depend upon the actual achievement level of the vesting criterion, with no vesting at all if the actual performance is below the defined minimum threshold. Upon achievement of said threshold, there will be a minimum vesting of 50% of the granted performance share units; full achievement of the agreed vesting criterion will lead to a par vesting of 100% of the granted performance share units, whereas there will be a maximum vesting of 300% of the granted performance share units if the actual performance is at or above an agreed ceiling level. In between these levels, the vesting will be proportionate. It is proposed that, upon vesting, the beneficiaries will also receive the value of the dividends relating to the previous three years with respect to such (amount of) performance shares to which the effectively vested performance share units relate. There will be one performance share unit grant in each of the years 2015 through 2017, and the aggregate number of performance share units to be offered will be determined each year by the Board of Directors on the motion of the Nomination and Remuneration Committee. The performance shares will be offered to the beneficiaries for free. A first grant of 50 850 performance share units was made on 17 December 2015.

The SOP2015-2017 plan and its predecessor SOP plans comply with the relevant provisions of the Act of 26 March 1999 and with Articles 520ter and 525, last paragraph, of the Companies Code.

Detailed information about capital, shares and stock option plans is given in the Financial Review (Note 6.12 to the consolidated financial statements).

## Dividend policy

Per share

	in €	2011	2012	2013	2014	2015*
Intermediate/interim dividend	0.670					
Dividend without intermediate/interim	0.500	0.850	0.850	0.850	0.850	0.900
Total gross dividend	1.170	0.850	0.850	0.850	0.850	0.900
Net dividend **	0.878	0.638	0.638	0.638	0.638	0.657
Coupon number	2-3	4	5	6	7	

\* The dividend is subject to approval by the General Meeting of Shareholders 2016.

\*\* Subject to the applicable tax legislation

The Board of Directors will propose that the Annual General Meeting to be held on 11 May 2016 approve the distribution of a gross dividend € 0.90 per share.

## General Meeting of Shareholders

The Annual General Meeting was held on 13 May 2015. An Extraordinary General Meeting was held on 9 April 2015. A Special General Meeting was held on 9 October 2015. The resolutions of the meetings are available at [www.bekaert.com](http://www.bekaert.com).

## Elements pertinent to a take-over bid

### Restrictions on the transfer of securities

The Articles of Association contain no restrictions on the transfer of Company shares, except in case of a change of control, for which the prior approval of the Board of Directors has to be requested in accordance with Article 11 of the Articles of Association.

Subject to the foregoing the shares are freely transferable. The Board is not aware of any restrictions imposed by law on the transfer of shares by any shareholder.

### Restrictions on the exercise of voting rights

Each share entitles the holder to one vote. The Articles of Association contain no restrictions on the voting rights, and each shareholder can exercise his voting rights provided he was validly admitted to the General Meeting and his rights had not been suspended. The admission rules to the General Meeting are laid down in the Companies Code and in Articles 31 and 32 of the Articles of Association. Pursuant to Article 10 the Company is entitled to suspend the exercise of rights attaching to securities belonging to several owners.

No person can vote at General Meetings using voting rights attaching to securities that had not been timely reported in accordance with the law.

The Board is not aware of any other restrictions imposed by law on the exercise of voting rights.

### Agreements among shareholders

The Board of Directors is not aware of any agreements among shareholders that may result in restrictions on the transfer of securities or the exercise of voting rights, except those disclosed in the notifications referred to in the Parent Company Information section (Interests in share capital).

### Appointment and replacement of Directors

The Articles of Association (Articles 15 and following) and the Bekaert Charter contain specific rules concerning the (re)appointment, induction and evaluation of Directors.

Directors are appointed for a term not exceeding four years by the General Meeting of Shareholders, which can also dismiss them at any time. An appointment or dismissal requires a simple majority of votes. The candidates for the office of Director who have not previously held that position in the Company must inform the Board of Directors of their candidacy at least two months before the Annual General Meeting.

Only if and when a position of Director prematurely becomes vacant can the remaining Directors appoint (co-opt) a new Director. In such a case the next General Meeting will make the definitive appointment.

The appointment process for Directors is led by the Chairman of the Board. The Nomination and Remuneration Committee submits a reasoned recommendation to the full Board which, on that basis, decides which candidates will be nominated to the General Meeting for appointment. Directors can, as a rule, be reappointed for an indefinite number of terms, provided they are at least 35 and at most 66 years of age at the moment of their initial appointment and they have to resign in the year in which they reach the age of 69.

## Amendments to the Articles of Association

The Articles of Association can be amended by an Extraordinary General Meeting in accordance with the Companies Code. Each amendment to the Articles requires a qualified majority of votes.

### Authority of the Board of Directors to issue or buy back shares

The Board of Directors is authorized by Article 44 of the Articles of Association to increase the registered capital in one or more times by a maximum amount of € 176 000 000. The authority is valid for five years from 5 June 2012, but can be extended by the General Meeting.

Within the framework of that authority the Board can also, during a period of three years from 26 June 2014, increase the registered capital, upon receipt by the Company of a notice from the FSMA of a public takeover bid, and provided that:

- the shares to be issued are fully paid up upon issue;
- the issue price of such shares is not lower than the price of the bid; and
- the number of shares to be issued does not exceed 10% of the issued shares representing the capital prior to the capital increase.

This authority can also be extended by the General Meeting.

The Board of Directors is authorized by Article 12 of the Articles of Association to acquire a maximum number of own shares that, in the aggregate, represent no more than 20% of the issued capital, during a period of five years from 5 June 2012 (that can be extended by the General Meeting), at a price ranging between minimum € 1.00 and maximum 30% above the arithmetic average of the closing price of the Bekaert share during the last 30 trading days preceding the Board's resolution to acquire. The Board is authorized to cancel all or part of the purchased shares during such five-year period.

The Board is also authorized to acquire own shares, if required to prevent a threatened serious harm to the Company, including a public takeover bid. Such authority is granted for a period of three years from 24 April 2015, but can be extended by the General Meeting.

Articles 12bis and 12ter of the Articles of Association provide rules for the disposal of purchased shares and for the acquisition and disposal of Company shares by subsidiaries.

The powers of the Board of Directors are more fully described in the applicable legal provisions, the Articles of Association and the Bekaert Charter.

## Change of control

The Company is a party to a number of significant agreements that take effect, alter or terminate upon a change of control of the Company following a public takeover bid or otherwise. To the extent that those agreements grant rights to third parties that affect the assets of the Company or that give rise to a debt or an obligation of the Company, those rights were granted by the Special General Meetings held on 13 April 2006, 16 April 2008, 15 April 2009, 14 April 2010 and 7 April 2011 and by the Annual General Meetings held on 9 May 2012, 8 May 2013, 14 May 2014 and 13 May 2015 in accordance with Article 556 of the Companies Code; the minutes of those meetings were filed with the Registry of the Commercial Court of Kortrijk on 14 April 2006, 18 April 2008, 17 April 2009, 16 April 2010, 15 April 2011, 30 May 2012, 23 May 2013, 20 June 2014 and 19 May 2015 respectively and are available at [www.bekaert.com](http://www.bekaert.com).

Most agreements are joint venture contracts (describing the relationship between the parties in the context of a joint venture company), contracts whereby financial institutions or retail investors commit funds to the Company or one of its subsidiaries, and contracts for the supply of products or services by or to the Company. Each of those contracts contains clauses that, in the case of a change of control of the Company, entitle the other party, in certain cases and under certain conditions, to terminate the contract prematurely and, in the case of financial contracts, also to demand early repayment of the loan funds. The joint venture contracts provide that, in the case of a change of control of the Company, the other party can acquire the Company's shareholding in the joint venture (except for the Chinese joint ventures, where the parties have to agree whether one of them will continue the joint venture on its own, whereupon that party has to purchase the other party's shareholding), whereby the value for the transfer of the shareholding is determined in accordance with contractual formulas that aim to ensure a transfer at an arm's length price.

### Other elements

- The Company has not issued securities with special control rights.
- The control rights attaching to the shares acquired by employees pursuant to the long term incentive plans are exercised directly by the employees.
- No agreements have been concluded between the Company and its Directors or employees providing for compensation if, as a result of a takeover bid, the Directors resign or are made redundant without valid reason or if the employment of the employees is terminated.

## Control and ERM

### Internal control and risk management systems in relation to the preparation of the consolidated financial statements

The following description of Bekaert's internal control and risk management systems is based on the Internal Control Integrated Framework (1992) and the Enterprise Risk Management Framework (2004) published by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

#### Control environment

The accounting and control organization consists of three levels: (i) the accounting team in the different legal entities or shared service centers, responsible for the preparation and reporting of the financial information, (ii) the controllers at the different levels in the organization (such as plant and region), responsible inter alia for the review of the financial information in their area of responsibility, and (iii) the Group Control Department, responsible for the final review of the financial information of the different legal entities and for the preparation of the consolidated financial statements.

Next to the structured controls outlined above, the Internal Audit Department conducts a risk based audit program to validate the internal control effectiveness in the different processes at legal entity level to assure a reliable financial reporting.

Bekaert's consolidated financial statements are prepared in accordance with the International Financial Reporting Standards (IFRS) which have been endorsed by the European Union. These financial statements are also in compliance with the IFRS as issued by the International Accounting Standards Board.

All IFRS accounting principles, guidelines and interpretations, to be applied by all legal entities, are grouped in the IFRS manual, which is available on the Bekaert intranet to all employees involved in financial reporting. Such manual is regularly updated by Group Control in case of relevant changes in IFRS, or interpretations thereof, and the users are informed of any such changes. IFRS trainings take place in the different regions when deemed necessary or appropriate.

The vast majority of the Group companies use Bekaert's global enterprise resource planning ("ERP") system, and the accounting transactions are registered in a common operating chart of accounts, whereby accounting manuals describe the standard way of booking of the most relevant transactions. Such accounting manuals are explained to the users during training sessions, and are available on the Bekaert intranet.

All Group companies use the same software to report the financial data for consolidation and external reporting purposes. A reporting manual is available on the Bekaert intranet and trainings take place when deemed necessary or appropriate.

#### Risk assessment

Appropriate measures are taken to assure a timely and qualitative reporting and to reduce the potential risks related to the financial reporting process, including: (i) proper coordination between the Corporate Communication Department and Group Control, (ii) careful planning of all activities, including owners and timings, (iii) guidelines which are distributed by Group Control to the owners prior to the quarterly reporting, including relevant points of attention, and (iv) follow-up and feedback of the timeliness, quality and lessons learned in order to strive for continuous improvement.

A quarterly review takes place of the financial results, findings by the Internal Audit Department, and other important control events, the results of which are discussed with the Statutory Auditor.

Material changes to the IFRS accounting principles are coordinated by Group Control, reviewed by the Statutory Auditor, reported to the Audit and Finance Committee, and acknowledged by the Board of Directors of the Company.

Material changes to the statutory accounting principles of a Group company are approved by its Board of Directors.

#### Control activities

The proper application by the legal entities of the accounting principles as described in the IFRS manual, as well as the accuracy, consistency and completeness of the reported information, is reviewed on an ongoing basis by the control organization (as described above). In addition, all relevant entities are controlled by the Internal Audit Department on a periodic basis. Policies and procedures are in place for the most important underlying processes (sales, procurement, investments, treasury, etc.), and are subject to (i) an evaluation by the respective management teams using a self-assessment tool, and (ii) control by the Internal Audit Department on a rotating basis.

A close monitoring of potential segregation of duties conflicts in the ERP system is carried out.

#### Information and communication

Bekaert has deployed in the majority of the Group companies a global ERP system platform to support the efficient processing of business transactions and provide its management with transparent and reliable management information to monitor, control and direct its business operations.



The provision of information technology services to run, maintain and develop those systems is to a large extent outsourced to professional IT service delivery organizations which are directed and controlled through appropriate IT governance structures and monitored on their delivery performance through comprehensive service level agreements.

Together with its IT providers, Bekaert has implemented adequate management processes to assure that appropriate measures are taken on a daily basis to sustain the performance, availability and integrity of its IT systems. At regular intervals the adequacy of those procedures is reviewed and audited and where needed further optimized.

Proper assignment of responsibilities, and coordination between the pertinent departments, assures an efficient and timely communication process of periodic financial information to the market. In the first and third quarters a trading update is released, whereas at midyear and year end all relevant financial information is disclosed. Prior to the external reporting, the sales and financial information is subject to (i) the appropriate controls by the above-mentioned control organization, (ii) review by the Audit and Finance Committee, and (iii) approval by the Board of Directors of the Company.

### Monitoring

Any significant change of the IFRS accounting principles as applied by Bekaert is subject to review by the Audit and Finance Committee and approval by the Company's Board of Directors, including the first-time adoption of IFRS in 2000.

On a periodic basis, the members of the Board of Directors are updated on the evolution and important changes in the underlying IFRS standards. All relevant financial information is presented to the Audit and Finance Committee and the Board of Directors to enable them to analyze the financial statements. All related press releases are approved prior to communication to the market.

Relevant findings by the Internal Audit Department and/or the Statutory Auditor on the application of the accounting principles, as well as the adequacy of the policies and procedures, and segregation of duties, are reported to the Audit and Finance Committee.

Also a periodic treasury update is submitted to the Audit and Finance Committee.

A procedure is in place to convene the appropriate governing body of the Company on short notice if and when circumstances so dictate.

## General internal control and ERM

The Board of Directors and the BGE have approved the Bekaert Code of Conduct, which was first issued on 1 December 2004 and updated on 1 March 2009. The Code of Conduct sets forth the Bekaert mission and beliefs as well as the basic principles of how Bekaert wants to do business. Implementation of the Code of Conduct is mandatory for all companies of the Group. The Code of Conduct is included in the Bekaert Charter as Appendix 3 and available at [www.bekaert.com](http://www.bekaert.com).

More detailed policies and guidelines are developed as considered necessary to ensure consistent implementation of the Code of Conduct throughout the Group.

Bekaert's internal control framework consists of a set of group policies for the main business processes, which applies Group-wide. Bekaert has different tools in place to constantly monitor the effectiveness and efficiency of the design and the operation of the internal control framework. A mandatory training on internal control is organized for all new employees and a self-assessment tool is in place allowing management teams to evaluate themselves on the internal control status. The Internal Audit Department monitors the internal control situation based on the global framework and reports to the Audit and Finance Committee at each of its meetings.

The BGE regularly evaluates the Group's exposure to risk, its potential financial impact and the actions required to monitor and control the exposure.

At the request of the Board of Directors and the Audit and Finance Committee management has developed a permanent global enterprise risk management ("ERM") framework to assist the Group in managing uncertainty in Bekaert's value creation process on an explicit basis. The framework consists of the identification, assessment and prioritization of the major risks confronting Bekaert, and of the continuous reporting and monitoring of those major risks (including the development and implementation of risk mitigation plans).

The risks are identified in five risk categories: business, operational, financial, corporate and country risks. The identified risks are classified on two axes: probability and impact or consequence. Decisions are made and action plans defined to mitigate the identified risks. Also the risk sensitivity evolution (decrease, increase, stable) is measured to address the effectiveness of the action implementation and potential risk context changes.

Bekaert's 2015 ERM report includes among others, the following potential risks:

- overall pressure on profitability (e.g. general overcapacity in a weak economic environment);
- political/economic/social instability in emerging countries (e.g. Venezuela, Russia);
- globalizing competition;
- asset and profit concentration (e.g. in one city);
- intellectual property risk (overall and permanent risk);
- non-compliance risk with local regulations and with the Bekaert standards;
- wire rod price volatility and source dependency;
- evolution of environmental regulations;
- creditworthiness of customers; and
- the risk of failure of the banking system in specific countries.

## References

1. The overview of the development and the results of the business and of the position of the whole of the companies included in the consolidation is included in the Financial Review, starting at page 4 of the 2015 Annual Report

A description of the principal risks and uncertainties is included in the Corporate Governance Statement, page 53 of the first part of the 2015 Annual Report. In addition, reference is made to Notes 3 page 19-20 and 7.3 to the consolidated financial statements, pages 79-91 of the Financial Review in the 2015 Annual Report.

2. The significant events occurring after the balance sheet date are described in Note 7.6 to the consolidated financial statements, page 94 of the Financial Review in the 2015 Annual Report.
3. The research and development activities are described in the Chapter Technology & Innovation, page 19 of the 2015 Annual Report. In addition, reference is made to Notes 5.1 and 5.2 to the consolidated financial statements, pages 25-27 of the Financial Review in the 2015 Annual Report.
4. The information concerning the use of financial instruments is included in Note 7.3 to the consolidated financial statements, page 79-91 of the Financial Review in the 2015 Annual Report.

# Financial review



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# Consolidated financial statements

## Consolidated income statement

in thousands of € - Year ended 31 December	Notes	2014	2015
Sales	5.1.	3 215 714	3 671 081
Cost of sales	5.1.	-2 729 995	-3 072 673
<b>Gross profit</b>	<b>5.1.</b>	<b>485 719</b>	<b>598 408</b>
Selling expenses	5.1.	-138 126	-156 106
Administrative expenses	5.1.	-126 894	-150 005
Research and development expenses	5.1.	-59 261	-64 597
Other operating revenues	5.1.	21 978	17 120
Other operating expenses	5.1.	-19 009	-21 931
<b>Operating result before non-recurring items (REBIT)</b>	<b>5.1.</b>	<b>164 407</b>	<b>222 889</b>
Non-recurring items	5.1.	6 847	-2 769
<b>Operating result (EBIT)</b>	<b>5.1. / 5.2.</b>	<b>171 254</b>	<b>220 120</b>
Interest income	5.3.	5 291	8 585
Interest expense	5.3.	-68 215	-70 941
Other financial income and expenses	5.4.	-3 730	-33 811
<b>Result before taxes</b>		<b>104 600</b>	<b>123 953</b>
Income taxes	5.5.	-42 376	-36 387
<b>Result after taxes (consolidated companies)</b>		<b>62 224</b>	<b>87 566</b>
Share in the results of joint ventures and associates	5.6.	25 330	18 320
<b>RESULT FOR THE PERIOD</b>		<b>87 554</b>	<b>105 886</b>
Attributable to			
<i>the Group</i>		87 176	101 969
<i>non-controlling interests</i>	6.14.	378	3 917
<b>Earnings per share</b>			
in € per share	5.7.	2014	2015
Result for the period attributable to the Group			
<i>Basic</i>		1.513	1.826
<i>Diluted</i>		1.333	1.819

The accompanying notes are an integral part of this income statement.

## Consolidated statement of comprehensive income

in thousands of € - Year ended 31 December	Notes	2014	2015
<b>Result for the period</b>		<b>87 554</b>	<b>105 886</b>
<b>Other comprehensive income (OCI)</b>	<b>6.13.</b>		
<i>Other comprehensive income reclassifiable to income statement in subsequent periods</i>			
Exchange differences			
Exchange differences arising during the year		91 826	-16 463
Reclassification adjustments relating to entity disposals or step acquisitions		1 042	393
Inflation adjustments		1 574	1 208
Cash flow hedges			
Fair value changes to hedging instruments		-7 896	6 034
Reclassification adjustments for amounts recognized in income statement		8 651	-5 859
Available-for-sale investments			
Net fair value gain on available-for-sale investments during the year		1 248	-
Reclassification adjustments relating to impairments or disposals		157	-2 001
Deferred taxes relating to reclassifiable OCI	6.6.	1 066	-67
<b>OCI reclassifiable to income statement in subsequent periods, after tax</b>		<b>97 668</b>	<b>-16 755</b>
<i>Other comprehensive income non-reclassifiable to income statement in subsequent periods</i>			
Remeasurement gains and losses on defined-benefit plans		-28 418	11 321
Share of non-reclassifiable OCI of joint ventures and associates		-219	-30
Deferred taxes relating to non-reclassifiable OCI	6.6.	1 021	130
<b>OCI non-reclassifiable to income statement in subsequent periods, after tax</b>		<b>-27 616</b>	<b>11 421</b>
<b>Other comprehensive income for the period</b>		<b>70 052</b>	<b>-5 334</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>		<b>157 606</b>	<b>100 552</b>
Attributable to			
the Group		141 948	91 184
non-controlling interests	6.14.	15 658	9 368

The accompanying notes are an integral part of this statement of comprehensive income.



## Consolidated balance sheet

<b>Assets as at 31 December</b>			
in thousands of €			
	<b>Notes</b>	<b>2014</b>	<b>2015</b>
<b>Non-current assets</b>		<b>1 850 842</b>	<b>1 920 697</b>
Intangible assets	6.1.	98 087	109 448
Goodwill	6.2.	18 483	35 699
Property, plant and equipment	6.3.	1 432 803	1 490 454
Investments in joint ventures and associates	6.4.	155 734	114 119
Other non-current assets	6.5.	44 468	39 773
Deferred tax assets	6.6.	101 267	131 204
<b>Current assets</b>		<b>2 106 873</b>	<b>1 960 422</b>
Inventories	6.7.	640 807	628 731
Bills of exchange received	6.7.	114 118	68 005
Trade receivables	6.7.	707 569	686 364
Other receivables	6.8.	106 627	99 286
Short-term deposits	6.9.	14 160	10 216
Cash and cash equivalents	6.9.	458 542	401 771
Other current assets	6.10.	65 050	66 049
Assets classified as held for sale	6.11.	-	-
<b>Total</b>		<b>3 957 715</b>	<b>3 881 119</b>

<b>Equity and liabilities as at 31 December</b>			
in thousands of €			
	<b>Notes</b>	<b>2014</b>	<b>2015</b>
<b>Equity</b>		<b>1 566 212</b>	<b>1 515 911</b>
Share capital	6.12.	176 914	176 957
Share premium		31 693	31 884
Retained earnings	6.13.	1 352 197	1 397 356
Treasury shares	6.13.	-145 953	-144 747
Other Group reserves	6.13.	-48 060	-76 751
<b>Equity attributable to the Group</b>		<b>1 366 791</b>	<b>1 384 699</b>
<b>Non-controlling interests</b>	<b>6.14.</b>	<b>199 421</b>	<b>131 212</b>
<b>Non-current liabilities</b>		<b>1 204 581</b>	<b>1 077 862</b>
Employee benefit obligations	6.15.	175 774	167 131
Provisions	6.16.	55 744	50 198
Interest-bearing debt	6.17.	910 074	792 116
Other non-current liabilities	6.18.	8 736	15 204
Deferred tax liabilities	6.6.	54 253	53 213
<b>Current liabilities</b>		<b>1 186 922</b>	<b>1 287 346</b>
Interest-bearing debt	6.17.	441 552	494 714
Trade payables	6.7.	390 943	456 783
Employee benefit obligations	6.7. / 6.15.	121 934	131 281
Provisions	6.16.	20 493	26 973
Income taxes payable		97 424	105 832
Other current liabilities	6.19.	114 576	71 763
Liabilities associated with assets classified as held for sale	6.11.	-	-
<b>Total</b>		<b>3 957 715</b>	<b>3 881 119</b>

The accompanying notes are an integral part of this balance sheet.

## Consolidated statement of changes in equity

in thousands of €	Other Group reserves <sup>1</sup>								Total
	Share capital	Share premium	Retained earnings	Treasury shares	Cumulative translation adjustments	Other reserves	Equity attributable to the Group	Non-controlling interests <sup>2</sup>	
<b>Balance as at 1 January 2014</b>	<b>176 773</b>	<b>31 055</b>	<b>1 307 618</b>	<b>-73 851</b>	<b>-84 776</b>	<b>-10 543</b>	<b>1 346 276</b>	<b>157 600</b>	<b>1 503 876</b>
Total comprehensive income for the period	-	-	89 003	-	76 861	-23 916	141 948	15 658	157 606
Capital contribution by non-controlling interests	-	-	-	-	-	-	-	53 399	53 399
Effect of business combination with ArcelorMittal	-	-	7 238	-	1 459	309	9 006	11 797	20 803
Effect of business combination with Maccaferri	-	-	-	-	-	-8 200	-8 200	2 753	-5 447
Effect of business combination with Pirelli	-	-	82	-	-	-82	-	9 197	9 197
Effect of other changes in Group structure	-	-	-2 094	-	307	-2 324	-4 111	2 241	-1 870
Equity-settled share-based payment plans	-	-	-	-	-	2 845	2 845	-	2 845
Creation of new shares	141	638	-	-	-	-	779	-	779
Treasury shares transactions	-	-	-	-72 102	-	-	-72 102	-	-72 102
Dividends	-	-	-49 650	-	-	-	-49 650	-53 224	-102 874
<b>Balance as at 31 December 2014</b>	<b>176 914</b>	<b>31 693</b>	<b>1 352 197</b>	<b>-145 953</b>	<b>-6 149</b>	<b>-41 911</b>	<b>1 366 791</b>	<b>199 421</b>	<b>1 566 212</b>
<b>Balance as at 1 January 2015</b>	<b>176 914</b>	<b>31 693</b>	<b>1 352 197</b>	<b>-145 953</b>	<b>-6 149</b>	<b>-41 911</b>	<b>1 366 791</b>	<b>199 421</b>	<b>1 566 212</b>
Total comprehensive income for the period	-	-	103 667	-	-21 942	9 459	91 184	9 368	100 552
Capital contribution by non-controlling interests	-	-	-	-	-	-	-	14 967	14 967
Reclassifications	-	-	16 407	-	-	-16 407	-	-	-
Effect of business combination with Pirelli	-	-	227	-	-	-227	-	1 732	1 732
Effect of business combination with Arrium	-	-	-	-	-	-	-	-7 086	-7 086
Effect of Ropes portfolio realignment with Chilean partners <sup>3</sup>	-	-	-16 972	-	-1 364	-126	-18 462	-71 223	-89 685
Effect of purchasing non-controlling interests <sup>4</sup>	-	-	-10 712	-	-654	4	-11 362	-6 609	-17 971
Effect of other changes in Group structure	-	-	548	-	-341	1	208	-1 967	-1 759
Equity-settled share-based payment plans	-	-	-	-	-	2 906	2 906	-	2 906
Creation of new shares	43	191	-	-	-	-	234	-	234
Treasury shares transactions	-	-	-	1 206	-	-	1 206	-	1 206
Dividends	-	-	-48 006	-	-	-	-48 006	-7 391	-55 397
<b>Balance as at 31 December 2015</b>	<b>176 957</b>	<b>31 884</b>	<b>1 397 356</b>	<b>-144 747</b>	<b>-30 450</b>	<b>-46 301</b>	<b>1 384 699</b>	<b>131 212</b>	<b>1 515 911</b>

<sup>1</sup> See note 6.13. 'Retained earnings and other Group reserves'.

<sup>2</sup> See note 6.14. 'Non-controlling interests'.

<sup>3</sup> Mainly related to the purchase of 35% non-controlling interests from Matco Cables SpA in December 2015.

<sup>4</sup> Includes two Chinese entities: Bekaert Applied Material Technology (Shanghai) Co Ltd (formerly co-owned by Baosteel Metal Company Ltd) and Bekaert-Jiangyin Wire Products Co Ltd (formerly co-owned by Jiangsu Fasten Stock Company Ltd) and 5 entities formerly co-owned by Southern Steel Bhd: Bekaert Ipoh Sdn Bhd (Malaysia), Bekaert Shah Alam Sdn Bhd (Malaysia), Bekaert Singapore Holding Pte Ltd (Singapore), Cempaka Raya Sdn Bhd (Malaysia) and PTE Bekaert Southern Wire (Indonesia).

The accompanying notes are an integral part of this statement.

## Consolidated cash flow statement

in thousands of € - Year ended 31 December	Notes	2014	2015
<b>Operating activities</b>			
Operating result (EBIT)	5.1. / 5.2.	171 254	220 120
Non-cash items included in operating result	7.1.	187 847	246 239
Investing items included in operating result	7.1.	-8 057	-13 551
Amounts used on provisions and employee benefit obligations	7.1.	-44 452	-40 807
Income taxes paid	5.5. / 7.1.	-45 827	-56 657
<b>Gross cash flows from operating activities</b>		<b>260 765</b>	<b>355 344</b>
Change in operating working capital	6.7.	-54 623	212 266
Other operating cash flows	7.1.	-19 193	15 952
<b>Cash flows from operating activities</b>		<b>186 949</b>	<b>583 562</b>
<b>Investing activities</b>			
New business combinations	7.2.	-108 512	-129 833
Other portfolio investments	7.1.	-1 973	-109 559
Proceeds from disposals of investments	7.2.	3 103	30 761
Dividends received	6.4.	20 724	18 411
Purchase of intangible assets	6.1. / 7.2.	-21 752	-5 868
Purchase of property, plant and equipment	6.3.	-132 784	-170 702
Other investing cash flows	7.1.	15 847	3 806
<b>Cash flows from investing activities</b>		<b>-225 347</b>	<b>-362 984</b>
<b>Financing activities</b>			
Interest received	5.3.	5 338	7 320
Interest paid	5.3.	-61 069	-64 302
Gross dividend paid to shareholders of NV Bekaert SA		-49 650	-48 006
Gross dividend paid to non-controlling interests		-16 746	-7 560
Proceeds from non-current interest-bearing debt	6.17.	343 960	145 151
Repayment of non-current interest-bearing debt	6.17.	-191 172	-127 945
Cash flows from / to (-) current interest-bearing debt	6.17.	147 605	-184 093
Treasury shares transactions	6.13.	-72 102	1 206
Other financing cash flows	7.1.	-18 219	10 421
<b>Cash flows from financing activities</b>		<b>87 945</b>	<b>-267 808</b>
<b>Net increase or decrease (-) in cash and cash equivalents</b>		<b>49 547</b>	<b>-47 230</b>
<b>Cash and cash equivalents at the beginning of the period</b>		<b>391 857</b>	<b>458 542</b>
Effect of exchange rate fluctuations		17 138	-9 541
<b>Cash and cash equivalents at the end of the period</b>		<b>458 542</b>	<b>401 771</b>

The accompanying notes are an integral part of this statement.

# Notes to the consolidated financial statements

## 1. General information

NV Bekaert SA (the 'Company') is a company domiciled in Belgium. The Company's consolidated financial statements include those of the Company and its subsidiaries (together referred to as the 'Group' or 'Bekaert') and the Group's interest in joint ventures and associates accounted for using the equity method. The consolidated financial statements were authorized for issue by the Board of Directors of the Company on 23 March 2016.

## 2. Summary of principal accounting policies

### 2.1. Statement of compliance

The consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRSs) which have been endorsed by the European Union. These financial statements are also in compliance with the IFRSs as issued by the IASB.

#### New and amended standards and interpretations

##### **Standards, interpretations and amendments effective in 2015**

The following amended standards have been adopted in the current period. Their adoption has not had any impact on the amounts reported in these financial statements, but may impact the accounting for future transactions or arrangements.

- Amendments to IAS 19 (effective for annual periods beginning on or after 1 July 2014), published in November 2013. These amendments clarify the accounting treatment for contributions from employees or third parties to a defined-benefit plan. If contributions are linked to service, they will reduce service costs; if not, they affect the remeasurement of the net defined-benefit liability (asset). The amendment requires retrospective application.
- Annual Improvements to IFRSs (2010-2012 Cycle) (effective 1 July 2014), published in December 2013. These improvements relate to IFRS 2 'Share-based payment', defining vesting conditions; IFRS 3 'Business Combinations', clarifying how to account for contingent consideration in a business combination; IFRS 8 'Operating Segments', clarifying when to aggregate operating segments and how to reconcile the total of the reportable segments' assets to the entity's assets; IFRS 13 'Fair Value Measurement', elaborating on short-term receivables and payables; IAS 16 'Property, Plant and Equipment', clarifying the proportionate restatement of accumulated depreciation when

applying the revaluation method; IAS 24 'Related Party Disclosures', clarifying the definition of key management personnel; and IAS 38 'Intangible Assets', clarifying the proportionate restatement of accumulated amortization when applying the revaluation method.

- Annual Improvements to IFRSs (2011-2013 Cycle) (effective 1 July 2014), published in December 2013. These improvements relate to IFRS 1 'First-time Adoption of International Financial Reporting Standards', clarifying the meaning of 'effective IFRSs'; IFRS 3 'Business Combinations', specifying scope exceptions for joint ventures; IFRS 13 'Fair Value Measurement', clarifying the scope of portfolio exceptions; and IAS 40 'Investment Property', clarifying the interrelationship between IFRS 3 and IAS 40 when classifying property as investment property or owner-occupied property.

##### **Standards, amendments and interpretations that are not yet effective in 2015 and have not been early adopted**

The Group did not elect for early application of the following new or amended standards, which could have an impact when applied:

- IFRS 9 'Financial instruments' (effective 1 January 2018). All recognized financial assets that are within the scope of IAS 39 are required to be subsequently measured at amortized cost or fair value. Only debt investments acquired with the intention of collecting the contractual cash flows until their maturity are measured at amortized cost. Other debt investments and all equity investments are measured at fair value. With regard to the measurement of financial liabilities designated at fair value through profit or loss, IFRS 9 requires that the change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, except if such treatment would create or enlarge an accounting mismatch in profit or loss. IFRS 9 also modifies the requirements with respect to hedge

- accounting and introduces the expected loss model for impairment of financial assets.
- IFRS 15 'Revenue from Contracts with Customers' (effective 1 January 2018), establishing a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. The new standard introduces a 5-step approach to revenue recognition and measurement: (1) identify the contract with the customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations in the contract; (5) recognize revenue when (or as) the entity satisfies a performance obligation. It also requires extensive disclosures.
  - Annual Improvements to IFRSs (2012-2014 Cycle) (effective 1 January 2016), published in September 2014. These improvements relate to IFRS 5 'Non-current Assets Held for Sale and Discontinued Operations', elaborating on changes in methods of disposal; IFRS 7 'Financial Instruments: Disclosures', clarifying continuing involvement in transferred financial assets through servicing contracts and the applicability of the amendments to IFRS 7 to condensed interim financial statements; IAS 34 'Interim Financial Reporting', regulating disclosure of information 'elsewhere in the interim financial report' and IAS 19 'Employee Benefits', clarifying how to determine the applicable discount rate. The latter amendment states that, for currencies for which there is no deep market in high quality corporate bonds, the discount rate to be used for post-employment benefit obligations should be based on market yields on government bonds denominated in that currency. It also requires the application of this principle from the beginning of the earliest comparative period presented in the first financial statements in which the entity applies the amendment. Bekaert decided not to early adopt the IAS 19 amendment in the annual financial statements considering that this matter is still under discussion. Bekaert expects an initial adjustment to equity of about € -5.7 million (based on year-end 2014 data) at first application of the amendment, which would mainly affect the defined-benefit obligations in Ecuador.
  - Amendments to IFRS 11 'Accounting for Acquisitions of Interests in Joint Operations' (effective 1 January 2016), providing guidance on how to account for the acquisition of an interest in a joint operation in which the activities constitute a business as defined in IFRS 3 'Business Combinations'.
  - Amendments to IFRS 10 and IAS 28 'Sale or Contribution of Assets between an Investor and its Associate or Joint Venture' (effective 1 January 2016) specifying that any gain incurred on the contribution of a business to an associate or joint venture should not be eliminated in consolidation.
  - Amendments to IAS 1 'Presentation of Financial Statements', Disclosure Initiative (effective 1 January 2016), specifying that materiality should be considered in presenting information whether on the face of the financial statements or in the disclosures.
  - IFRS 16 'Leases' (effective 1 January 2019), which supersedes IAS 17 'Leases' and related interpretations. The new standard eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead all leases are capitalized and accounted for in a similar way to finance leases under IAS 17, except short-term leases and leases of low-value assets. Lessor accounting however remains largely unchanged.
  - Amendments to IAS 7 'Statement of Cash Flows', Disclosure Initiative (effective 1 January 2017), requiring more disclosures on changes in liabilities arising from financing activities.
- Other new and amendments to standards and interpretations effective after 2015 are not expected to have a material impact on the financial statements.

## 2.2. General principles

### Basis of preparation

The consolidated financial statements are presented in thousands of euros, under the historical cost convention, except for investments held for trading and available for sale, which are stated at their fair value. Financial assets which do not have a quoted price in an active market and the fair value of which cannot be reliably measured are carried at cost. Unless explicitly stated, the accounting policies are applied consistently with the previous year.

### Principles of consolidation

#### Subsidiaries

Subsidiaries are entities over which NV Bekaert SA exercises control, which is the case when the Company is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect these returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date when the Group acquires control until the date when control is relinquished. All intercompany transactions, balances with and unrealized gains on transactions between Group companies are eliminated; unrealized losses are also eliminated unless the impairment is permanent. Equity and net result attributable to non-controlling shareholders are shown separately in the balance sheet and income statement, respectively. Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying

amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity. When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between:

- the aggregate of the fair value of the consideration received and the fair value of any retained interest; and
- the carrying amount of the assets (including goodwill), liabilities and any non-controlling interests of the subsidiary before its disposal.

### **Joint arrangements and associates**

A joint arrangement exists when NV Bekaert SA has contractually agreed to share control with one or more other parties, which is the case only when decisions about the relevant activities require the unanimous consent of the parties sharing control. A joint arrangement can be treated as a joint operation (i.e. NV Bekaert SA has rights to the assets and obligations for the liabilities) or a joint venture (i.e. NV Bekaert SA only has rights to the net assets). Associates are companies in which NV Bekaert SA, directly or indirectly, has a significant influence and which are neither subsidiaries nor joint arrangements. This is presumed if the Group holds at least 20% of the voting rights attaching to the shares. The financial information included for these companies is prepared using the accounting policies of the Group. When the Group has acquired joint control in a joint venture or significant influence in an associate, the share in the acquired assets, liabilities and contingent liabilities is initially remeasured to fair value at the acquisition date and accounted for using the equity method. Any excess of the purchase price over the fair value of the share in the assets, liabilities and contingent liabilities acquired is recognized as goodwill. When the goodwill is negative, it is immediately recognized in profit or loss. Subsequently, the consolidated financial statements include the Group's share of the results of joint ventures and associates accounted for using the equity method until the date when joint control or significant influence ceases. If the Group's share of the losses of a joint venture or associate exceeds the carrying amount of the investment, the investment is carried at nil value and recognition of additional losses is limited to the extent of the Group's commitment. Unrealized gains arising from transactions with joint ventures and associates are set against the investment in the joint venture or associate concerned to the extent of the Group's interest. The carrying amounts of investments in joint ventures and associates are reassessed if there are indications that the asset has been impaired or that impairment losses recognized in prior years have ceased to apply. The investments in joint ventures and associates in the balance sheet include the carrying amount of any related goodwill.

### **Foreign currency translation**

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in euro, which is the Company's functional and the Group's presentation currency. Financial statements of foreign entities are translated as follows:

- assets and liabilities are translated at the closing exchange rate of the European Central Bank or, in the case of the Venezuelan bolivar fuerte, at the economic rate that is deemed representative for dividend repatriations at the balance sheet date;
- income, expenses and cash flows are translated at the average exchange rate for the year, or, for the Venezuelan entities, at the economic rate at the balance sheet date, as required for entities whose functional currency is the currency of a hyperinflationary economy in accordance with IAS 21, 'The Effects of Changes in Foreign Exchange Rates';
- shareholders' equity is translated at historical exchange rates.

Exchange differences arising from the translation of the net investment in foreign subsidiaries, joint ventures and associates at the closing exchange rate are included in shareholders' equity under 'cumulative translation adjustments'. On disposal of foreign entities, cumulative translation adjustments are recognized in the income statement as part of the gain or loss on the sale. In the financial statements of the parent company and its subsidiaries, monetary assets and liabilities denominated in foreign currency are translated at the exchange rate at the balance sheet date, thus giving rise to unrealized exchange results. Unrealized and realized foreign-exchange gains and losses are recognized in the income statement, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges. Goodwill is treated as an asset of the acquiree and is accordingly accounted for in the acquiree's currency and translated at the closing rate.

## **2.3. Balance sheet items**

### **Intangible assets**

Intangible assets acquired in a business combination are initially measured at fair value; intangible assets acquired separately are initially measured at cost. After initial recognition, intangible assets are measured at cost or fair value less accumulated amortization and any accumulated impairment losses. Intangible assets are amortized on a straight-line basis over the best estimate of their useful lives. The amortization period and method are reviewed at each financial year-end. A change in the useful life of an intangible asset is accounted for prospectively as a change in

estimate. Under the provisions of IAS 38 intangible assets may have indefinite useful lives. If the useful life of an intangible asset is deemed indefinite, no amortization is recognized and the asset is reviewed at least annually for impairment.

#### **Licenses, patents and similar rights**

Expenditure on acquired licenses, patents, trademarks and similar rights is capitalized and amortized on a straight-line basis over the contractual period, if any, or the estimated useful life, which is normally considered not to be longer than ten years.

#### **Computer software**

Generally, costs associated with the acquisition, development or maintenance of computer software are recognized as an expense when they are incurred, but external costs directly associated with the acquisition and implementation of acquired ERP software are recognized as intangible assets and amortized over five years on a straight-line basis.

#### **Rights to use land**

Rights to use land are recognized as intangible assets and are amortized over the contractual period on a straight-line basis.

#### **Research and development**

Expenditure on research activities undertaken with the prospect of gaining new scientific or technological knowledge and understanding is recognized in the income statement as an expense when it is incurred.

Expenditure on development activities where research findings are applied to a plan or design for the production of new or substantially improved products and processes prior to commercial production or use is capitalized if, and only if, all of the recognition criteria set out below are met:

- the product or process is clearly defined and costs are separately identified and reliably measured;
- the technical feasibility of the product is demonstrated;
- the product or process is to be sold or used in house;
- the assets are expected to generate future economic benefits (e.g. a potential market exists for the product or, if for internal use, its usefulness is demonstrated); and
- adequate technical, financial and other resources required for completion of the project are available.

Capitalized development costs are amortized from the commencement of commercial production of the product on a straight-line basis over the period during which benefits are expected to accrue. The period of amortization normally does not exceed ten years. An in-process research and development project acquired in a business combination is

recognized as an asset separately from goodwill if its fair value can be measured reliably.

#### **Emission rights**

In the absence of any IASB standard or interpretation regulating the accounting treatment of CO<sub>2</sub> emission rights, the Group has applied the 'net approach', according to which:

- the allowances are recognized as intangible assets and measured at cost (the cost of allowances issued free of charge being therefore zero); and
- any short position is recognized as a liability at the fair value of the allowances required to cover the shortfall at the balance sheet date.

#### **Other intangible assets**

Other intangible assets mainly include customer lists and other intangible commercial assets, such as brand names, acquired separately or in a business combination. These are amortized on a straight-line basis over their estimated useful life.

#### **Goodwill and business combinations**

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognized in profit or loss as incurred.

The identifiable assets acquired and the liabilities assumed are recognized at their fair value at the acquisition date. Goodwill is measured as the difference between:

- (i) the sum of the following elements:
  - consideration transferred;
  - amount of any non-controlling interests in the acquiree;
  - fair value of the Group's previously held equity interest in the acquiree (if any); and
- (ii) the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, this difference is negative ('negative goodwill'), it is recognized immediately in profit or loss as a bargain purchase gain.

Non-controlling interests are initially measured either at fair value or at their proportionate share of the recognized amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a

business combination. Subsequent changes in the fair value of the contingent consideration are recognized in profit or loss. When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control) and any resulting gain or loss is recognized in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognized in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

### **Impairment of goodwill**

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units that are expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit's value may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit in proportion to the carrying amount of each asset in the unit. An impairment loss recognized for goodwill is not reversed in a subsequent period.

### **Property, plant and equipment**

The Group has opted for the historical cost model and not for the revaluation model. Property, plant and equipment separately acquired is initially measured at cost. Property, plant and equipment acquired in a business combination is initially measured at fair value, which thus becomes its deemed cost. After initial recognition, property, plant and equipment is measured at cost less accumulated depreciation and accumulated impairment losses. Cost includes all direct costs and all expenditure incurred to bring the asset to its working condition and location for its intended use. Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset. Depreciation is provided over the estimated useful lives of the various classes of property, plant and equipment on a straight-line basis.

The useful life and depreciation method are reviewed at least at each financial year-end. Unless revised due to specific changes in the estimated economic useful life, annual depreciation rates are as follows:

- land	0%
- buildings	5%
- plant, machinery & equipment	8%-25%
- R&D testing equipment	16.7%-25%
- furniture and vehicles	20%
- computer hardware	25%

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease. Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount (see section on 'Impairment of assets'). Gains and losses on disposal are included in the operating result.

### **Leases**

#### **Finance leases**

Leases under which the Group assumes substantially all the risks and rewards of ownership are classified as finance leases. Items of property, plant and equipment acquired by way of finance lease are stated at the lower of their fair value and the present value of the minimum lease payments at inception of the lease, less accumulated depreciation and impairment losses. In calculating the present value of the minimum lease payments, the discount factor used is the interest rate implicit in the lease, when it is practicable to determine it; otherwise the Company's incremental borrowing rate is used. Initial direct costs are included as part of the asset. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to periods during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. A finance lease gives rise to a depreciation expense for the asset as well as a finance expense for each accounting period. The depreciation policy for leased assets is consistent with that for owned depreciable assets.

#### **Operating leases**

Leases under which substantially all the risks and rewards of ownership are effectively retained by the lessor are classified as operating leases. Lease payments under an operating lease are recognized as an expense on a straight-line basis over the lease term. The aggregate benefit of incentives provided by the lessor is recognized, on a straight-line basis, as a reduction of rental expense over the lease term. Improvements to buildings held under operating leases are depreciated over their expected useful lives, or, where shorter, the term of the relevant lease.

### **Government grants**

Government grants relating to the purchase of property, plant and equipment are deducted from the cost of these assets. They are recognized in the balance sheet at their expected value at the time of initial government approval and corrected, if necessary, after final approval. The grant is amortized over the depreciation period of the underlying assets.



## Financial assets

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables and available for sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

### **Financial assets at fair value through profit or loss (FVTPL)**

Financial assets are classified as at fair value through profit or loss if they are held for trading. Financial assets at FVTPL are stated at fair value, with any resultant gains or losses recognized in profit or loss. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are also categorized as at FVTPL unless they are designated and effective as hedges.

### **Loans and receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments which are not quoted in an active market. The Group's loans and receivables category comprises, unless stated otherwise, trade and other receivables, bills of exchange received, short-term deposits and cash and cash equivalents in the balance sheet. Loans and receivables are measured at amortized cost using the effective interest method, less any impairment.

### **Bills of exchange received**

Payment by means of bills of exchange (bank acceptance drafts) is a widespread practice in China. Bills of exchange received are either settled at maturity date, discounted before the maturity date or transferred to a creditor to settle a liability. Discounting is done either with or without recourse. With recourse means that the discounting bank can claim reimbursement of the amount paid in case the issuer defaults. When a bill is discounted with recourse, the amount received is not deducted from the outstanding bills of exchange received, but a liability is recognized in 'current interest-bearing debt' until the maturity date of that bill.

### **Cash & cash equivalents and short-term deposits**

Cash equivalents and short-term deposits are short-term investments that are readily convertible to known amounts of cash. They are subject to insignificant risk of change in value. Cash equivalents are highly liquid and have original maturities of three months or less, while short-term deposits have original maturities of more than three months and less than one year.

### **Available-for-sale financial assets**

Non-current available-for-sale assets include investments in entities which were not acquired principally for the purpose of selling in the short term, and which are neither consolidated nor accounted for using the equity method. Assets classified in this category are stated at fair value, with any resultant gains or losses recognized directly in equity. In case of an impairment loss, the accumulated loss is recycled from equity to the income statement. However, they are stated at cost if they do not have a quoted price in an active market and their fair value cannot be reliably measured by alternative valuation methods.

### **Impairment of financial assets**

Financial assets, other than those at FVTPL, are tested for impairment when there is objective evidence that they could be impaired. A significant or prolonged decline in the fair value of an investment in an equity instrument below its cost provides objective evidence of impairment. The Group defines a significant decline as exceeding 30% of the cost and a prolonged decline as continuing for more than one year. When a decline in the fair value of an available-for-sale financial asset has been recognized in other comprehensive income and there is objective evidence that the asset is impaired, the cumulative loss that had been recognized in other comprehensive income is reclassified from equity to the income statement as an impairment loss. For trade receivables and bills of exchange received, amounts deemed uncollectible are written off against the corresponding allowance account at each balance sheet date. Additions to and recoveries from this allowance account are reported under 'selling expenses' in the income statement.

## Inventories

Inventories are valued at the lower of cost and net realizable value. Cost is determined by the first-in, first-out (FIFO) method. For processed inventories, cost means full cost including all direct and indirect production costs required to bring the inventory items to the stage of completion at the balance sheet date. Net realizable value is the estimated selling price in the ordinary course of business, less the costs of completion and costs necessary to make the sale.

## Share capital

When shares are repurchased, the amount of the consideration paid, including directly attributable costs, is recognized as a change in equity. Repurchased shares (treasury shares) are presented in the balance sheet as a deduction from equity. The result on the disposal of treasury shares sold or cancelled is recognized in retained earnings.

## Non-controlling interests

Non-controlling interests represent the shares of minority or non-controlling shareholders in the equity of subsidiaries which are not fully owned by the Group. At the acquisition date, the item is either measured at its fair value or at the non-controlling shareholders' proportion of the fair values of net assets recognized on acquisition of a subsidiary (business combination). Subsequently, it is adjusted for the appropriate proportion of subsequent profits and losses. The losses attributable to non-controlling shareholders in a consolidated subsidiary may exceed their interest in the equity of the subsidiary. A proportional share of total comprehensive income is attributed to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

## Provisions

Provisions are recognized in the balance sheet when the Group has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the balance sheet date. When appropriate, provisions are measured on a discounted basis.

## Restructuring

A provision for restructuring is only recognized when the Group has approved a detailed and formal restructuring plan, and the restructuring has either commenced or has been announced publicly before the balance sheet date. Restructuring provisions only include the direct expenditure arising from the restructuring which is necessarily incurred on the restructuring and is not associated with the ongoing activities of the entity.

## Site remediation

A provision for site remediation in respect of contaminated land is recognized in accordance with the Group's published environmental policy and applicable legal requirements.

## Employee benefit obligations

The parent company and several of its subsidiaries have pension, death benefit and health care benefit plans covering a substantial part of their workforce.

### Defined-benefit plans

Most pension plans are defined-benefit plans with benefits based on years of service and level of remuneration. For defined-benefit plans, the amount recognized in the balance sheet (net liability or asset) is the present value of the defined-benefit obligation less the fair value of any plan assets. The present value of the defined-benefit obligation is the

present value, without deducting any plan assets, of expected future payments required to settle the obligation resulting from employee service in the current and prior periods. The present value of the defined-benefit obligation and the related current and past service costs are calculated using the projected unit credit method. The discount rate used is the yield at balance sheet date on high-quality corporate bonds with remaining terms to maturity approximating those of the Group's obligations. In case the fair value of plan assets exceeds the present value of the defined-benefit obligations, the net asset is limited to the asset ceiling. The asset ceiling is the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan. The net interest on the net defined-benefit liability/asset is based on the same discount rate. Actuarial gains and losses comprise experience adjustments (the effects of differences between the previous actuarial assumptions and what has actually occurred) and the effects of changes in actuarial assumptions. Past service cost is the change in the present value of the defined-benefit obligation for employee service in prior periods and resulting in the current period from a plan amendment or a curtailment. Past service cost are recognized immediately through profit or loss. Remeasurements of the net defined-benefit liability (asset) comprise (a) actuarial gains and losses, (b) the return on plan assets, after deduction of the amounts included in net interest on the net defined-benefit liability (asset) and (c) any change in the effect of the asset ceiling, after deduction of any amounts included in net interest on the net defined-benefit liability (asset). Remeasurements are recognized immediately through equity. A settlement is a transaction that eliminates all further legal or constructive obligations for part or all of the benefits provided under a defined-benefit plan, other than a payment of benefits to, or on behalf of, employees that is set out in the terms of the plan and included in the actuarial assumptions.

In the income statement, current and past service cost, including gains or losses from settlements are included in the operating result (EBIT), and the net interest on the net defined-benefit liability (asset) is included in interest expense, under interest on interest-bearing provisions. Pre-retirement pensions in Belgium and plans for medical care in the United States are also treated as defined-benefit plans.

### Defined-contribution plans

Obligations in respect of contributions to defined-contribution pension plans are recognized as an expense in the income statement as they fall due. By law, defined-contribution pension plans in Belgium are subject to minimum guaranteed rates of return. Hence, those plans classify as defined-benefit plans. Before 2015 the defined-contribution plans in Belgium were basically accounted for as defined-contribution plans. New legislation dated December 2015 however triggered the qualification as defined-benefit plan and the recognition of a net defined-benefit obligation.

### **Other long-term employee benefits**

Other long-term employee benefits, such as service awards, are accounted for using the projected unit credit method. However, the accounting method differs from the method applied for post-employment benefits, as actuarial gains and losses are recognized immediately through profit or loss.

### **Share-based payment plans**

The Group issues equity-settled and cash-settled share-based payments to certain employees. Stock option plans and performance share plans which allow Group employees to acquire shares of NV Bekaert SA are of the equity-settled type.

Share appreciation rights plans are of the cash-settled type, as they entitle Group employees to receive payment of cash bonuses, the amount of which is based on the price of the Bekaert share on the Euronext stock exchange.

Equity-settled share-based payments are recognized at fair value (excluding the effect of non-market-based vesting conditions) at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed, with a corresponding increase in equity, on a straight-line basis over the vesting period, based on the Group's estimate of the stock options that will eventually vest and adjusted for the effect of non-market-based vesting conditions.

Cash-settled share-based payments are recognized as liabilities at fair value, which is remeasured at each reporting date and at the date of settlement. Changes in fair value are recognized in the income statement. The Group uses a binomial model to determine the fair value of the share-based payment plans.

### **Interest-bearing debt**

Interest-bearing debt includes loans and borrowings which are initially recognized at the fair value of the consideration received net of transaction costs incurred. In subsequent periods, they are carried at amortized cost using the effective interest-rate method, any difference between the proceeds (net of transaction costs) and the redemption value being recognized in the income statement over the period of the liability. If financial liabilities are hedged using derivatives qualifying as a fair value hedge, the hedging instruments are carried at fair value and the hedged items are remeasured for fair value changes due to the hedged risk (see accounting policies for derivatives and hedging).

### **Trade payables and other current liabilities**

Trade payables and other current liabilities, except derivatives, are stated at cost, which is the fair value of the consideration payable.

### **Income taxes**

Income taxes are classified as either current or deferred taxes. Current income taxes include expected tax charges based on the accounting profit for the current year and adjustments to tax charges of prior years. Deferred taxes are calculated, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts. The principal temporary differences arise from depreciation of property, plant and equipment, provisions for pensions, pre-pensions and other postretirement benefits, undistributed earnings and tax deductible losses carried forward. Deferred taxes are measured using the tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be realized or settled, based on tax rates enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized; this criterion is reassessed at each balance sheet date. Deferred tax on temporary differences arising on investments in subsidiaries, associates and joint ventures is provided for, except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not be reversed in the foreseeable future.

### **Derivatives, hedging and hedging reserves**

The Group uses derivatives to hedge its exposure to foreign-exchange and interest-rate risks arising from operating, financing and investing activities. The net exposure of all subsidiaries is managed on a centralized basis by Group Treasury in accordance with the aims and principles laid down by general management. As a policy, the Group does not engage in speculative or leveraged transactions.

Derivatives are initially and subsequently measured and carried at fair value. The fair value of traded derivatives is equal to their market value. If no market value is available, the fair value is calculated using standard financial valuation models, based upon the relevant market rates at the reporting date.

The Group applies hedge accounting in accordance with IAS 39 to reduce income statement volatility. Depending on the nature of the hedged risk, a distinction is made between fair value hedges, cash flow hedges and hedges of a net investment in a foreign entity.

Fair value hedges are hedges of the exposure to variability in the fair value of recognized assets and liabilities. The derivatives classified as fair value hedges are carried at fair value and the related hedged items (assets or liabilities) are remeasured for fair value changes due to the hedged risk. The corresponding changes in fair value are recognized in the income statement. When a hedge ceases to be highly effective, hedge accounting is

discontinued and the adjustment to the carrying amount of a hedged interest-bearing financial instrument is recognized as income or expense and will be fully amortized over the remaining period to maturity of the hedged item.

Cash flow hedges are hedges of the exposure to variability in future cash flows related to recognized assets or liabilities, highly probable forecast transactions or currency risk on unrecognized firm commitments. Changes in the fair value of a hedging instrument that qualifies as a highly effective cash flow hedge are recognized directly in shareholders' equity (hedging reserve). The ineffective portion is recognized immediately in the income statement. If the hedged cash flow results in the recognition of a non-financial asset or liability, all gains and losses previously recognized directly in equity are transferred from equity and included in the initial measurement of the cost or carrying amount of the asset or liability. For all other cash flow hedges, gains and losses initially recognized in equity are transferred from the hedging reserve to the income statement when the hedged firm commitment or forecast transaction results in the recognition of a profit or loss. When the hedge ceases to be highly effective, hedge accounting is discontinued prospectively and the accumulated gain or loss is retained in equity until the committed or forecast transaction occurs. If the forecast transaction is no longer expected to occur, any net cumulative gain or loss previously reported in equity is transferred to the income statement.

If a net investment in a foreign entity is hedged, all gains or losses on the effective portion of the hedging instrument, together with any gains or losses on the foreign-currency translation of the hedged investment, are taken directly to equity. Any gains or losses on the ineffective portion are recognized immediately in the income statement. The cumulative remeasurement gains and losses on the hedging instrument, that had previously been recognized directly in equity, and the gains and losses on the currency translation of the hedged item are recognized in the income statement only on disposal of the investment.

In order to comply with the requirements of IAS 39 regarding the use of hedge accounting, the strategy and purpose of the hedge, the relationship between the financial instrument used as the hedging instrument and the hedged item and the estimated (prospective) effectiveness are documented by the Group at the inception of the hedge. The effectiveness of existing hedges is monitored on a quarterly basis. Hedge accounting for ineffective hedges is discontinued immediately.

The Group also uses derivatives that do not satisfy the hedge accounting criteria of IAS 39 but provide effective economic hedges under the Group's risk management policies. Changes in the fair value of any such derivatives are recognized immediately in the income statement.

## Impairment of assets

Goodwill and intangible assets with an indefinite useful life or not yet available for use are reviewed for impairment at least annually; other tangible and intangible fixed assets are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. An impairment loss is recognized in the income statement as and when the carrying amount of an asset exceeds its recoverable amount (being the higher of its fair value less costs of disposal and its value in use). The fair value less costs of disposal is the amount obtainable from the sale of an asset in an arm's length transaction less the costs of disposal, while value in use is the present value of the future cash flows expected to be derived from an asset. Recoverable amounts are estimated for individual assets or, if this is not possible, for the smallest cash-generating unit to which the assets belong. Reversal of impairment losses recognized in prior years is included as income when there is an indication that the impairment losses recognized for the asset are no longer needed or the need has decreased, except for impairment losses on goodwill, which are never reversed.

## 2.4. Income statement items

### Revenue recognition

Revenue is recognized when it is probable that the economic benefits associated with a transaction will flow to the entity and the amount of the revenue can be measured reliably. Sales are recognized net of sales taxes and discounts. Revenue from the sale of goods is recognized when delivery takes place and the transfer of risks and rewards is completed. When it can be measured reliably, revenue from construction contracts is recognized by reference to the stage of completion. When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognized only to the extent of the contract costs incurred that are likely to be recoverable. In the period in which it is determined that a loss will result from the performance of a contract, the entire amount of the estimated ultimate loss is charged against income. No revenue is recognized on barter transactions involving the exchange of similar goods or services. Interest is recognized on a time-proportional basis that reflects the effective yield on the asset. Royalties are recognized on an accrual basis in accordance with the terms of agreements. Dividends are recognized when the shareholder's right to receive payment is established.

### Non-recurring items

Operating income and expenses that are related to restructuring programs, impairment losses, business combinations, business disposals, environmental provisions or other events and transactions that

have a one-time effect are presented on the face of the income statement as non-recurring items. Restructuring programs mainly include lay-off costs, gains and losses on disposal, and impairment losses of assets involved in a shut-down, major reorganization or relocation of operations. When not related to restructuring programs, only impairment losses resulting either from testing Cash-Generating Units or from intragroup transfers qualify as non-recurring items. Non-recurring items from business combinations mainly include: negative goodwill, gains and losses on step acquisition, and recycling of CTA on the interest previously held. Non-recurring items from business disposals include gains and losses on the sale of businesses that do not qualify as discontinued operations. These disposed businesses may consist of integral, or parts (disposal groups) of, subsidiaries, joint-ventures and associates. Besides environmental provisions, other events or transactions that have a one-time effect mainly include disasters, sales of investment property and significant litigations. Bekaert believes that the separate presentation of non-recurring items is essential for the readers of its financial statements who want to analyze comparable figures.

## 2.5. Statement of comprehensive income and statement of changes in equity

The statement of comprehensive income presents an overview of all income and expenses recognized both in the income statement and in equity. In accordance with IAS 1, 'Presentation of Financial Statements', an entity can elect to present either a single statement of comprehensive income or two statements, i.e. an income statement immediately followed by a comprehensive income statement. The Group elected to do the latter. A further consequence of presenting a statement of comprehensive income is that the content of the statement of changes in equity is confined to owner-related changes only.

## 2.6. Miscellaneous

### Non-current assets held for sale and discontinued operations

A non-current asset or disposal group is classified as held for sale if its carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition. A discontinued operation is a component of an entity which the entity has disposed of or which is classified as held for sale, which represents a

separate major line of business or geographical area of operations and which can be distinguished operationally and for financial reporting purposes.

For a sale to be highly probable, the entity should be committed to a plan to sell the asset (or disposal group), an active program to locate a buyer and complete the plan should be initiated, and the asset (or disposal group) should be actively marketed at a price which is reasonable in relation to its current fair value, and the sale should be expected to be completed within one year from the date of classification. Assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs necessary to make the sale. Any excess of the carrying amount over the fair value less costs to sell is included as an impairment loss. Depreciation of such assets is discontinued as from their classification as held for sale. Comparative balance sheet information for prior periods is not restated to reflect the new classification in the balance sheet.

### Contingencies

Contingent assets are not recognized in the financial statements. They are disclosed if the inflow of economic benefits is probable. Contingent liabilities are not recognized in the financial statements, except if they arise from a business combination. They are disclosed, unless the possibility of a loss is remote.

### Events after the balance sheet date

Events after the balance sheet date which provide additional information about the company's position as at the balance sheet date (adjusting events) are reflected in the financial statements. Events after the balance sheet date which are not adjusting events are disclosed in the notes if material.

### 3. Critical accounting judgments and key sources of estimation uncertainty

In the application of the Group's accounting policies, management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. These judgments, estimates and assumptions are reviewed on an ongoing basis.

#### 3.1. Critical judgments in applying the entity's accounting policies

The following are the critical judgments made by management, apart from those involving estimations (see note 3.2. 'Key sources of estimation uncertainty' below), that have a significant effect on the amounts reported in the consolidated financial statements.

- Management assessed that a constructive obligation exists to provide pre-retirement schemes for employees as from the first day of service (see note 6.15. 'Employee benefit obligations') and therefore these pre-retirement schemes are treated as defined-benefit plans using the projected unit credit method.
- Management concluded that the criteria for capitalizing development expenditure were not met (see note 6.1. 'Intangible assets').
- Management concluded that the functional currency of Bekaert Izmit Çelik Kord Sanayi ve Ticaret AS (Turkey) and of Bekaert Kartepe Çelik Kord Sanayi ve Ticaret AS (Turkey) is the euro, consistent with the current economic substance of the transactions relevant to these entities. For the same reasons, management concluded that the functional currency of Productos de Acero Cassadó SA (Peru) is the US dollar.
- As regards its Venezuelan operations, management decided to use the economic exchange rate for translating the VEF financial statements to the reporting currency for consolidation as from 31 December 2012. In view of the restrictions on dividend repatriation for overseas investors introduced in 2009, and given the ongoing dramatic decline in the economic exchange rate, combined with hyperinflation, management concluded that this is the best choice for providing a fair view of the contribution of the Venezuelan operations to the consolidated financial statements. Applying the economic exchange rate to the Venezuelan operations has further reduced the significance of their contribution to the consolidated financials ever since. In spite of the political and monetary instability, management concluded that there is no reason to deconsolidate its Venezuelan entities. At year-end 2015, the cumulative translation adjustments amount to € -42.3 million, which - in case of loss of control - would be recycled to income statement.
- Management concluded that Bekaert, given its non-controlling interest of 13.0% at year-end 2015, has no significant influence in Shougang Concord Century Holdings Ltd and therefore the investment is a financial asset available for sale accounted for at fair value through equity. As any significant or prolonged decline in fair value provides objective evidence for impairment, management agreed to consider any decline in fair value (a) exceeding 30% of the cost as significant and (b) continuing for more than one year as prolonged.
- Management concluded that the Company has control over Bekaert Ansteel Tire Cord (Chongqing) Co Ltd and accordingly consolidates this entity.
- Management concluded that the Company has control over Bekaert Maccaferri Underground Solutions BVBA considering the share options agreed between the parties.
- Management concluded that the Company lost control in Bekaert (Xinyu) New Materials Co Ltd (formerly a subsidiary) and did no longer have joint control in Bekaert Xinyu Metal Products Co Ltd (formerly a joint venture) as from 31 March 2015 due to an agreement with Xin Steel, the Chinese partner. From that date onwards, the involvement of the Group in managing these entities was reduced to the level of a significant influence, implying their reclassification as associates. The agreement includes the intention to gradually dilute the Group's interest in these entities in the short run by not participating in a capital increase. At the balance sheet date, the Group concluded that, going forward, it cannot even exert a significant influence in these entities and reclassified them as investments available for sale.
- Given its global presence, Bekaert is exposed to tax risks in many jurisdictions. Tax authorities in those jurisdictions conduct regular tax audits which may reveal potential tax issues. While the outcome of such tax audits is not certain, management is convinced that Bekaert, based on an overall evaluation of potential tax liabilities, has recorded adequate tax liabilities in its consolidated financial statements.

### 3.2. Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and the other key sources of estimation uncertainty at the end of the reporting period that have a risk of causing material adjustments to the carrying amounts of assets and liabilities within the next financial year.

- Deferred tax assets are recognized for the carry-forward of unused tax losses, unused tax credits and temporary differences to the extent that it is probable that taxable profit will be available in the foreseeable future. In making its judgment, management takes into account elements such as long-term business strategy and tax planning opportunities (see note 5.5. 'Income taxes' and 6.6. 'Deferred tax assets and liabilities').
- Since the expected useful life of specific product lines is deemed significantly shorter than average, higher depreciation rates are applied to dedicated assets which are not expected to be reallocated to another product line. Consequently, depreciation percentages ranging from 10% to 25% are used instead of 8% for plant, machinery and equipment. R&D testing equipment dedicated to specific product lines is also depreciated at 25% p.a. Other R&D testing equipment is depreciated at 16.7% p.a.
- Credit risk related to customers: management closely reviews the outstanding trade receivables, also considering ageing, payment history and credit risk coverage. Specific and general bad debt allowances recognized are based on management's best estimates at the balance sheet date (see note 6.7. 'Operating working capital').
- Employee benefit obligations: the defined-benefit obligations are based on actuarial assumptions such as discount rate and salary increases, which are extensively detailed in note 6.15. 'Employee benefit obligations'.
- Provisions for environmental issues: at each year-end an estimate is made of future expenses to remediate soil pollution, based on the advice of an external expert (see note 6.16. 'Provisions').
- Impairment: the Group performs annual impairment tests on goodwill and on cash-generating units for which there are indicators that the carrying amount might be higher than the recoverable amount. This analysis is based upon assumptions such as market evolution, market share, margin evolution and discount rates (see note 6.2. 'Goodwill').
- According to Chinese tax legislation and regulation, certain entities of the Group which enjoy preferential treatment in the form of a reduced income tax rate are granted a gradual transition to the statutory tax rate over a five year period. Based on current practice, management judges that the investments comply with the conditions for this tax incentive. Should the tax regulation or practice change in this area, the Company may be required to update its tax liabilities or provisions.
- Fair value adjustments for business combinations: in accordance with IFRS 3, 'Business Combinations', Bekaert remeasures the assets, liabilities and contingent liabilities acquired through a business combination to fair value. Similarly, consideration (including consideration in shares), contingent consideration and any stake in the acquiree held prior to the business combination are also measured at fair value. When significant influence is acquired in an associate, or joint control is acquired in a joint venture, Bekaert also remeasures its share in the assets, liabilities and contingent liabilities in that associate or joint venture to its acquisition-date fair value. Where possible, fair value adjustments are based on external appraisals or valuation models, e.g. for contingent liabilities and intangible assets which were not recognized by the acquiree. Internal benchmarks are often used for valuing specific production equipment. All of these valuation methods rely on various assumptions such as estimated future cash flows, remaining useful economic life etc.
- In view of the geopolitical situation in Russia, which constitutes an indicator of impairment, management has recorded an impairment loss of 215 million ruble on the assets of its Russian operations since 2014.
- Fair value measurements that cannot be fully based on observable market parameters involve judgment that could affect estimated fair value. This includes the option attached to the convertible bond issued in June 2014 and the put option granted to Maccaferri for the non-controlling interests in Bekaert Maccaferri Underground Solutions BVBA.
- Tax receivables (ICMS) in Brazil: recovery of the tax receivables of Belgo Bekaert Arames Ltda and BMB-Belgo Mineira Bekaert Artefatos de Arame Ltda is deemed highly probable as several action plans have already been successfully implemented. Other tax claims in Brazil, including claims relating to the taxability of ICMS incentives received by Belgo Bekaert Arames Ltda, have not been provided for, supported by legal advice (see note 6.4. 'Investments in joint ventures and associates').

## 4. Segment reporting

The Group uses a geographical segmentation since this is the best enabler to evaluate the nature and financial effects of the business and to make stakeholders understand our business as a whole in a transparent way. The segmentation reflects the importance of the regions following the company's global growth strategy.

The Company's regional businesses are typically characterized by common cost drivers, a product portfolio that is tailored to regional industry requirements, and specific distribution channels. They distinguish themselves in terms of political, economic and currency risks and in terms of geographic market trends and growth patterns. Adding to the relevance of the segmentation is the fact that the company sells the vast majority of its production volumes in the region where they are manufactured. According to IFRS 8, four reporting segments have been defined, reflecting the company's presence in four main regions:

- 1) EMEA – Europe, Middle-East and Africa: 33% of consolidated sales (2014: 33%)
- 2) North America: 16% of consolidated sales (2014: 17%)
- 3) Latin America: 21% of consolidated sales (2014: 20%)
- 4) Asia Pacific: 30% of consolidated sales (2014: 30%)

### Key data by reporting segment

Only capital employed elements (intangible assets, goodwill, property, plant and equipment and the elements of the operating working capital) are allocated to the various segments. All other assets and liabilities are reported as unallocated assets or liabilities. 'Group & Business support' mainly consists of the functional unit technology and unallocated expenses for group management and services; it does not constitute a reportable segment in itself. The geographical segmentation is based on the location of the Bekaert entities rather than on the location of its customers. Since it is Bekaert's strategy to produce as close as possible to the customers, most customers are serviced by Bekaert entities in their own region. Any sales between segments are transacted at prices which reflect the arm's length principle.



<b>2015</b> in thousands of €	<b>EMEA</b>	<b>North America</b>	<b>Latin America</b>	<b>Asia Pacific</b>	<b>Group &amp; Business support</b>	<b>Reconcilia- tions</b>	<b>Consoli- dated</b>
Net sales	1 227 350	593 013	764 464	1 086 254	-	-	3 671 081
Operating result before non-recurring items (REBIT)	138 963	19 604	45 799	82 275	-68 770	5 018	222 889
Non-recurring items	5 974	13 612	-593	-11 363	-10 399	-	-2 769
<b>Operating result (EBIT)</b>	<b>144 937</b>	<b>33 216</b>	<b>45 206</b>	<b>70 912</b>	<b>-79 169</b>	<b>5 018</b>	<b>220 120</b>
Depreciation and amortization	56 389	12 745	26 474	116 538	10 701	-14 446	208 401
Impairment losses	89	-	426	12 809	-62	-	13 262
Negative goodwill	-	-	-	-340	-	-	-340
<b>EBITDA</b>	<b>201 415</b>	<b>45 961</b>	<b>72 106</b>	<b>199 919</b>	<b>-68 530</b>	<b>-9 428</b>	<b>441 443</b>
Segment assets	883 520	334 539	582 091	1 269 072	148 149	-183 544	3 033 827
Unallocated assets	-	-	-	-	-	847 292	847 292
<b>Total assets</b>	<b>883 520</b>	<b>334 539</b>	<b>582 091</b>	<b>1 269 072</b>	<b>148 149</b>	<b>663 748</b>	<b>3 881 119</b>
Segment liabilities	223 960	68 157	113 251	172 526	94 808	-87 234	585 468
Unallocated liabilities	-	-	-	-	-	1 779 740	1 779 740
<b>Total liabilities</b>	<b>223 960</b>	<b>68 157</b>	<b>113 251</b>	<b>172 526</b>	<b>94 808</b>	<b>1 692 506</b>	<b>2 365 208</b>
Capital employed	659 560	266 382	468 840	1 096 546	53 341	-96 310	2 448 359
Weighted average capital employed	687 933	248 822	486 344	1 149 190	68 523	-108 536	2 532 276
Return on weighted average capital employed (ROCE) <sup>1</sup>	21.1%	13.3%	9.3%	6.2%	-	-	8.7%
Capital expenditure – PP&E	47 677	55 387	24 261	50 185	4 770	-11 578	170 702
Capital expenditure – intangible assets	3 783	22	478	440	1 145	-	5 868
Share in the results of joint ventures and associates	-	-	24 268	-5 948	-	-	18 320
Investments in joint ventures and associates	-	-	114 119	-	-	-	114 119
Number of employees (year-end) <sup>2</sup>	6 584	1 496	4 452	9 403	1 731	-	23 666

<b>2014</b> in thousands of €	<b>EMEA</b>	<b>North America</b>	<b>Latin America</b>	<b>Asia Pacific</b>	<b>Group &amp; Business support</b>	<b>Reconcilia- tions</b>	<b>Consoli- dated</b>
Net sales	1 063 846	554 698	631 287	965 883	-	-	3 215 714
Operating result before non-recurring items (REBIT)	114 418	20 045	26 069	63 005	-60 987	1 857	164 407
Non-recurring items	1 816	7 882	7 944	-9 320	-1 475	-	6 847
<b>Operating result (EBIT)</b>	<b>116 234</b>	<b>27 927</b>	<b>34 013</b>	<b>53 685</b>	<b>-62 462</b>	<b>1 857</b>	<b>171 254</b>
Depreciation and amortization	43 883	9 476	16 739	93 906	14 545	-13 938	164 611
Impairment losses	4 974	226	-	11 762	-	-	16 962
Negative goodwill	-	-	-10 893	-	-	-	-10 893
<b>EBITDA</b>	<b>165 091</b>	<b>37 629</b>	<b>39 859</b>	<b>159 353</b>	<b>-47 917</b>	<b>-12 081</b>	<b>341 934</b>
Segment assets	876 913	302 759	620 126	1 282 277	159 738	-205 050	3 036 763
Unallocated assets	-	-	-	-	-	920 952	920 952
<b>Total assets</b>	<b>876 913</b>	<b>302 759</b>	<b>620 126</b>	<b>1 282 277</b>	<b>159 738</b>	<b>715 902</b>	<b>3 957 715</b>
Segment liabilities	210 683	68 607	111 746	143 744	76 165	-98 166	512 779
Unallocated liabilities	-	-	-	-	-	1 878 724	1 878 724
<b>Total liabilities</b>	<b>210 683</b>	<b>68 607</b>	<b>111 746</b>	<b>143 744</b>	<b>76 165</b>	<b>1 780 558</b>	<b>2 391 503</b>
Capital employed	666 230	234 152	508 380	1 138 533	83 573	-106 884	2 523 984
Weighted average capital employed	545 080	210 761	388 466	1 112 720	80 623	-99 180	2 238 470
Return on weighted average capital employed (ROCE) <sup>1</sup>	21.3%	13.3%	8.8%	4.8%	-	-	7.7%
Capital expenditure – PP&E	33 421	26 196	31 779	51 190	3 987	-13 789	132 784
Capital expenditure – intangible assets	33 237	-	1 987	1 882	846	-16 200	21 752
Share in the results of joint ventures and associates	-	-	26 386	-1 056	-	-	25 330
Investments in joint ventures and associates	-	-	144 697	11 037	-	-	155 734
Number of employees (year-end) <sup>2</sup>	6 162	1 606	4 739	9 849	1 771	-	24 127

<sup>1</sup> ROCE: Operating result (EBIT) relative to weighted average capital employed.

<sup>2</sup> Number of employees: full-time equivalents.

Following table provides more information on the amounts presented as 'Reconciliations' in the previous table:

<b>Reconciliations</b> in thousands of €	<b>2014</b>	<b>2015</b>
<b>Operating result (EBIT)</b>		
PP&E	-11 873	-10 642
Inventories	-208	1 214
<b>Intersegment margin eliminations</b>	<b>-12 081</b>	<b>-9 428</b>
Intangible assets	-6	-6
PP&E	-13 932	-14 440
<b>Depreciation and amortization relating to intersegment margin eliminations</b>	<b>-13 938</b>	<b>-14 446</b>
Intangible assets	6	6
PP&E	2 059	3 798
Inventories	-208	1 214
<b>EBIT: intersegment elimination minus related depreciation &amp; amortization</b>	<b>1 857</b>	<b>5 018</b>
<b>Segment assets</b>		
Intangible assets	-16 540	-16 534
PP&E	-82 962	-75 203
Inventories	-6 336	-4 692
Trade receivables	-99 204	-87 115
Advances paid	-8	-
<b>Intersegment eliminations on capital employed assets</b>	<b>-205 050</b>	<b>-183 544</b>
<b>Unallocated assets</b>		
<b>Other assets than capital employed elements</b>	<b>920 952</b>	<b>847 292</b>
<b>Segment liabilities</b>		
Trade payables	-98 158	-87 115
Advances received	-8	-119
<b>Intersegment eliminations on capital employed liabilities</b>	<b>-98 166</b>	<b>-87 234</b>
<b>Unallocated liabilities</b>		
<b>Other liabilities than capital employed elements</b>	<b>1 878 724</b>	<b>1 779 740</b>
<b>Capital employed</b>		
Segment assets eliminations	-205 050	-183 544
- Segment liabilities eliminations	98 166	87 234
<b>Intersegment eliminations on capital employed elements</b>	<b>-106 884</b>	<b>-96 310</b>
<b>Capex PP&amp;E</b>		
Intersegment margin eliminations on PP&E	-13 789	-11 578
<b>Capex PP&amp;E adjustments</b>	<b>-13 789</b>	<b>-11 578</b>
<b>Capex intangible assets</b>		
Intersegment margin eliminations on intangible assets	-16 200	-
<b>Capex intangible assets adjustments</b>	<b>-16 200</b>	<b>-</b>

## Revenue by product application

in thousands of €	2014	2015	Variance (%)
<b>Net sales</b>			
<i>Rubber reinforcement products</i>	1 205 565	1 503 081	24.7%
<i>Other steel wire products</i>	1 851 473	2 004 759	8.3%
<i>Stainless products</i>	143 494	153 257	6.8%
<i>Other</i>	15 182	9 984	-34.2%
<b>Total</b>	<b>3 215 714</b>	<b>3 671 081</b>	<b>14.2%</b>

Rubber reinforcement products include tire cord, bead wire and hose reinforcement wire. Other steel wire products include industrial steel wires, specialty steel wires (including stainless wires), building products, ropes and sawing wire. Stainless products include fibers and combustion products for heating and drying. In 2015, belt cord and steel cord fabric were moved from Rubber reinforcement products to Other steel wire products (ropes).

All product groups are sold in all segments. The product mix is very similar in EMEA and North America, while in Asia Pacific rubber reinforcement products are predominant, whereas in Latin America other steel wire products make up the largest part of the business.

## Additional information by country

The table below shows the relative importance of Belgium (i.e. the country of domicile), Chile, China, the USA and Slovakia for Bekaert in terms of revenues and non-current assets (i.e. intangible assets, goodwill, property, plant and equipment).

in thousands of €	2014	% of total	2015	% of total
Net sales from Belgium	290 236	9%	326 590	9%
Net sales from Chile	282 441	9%	312 832	9%
Net sales from China	680 904	21%	746 433	20%
Net sales from USA	495 412	15%	536 905	15%
Net sales from Slovakia	263 140	8%	276 089	8%
Net sales from other countries	1 203 581	38%	1 472 232	39%
<b>Total net sales</b>	<b>3 215 714</b>	<b>100%</b>	<b>3 671 081</b>	<b>100%</b>
Non-current assets located in Belgium	108 678	7%	114 319	7%
Non-current assets located in Chile	100 852	7%	96 475	6%
Non-current assets located in China	581 896	38%	568 863	35%
Non-current assets located in USA	91 876	6%	137 566	8%
Non-current assets located in Slovakia	156 345	10%	151 732	9%
Non-current assets located in other countries	509 726	32%	566 646	35%
<b>Total non-current assets</b>	<b>1 549 373</b>	<b>100%</b>	<b>1 635 601</b>	<b>100%</b>

## 5. Income statement items and other comprehensive income

### 5.1. Operating result (EBIT) by function

in thousands of €	2014	2015	variance
Sales	3 215 714	3 671 081	455 367
Cost of sales	-2 729 995	-3 072 673	-342 678
<b>Gross profit</b>	<b>485 719</b>	<b>598 408</b>	<b>112 689</b>
Selling expenses	-138 126	-156 106	-17 980
Administrative expenses	-126 894	-150 005	-23 111
Research and development expenses	-59 261	-64 597	-5 336
Other operating revenues	21 978	17 120	-4 858
Other operating expenses	-19 009	-21 931	-2 922
<b>Operating result before non-recurring items (REBIT)</b>	<b>164 407</b>	<b>222 889</b>	<b>58 482</b>
Non-recurring items	6 847	-2 769	-9 616
<b>Operating result (EBIT)</b>	<b>171 254</b>	<b>220 120</b>	<b>48 866</b>

Sales and gross profit in thousands of €	2014	2015	variance (%)
Sales	3 215 714	3 671 081	14.2%
Cost of sales	-2 729 995	-3 072 673	12.6%
<b>Gross profit</b>	<b>485 719</b>	<b>598 408</b>	<b>23.2%</b>
Gross profit in % of sales	15.1%	16.3%	

Bekaert's consolidated sales increased by 14.2% versus last year. The net impact of this year's acquisitions (integration of Pirelli's steel cord plants, Arrium's ropes business in Australia and the step acquisition of BOSFA Pty Ltd) and divestments (Carding Solutions activities) explained 9.1% of the sales increase. Favorable currency movements (8.4%) (mainly related to CNY and USD) further strengthened this evolution. The organic growth of 1.5% over the year was the result of positive price-mix effects (+3.8%), a slight volume decline (-1.3%) and minor price erosion (-1.0%). Top line growth was tempered by significantly lower raw material prices (-4.7%), passed on to our customers.

Gross profit increased by 23.2% compared to 2014. While the biggest part of this positive evolution is due to the contribution of the newly acquired businesses (+10.2%) and positive currency movements (8.5%), the organic business in EMEA continued to contribute positively. The other segments contributed positively as well, though to a lesser degree.

Overheads in thousands of €	2014	2015	variance (%)
Selling expenses	-138 126	-156 106	13.0%
Administrative expenses	-126 894	-150 005	18.2%
Research and development expenses	-59 261	-64 597	9.0%
<b>Total</b>	<b>-324 281</b>	<b>-370 708</b>	<b>14.3%</b>

Apart from the impact of currency movements, the increase in selling expenses mainly relates to the movement in bad debt provisions in 2015, while this was not the case in 2014. Administrative expenses increased due to the acquisitions and the incurred expenses related to the realized and anticipated acquisition transactions. Research and development expenses increased due to the acquisitions.

Other operating revenues in thousands of €	2014	2015	variance
Royalties received	10 189	9 227	-962
Gains on disposal of PP&E and intangible assets	478	610	132
Realized exchange results on sales and purchases	2 146	-950	-3 096
Government grants	5 084	415	-4 669
Miscellaneous	4 081	7 818	3 737
<b>Total</b>	<b>21 978</b>	<b>17 120</b>	<b>-4 858</b>

Government grants mainly relate to subsidies in China. There are no indications that the conditions attached to those grants will not be complied with in the future and therefore it is not expected that subsidies may have to be refunded. Miscellaneous contains the compensations received for claims which increased with € 1.6 million in 2015.

<b>Other operating expenses</b> in thousands of €	<b>2014</b>	<b>2015</b>	<b>variance</b>
Losses on disposal of PP&E and intangible assets	-1 597	-1 970	-373
Amortization of intangible assets	-474	-2 970	-2 496
Bank charges	-2 475	-3 019	-544
Tax related expenses (other than income taxes)	-3 112	-2 705	407
Miscellaneous	-11 351	-11 267	84
<b>Total</b>	<b>-19 009</b>	<b>-21 931</b>	<b>-2 922</b>

The increase in amortization of intangible assets is due to the intangible assets acquired as part of the business combinations with Pirelli and Maccaferri.

<b>Non-recurring items</b> in thousands of €		<b>2014</b>	<b>2015</b>	<b>variance</b>
Restructuring - impairment losses	(a)	-6 971	-1 930	5 041
Restructuring - other revenues	(b)	3 673	5 005	1 332
Restructuring - other expenses	(b)	-6 289	-24 863	-18 574
Other impairment losses	(a)	-6 853	-9 196	-2 343
Gains on business disposals	(c)	310	16 553	16 243
Losses on business disposals	(c)	-1 474	-3 292	-1 818
Gains on step acquisitions	(c)	1 804	-	-1 804
Losses on step acquisitions	(c)	-	-1 098	-1 098
Negative goodwill on business combinations	(c)	10 893	340	-10 553
Other revenues	(d)	30 815	45 029	14 214
Other expenses	(d)	-19 061	-29 317	-10 256
<b>Total</b>		<b>6 847</b>	<b>-2 769</b>	<b>-9 616</b>

Non-recurring items amounted to € -2.8 million compared with € +6.8 million last year.

- (a) In 2015, a net impairment loss of € -11.1 million was recorded. This amount includes the impairment losses of the Industrial Steel Wire business in China. Further impairment losses have been recorded as a consequence of the decision to step out of the external round stainless steel wire market, mainly affecting assets located in India.
- (b) The restructuring and closure programs announced in previous years were further implemented resulting in additional costs after write-backs of provisions recorded in the previous years. Moreover 'Other revenues' also relate to the result on asset divestments (mainly Canada), while 'Other expenses' include write-down on inventories in businesses under restructuring, as well as the impact of further adjusting the Group overheads.
- (c) In 2015, the Group sold its Carding Solutions activities to Groz-Beckert, resulting in a net gain (after recycling of CTA loss) of € 9.5 million. Furthermore a net gain (after recycling of CTA gain) was recognized on the loss of control in Bekaert (Xinyu) New Materials Co Ltd and the loss of joint control in Bekaert Xinyu Metal Products Co Ltd. Finally the Group also executed a step acquisition of BOSFA Pty Ltd (Australia), resulting in a net loss of € -1.1 million.
- (d) 'Other revenues' mainly report the outcome of the final assessment on the compensations from the insurance company following the fire in the Rome plant (USA) in 2014, while 'Other expenses' relate to business interruption losses.

## 5.2. Operating result (EBIT) by nature

The table below provides information on the major items contributing to the operating result (EBIT), categorized by nature.

in thousands of €	2014		2015	
Sales	3 215 714	100%	3 671 081	100%
Non-recurring revenues	47 495	-	66 927	-
Other operating revenues	21 978	-	17 120	-
<b>Total operating revenues</b>	<b>3 285 187</b>	<b>-</b>	<b>3 755 128</b>	<b>-</b>
Own construction of PP&E	48 800	1.5%	53 014	1.4%
Raw materials	-1 242 818	-38.6%	-1 279 035	-34.8%
Semi-finished products and goods for resale	-246 866	-7.7%	-256 000	-7.0%
Change in work-in-progress and finished goods	38 795	1.2%	-15 031	-0.4%
Staff costs	-610 121	-19.0%	-742 856	-20.2%
Depreciation and amortization	-164 610	-5.1%	-208 401	-5.7%
Impairment losses	-16 962	-0.5%	-13 262	-0.4%
Transport and handling of finished goods	-151 649	-4.7%	-165 922	-4.5%
Consumables and spare parts	-219 200	-6.8%	-260 683	-7.1%
Utilities	-219 001	-6.8%	-264 203	-7.2%
Maintenance and repairs	-52 430	-1.6%	-60 260	-1.6%
Expenses operating leases	-20 406	-0.6%	-23 286	-0.6%
Commissions in selling expenses	-3 414	-0.1%	-3 690	-0.1%
Export VAT and export customs duty	-28 842	-0.9%	-30 428	-0.8%
ICT costs	-25 074	-0.8%	-29 595	-0.8%
Advertising and sales promotion	-6 792	-0.2%	-7 203	-0.2%
Travel, restaurant & hotel	-33 760	-1.0%	-25 239	-0.7%
Consulting and other fees	-25 725	-0.8%	-40 456	-1.1%
Office supplies and equipment	-11 425	-0.4%	-12 863	-0.4%
Venture capital funds R&D	-982	0.0%	-1 819	0.0%
Temporary or external labor	-20 696	-0.6%	-25 619	-0.7%
Insurance expenses	-6 459	-0.2%	-8 768	-0.2%
Miscellaneous	-94 296	-2.9%	-113 403	-3.1%
<b>Total operating expenses</b>	<b>-3 113 933</b>	<b>-96.8%</b>	<b>-3 535 008</b>	<b>-96.3%</b>
<b>Operating result (EBIT)</b>	<b>171 254</b>	<b>5.3%</b>	<b>220 120</b>	<b>6.0%</b>

### 5.3. Interest income and expense

in thousands of €	2014	2015
Interest income on financial assets not classified as at FVTPL	5 291	8 585
<b>Interest income</b>	<b>5 291</b>	<b>8 585</b>
<i>Interest expense on interest-bearing debt not classified as at FVTPL</i>	<i>-54 801</i>	<i>-55 864</i>
<i>Other debt-related interest expense</i>	<i>-7 336</i>	<i>-8 123</i>
Interest expense	-62 137	-63 987
Interest element of interest-bearing provisions	-6 078	-6 954
<b>Interest expense</b>	<b>-68 215</b>	<b>-70 941</b>
<b>Total</b>	<b>-62 924</b>	<b>-62 356</b>

The higher average gross debt during 2015 was compensated by a lower average interest rate. Interest expense on interest-bearing debt not classified as at fair value through profit or loss (FVTPL) relates to all debt instruments of the Group, other than hedging instruments and interest-rate risk mitigating derivatives designated as economic hedges.

The interest element of interest-bearing provisions mainly relates to the defined-benefit liability (see note 6.15. 'Employee benefit obligations').

### 5.4. Other financial income and expenses

in thousands of €	2014	2015
<i>Value adjustments to derivatives</i>	<i>-18 991</i>	<i>14 973</i>
<i>Value adjustments to hedged items</i>	<i>4 829</i>	<i>-2 424</i>
<i>Exchange results on hedged items</i>	<i>23 749</i>	<i>-29 784</i>
Net impact of derivatives and hedged items	9 587	-17 235
Other exchange results	-6 213	-7 172
Impairment losses on available-for-sale financial assets	-157	-302
Inflation accounting effects	2 655	5 280
Gains and losses on disposal of financial assets	-	-76
Dividends from non-consolidated equity investments	147	742
Bank charges and taxes on financial transactions	-2 877	-5 388
Impairments of loans and receivables	-6 039	-9 235
Other	-833	-425
<b>Total</b>	<b>-3 730</b>	<b>-33 811</b>

Value adjustments include changes in the fair value of all derivatives, other than those designated as cash flow hedges, and of all debt hedged by fair value hedges. A fair value gain of € 2.1 million has been recognized in 2015 (2014: gain of € 13.4 million) on the conversion option relating to the convertible debt issued in June 2014 (refer to the 'Financial instruments by fair value measurement hierarchy' section in note 7.3. 'Financial risk management and financial derivatives'). The net impact of derivatives and hedged items presented here does not include any impacts recognized in other income statement elements, such as interest expense, cost of sales or other operating revenues and expenses. For more details on the impact of derivatives and hedged items, refer to note 7.3. 'Financial risk management and financial derivatives'.

Inflation accounting effects relate to the Venezuelan operations. An impairment loss of € 9.2 million was recognized on receivables from the Venezuelan authorities (2014: € 5.7 million). Bank charges and taxes on financial transactions included a stamp duty of € 3.2 million on the business combination with Arrium (cf. note 7.2. 'Effect of business combinations and disposals').

## 5.5. Income taxes

in thousands of €	2014	2015
Current income taxes - current year	-57 142	-55 725
Current income taxes - prior periods	-135	2 473
Deferred taxes - due to changes in temporary differences	15 570	16 518
Deferred taxes - due to changes in tax rates	-669	347
<b>Total tax expense</b>	<b>-42 376</b>	<b>-36 387</b>

### Relationship between tax expense and accounting profit

In the table below, accounting profit is defined as the result before taxes.

in thousands of €	2014	2015
Accounting profit	104 600	123 953
Tax expense at the theoretical domestic rates applicable to results of taxable entities in the countries concerned	-28 857	-27 086
Tax expense related to distribution of retained earnings	-2 171	-1 965
Total theoretical tax expense	-31 028	-29 051
Theoretical tax rate <sup>1</sup>	-29.7%	-23.4%
Tax effect of:		
Non-deductible items	-10 991	-16 903
Other tax rates and special tax regimes	4 766	139
Non-recognition of deferred tax assets <sup>2</sup>	-12 205	-21 849
Utilization of deferred tax assets not previously recognized <sup>3</sup>	8 566	34 684
Tax relating to prior periods	-8 687	2 473
Exempted income <sup>4</sup>	4 589	2 432
Other <sup>5</sup>	2 614	-8 312
<b>Total tax expense</b>	<b>-42 376</b>	<b>-36 387</b>
Effective tax rate	-40.5%	-29.4%

<sup>1</sup> The theoretical tax rate is computed as a weighted average. The decrease in 2015 vs 2014 is mainly generated by higher profit before tax in countries with lower tax rates.

<sup>2</sup> In 2015 as well as in 2014, the non-recognition of deferred tax assets mainly relates to losses in China, Malaysia and India.

<sup>3</sup> Includes in 2015 an effect of € 20.1 million of a reorganization in anticipation of the Bridon Bekaert Ropes Group transaction generating taxable profits in the foreseeable future.

<sup>4</sup> Relates in 2015 mainly to the disposal of the Carding Solutions activities and the deconsolidation as a consequence of the loss of control in Bekaert (Xinyu) New Materials Co Ltd (formerly a subsidiary) and the loss of joint control in Bekaert Xinyu Metal Products Co Ltd (formerly a joint venture).

<sup>5</sup> Includes in 2015 € -5.0 million taxes related to a gain on an intercompany share transfer in Chile.



## 5.6. Share in the results of joint ventures and associates

Despite the ailing economy, the Brazilian joint ventures managed to record comparable or even better operating results than last year but their net results in euros came out lower due the substantial depreciation of the real. Additional information relating to the Brazilian joint ventures is provided under note 6.4. 'Investments in joint ventures and associates'.

The result presented for BOSFA in 2015 relates to the first five months of the year, since Bekaert acquired the remaining interests on 12 June (cf. note 7.2. 'Effect of business combinations and disposals').

As Bekaert lost control in Bekaert (Xinyu) New Materials Co Ltd on 1 April, retaining only a significant influence, this former subsidiary has been accounted for using the equity method as from that date. In addition to its ongoing operating losses, its results went further down by non-recurring impairment losses on production equipment recognized in the fourth quarter.

in thousands of €		2014	2015
<b>Joint ventures</b>			
BOSFA Pty Ltd	Australia	183	43
Belgo Bekaert Arames Ltda	Brazil	26 754	21 725
BMB-Belgo Mineira Bekaert Artefatos de Arame Ltda	Brazil	-368	2 543
Bekaert (Xinyu) New Materials Co Ltd	China	-	-4 404
Bekaert Xinyu Metal Products Co Ltd	China	-1 239	-1 587
<b>Total</b>		<b>25 330</b>	<b>18 320</b>

## 5.7. Earnings per share

2015	Number
<b>Weighted average number of ordinary shares (basic)</b>	<b>55 841 843</b>
Dilution effect of subscription rights and options	218 834
Dilution effect of convertible bond issued in 2014	-
<b>Weighted average number of ordinary shares (diluted)</b>	<b>56 060 677</b>

in thousands of €	Basic	Diluted
Result for the period attributable to the Group and to ordinary shareholders	101 969	101 969
Effect on earnings of convertible bond issued in 2014 <sup>1</sup>	-	-
<b>Earnings</b>	<b>101 969</b>	<b>101 969</b>
<b>Earnings per share (in €)</b>	<b>1.826</b>	<b>1.819</b>

<sup>1</sup> Not to be reported if the effect of the convertible bond is anti-dilutive, i.e. if its effect is such that it would improve the EPS (see below).

Earnings per share ('EPS') is the amount of post-tax profit attributable to each share. Basic EPS is calculated as the result for the period attributable to the Group divided by the weighted average number of shares outstanding during the year. Diluted EPS reflects any commitments the Group has to issue shares in the future. These comprise subscription rights, options and the convertible bond issued in June 2014. Subscription rights and options are only dilutive to the extent that their exercise price is lower than the average closing price of the period. The dilution effect of subscription rights and options is limited to the weighted average number of shares to be used in the denominator of the EPS ratio; there is no effect on the earnings to be used in the numerator of the EPS ratio. The convertible bond tends to affect both the denominator and the numerator of the EPS ratio. The dilution effect of the convertible bond on the earnings (to be used in the numerator of the EPS ratio) consists of a reversal of all income and expenses directly related to the convertible bond and having affected the 'basic' earnings for the period. Following income statement items were affected by the convertible bond:

- the effective interest expense of € -8.3 million (2014: € -4.4 million),
- transaction costs (only in 2014: € -0.3 million) and
- fair value gains of € 2.1 million on the derivative liability representing the conversion option (2014: € 13.4 million).

The convertible bond was anti-dilutive in 2015, since it caused the diluted EPS ratio to improve. To calculate the impact, it is assumed that all dilutive subscription rights and options are exercised and that the conversion option of the convertible bond is exercised in its entirety at the beginning of the period, or, if the instruments were issued during the period, at the issue date. The features of the conversion option are such that only the share price increase over and above the conversion price is convertible into shares, and that Bekaert has a call option on the

conversion option when the share price exceeds the conversion price by 32.5%. The amount of shares to be converted has thus been capped at 1 868 033. Consequently, management decided to buy back as many shares (1 868 033) as could possibly be converted to counter any dilution effect resulting from the convertible bond issuance. The buy-back program started in June 2014 and was finalized by the end of September 2014.

2014	Number
<b>Weighted average number of ordinary shares (basic)</b>	<b>57 599 873</b>
Dilution effect of subscription rights and options	274 966
Dilution effect of convertible bond issued in 2014	1 001 473
<b>Weighted average number of ordinary shares (diluted)</b>	<b>58 876 312</b>

in thousands of €	Basic	Diluted
Result for the period attributable to the Group and to ordinary shareholders	87 176	87 176
Effect on earnings of convertible bond issued in 2014 <sup>1</sup>	-	-8 668
<b>Earnings</b>	<b>87 176</b>	<b>78 508</b>
<b>Earnings per share (in €)</b>	<b>1.513</b>	<b>1.333</b>

<sup>1</sup> Not to be reported if the effect of the convertible bond is anti-dilutive, i.e. if its effect is such that it would improve the EPS (see below).

The weighted average closing price during 2015 was € 26.12 per share (2014: € 27.15 per share). The following options and subscription rights were out of the money, and therefore antidilutive, for the period presented:

Antidilutive instruments	Date granted	Exercise price (in €)	Number granted	Number outstanding
SOP2 - options	19.02.2007	30.175	37 500	10 000
SOP2 - options	18.02.2008	28.335	43 500	19 500
SOP2 - options	15.02.2010	33.990	49 500	49 500
SOP 2005-2009 - subscription rights	19.02.2007	30.175	153 810	9 670
SOP 2005-2009 - subscription rights	18.02.2008	28.335	229 200	118 850
SOP 2005-2009 - subscription rights	15.02.2010	33.990	225 450	172 950
SOP 2010-2014 - options	14.02.2011	77.000	360 925	314 925

For more information about subscription rights and options, please refer to 6.12. 'Ordinary shares, treasury shares, subscription rights, share options and performance shares'.

## 6. Balance sheet items

### 6.1. Intangible assets

Cost in thousands of €	Licenses, patents & similar rights	Computer software	Rights to use land	Develop- ment costs	Other	Total
As at 1 January 2014	8 691	64 791	64 684	19	16 057	154 242
Expenditure	15 021	5 138	1 149	-	443	21 752
Disposals and retirements	-	-420	-	-	-86	-506
Transfers <sup>1</sup>	-284	272	-	-	-	-12
New consolidations	-	2	-	-	6 010	6 012
Exchange gains and losses (-)	54	1 900	7 023	-	1 657	10 634
<b>As at 31 December 2014</b>	<b>23 483</b>	<b>71 683</b>	<b>72 856</b>	<b>19</b>	<b>24 081</b>	<b>192 121</b>
As at 1 January 2015	23 483	71 683	72 856	19	24 081	192 121
Expenditure	26	5 389	194	-	259	5 868
Disposals and retirements	-23	-601	-16	-	-79	-719
Transfers <sup>1</sup>	-	119	7 738	-	-	7 857
New consolidations	674	258	5 843	-	919	7 694
Deconsolidations	-425	-20	-2 703	-	-353	-3 501
Exchange gains and losses (-)	9	1 533	3 850	-	1 497	6 889
<b>As at 31 December 2015</b>	<b>23 744</b>	<b>78 360</b>	<b>87 762</b>	<b>19</b>	<b>26 324</b>	<b>216 208</b>

#### Accumulated amortization and impairment

As at 1 January 2014	8 138	52 854	8 788	19	13 399	83 198
Charge for the year	168	4 827	1 330	-	955	7 280
Impairment losses	-	116	-	-	-	116
Disposals and retirements	-	-420	-	-	-86	-506
Exchange gains (-) and losses	44	1 501	1 039	-	1 363	3 947
<b>As at 31 December 2014</b>	<b>8 350</b>	<b>58 878</b>	<b>11 157</b>	<b>19</b>	<b>15 631</b>	<b>94 034</b>
As at 1 January 2015	8 350	58 878	11 157	19	15 631	94 034
Charge for the year	1 647	4 160	1 751	-	2 154	9 712
Impairment losses	-	11	1 534	-	241	1 786
Disposals and retirements	-23	-601	-	-	-79	-703
Deconsolidations	-425	-18	-537	-	-352	-1 332
Exchange gains (-) and losses	33	1 240	719	-	1 271	3 263
<b>As at 31 December 2015</b>	<b>9 582</b>	<b>63 670</b>	<b>14 624</b>	<b>19</b>	<b>18 866</b>	<b>106 760</b>
<b>Carrying amount as at 31 December 2014</b>	<b>15 133</b>	<b>12 805</b>	<b>61 699</b>	<b>-</b>	<b>8 450</b>	<b>98 087</b>
<b>Carrying amount as at 31 December 2015</b>	<b>14 162</b>	<b>14 690</b>	<b>73 138</b>	<b>-</b>	<b>7 458</b>	<b>109 448</b>

<sup>1</sup> Total transfers equal zero when aggregating the balances of 'Intangible assets' and 'Property, plant and equipment' (see note 6.3.).

The software expenditure mainly relates to the Satellite project (sales and outbound logistics), the MES project (Manufacturing Excellence System) and ERP software (SAP).

As for the rights to use land, the new consolidations in 2015 relate to the acquisition of the Pirelli Steelcord plant in Jining (China) whereas the deconsolidations mainly relate to the loss of control of Bekaert (Xinyu) New Materials Co Ltd (see note 7.2. 'Effect of business combinations and business disposals'). The transfer relates to a reclassification of rights to use land from Property, plant & equipment.

No intangible assets have been identified as having an indefinite useful life at the balance sheet date.

## 6.2. Goodwill

This note relates only to goodwill on acquisition of subsidiaries. Goodwill in respect of joint ventures and associates is disclosed in note 6.4. 'Investments in joint ventures and associates'.

<b>Cost</b> in thousands of €	<b>2014</b>	<b>2015</b>
As at 1 January	35 566	38 018
Increases	784	16 701
Deconsolidation	-	-1 010
Exchange gains and losses (-)	1 668	268
<b>As at 31 December</b>	<b>38 018</b>	<b>53 977</b>

<b>Impairment losses</b> in thousands of €	<b>2014</b>	<b>2015</b>
As at 1 January	19 197	19 535
Deconsolidation	-	-1 010
Exchange gains (-) and losses	338	-247
<b>As at 31 December</b>	<b>19 535</b>	<b>18 278</b>
<b>Carrying amount as at 31 December</b>	<b>18 483</b>	<b>35 699</b>

In 2015, the completion of the business combination with Pirelli resulted in an additional goodwill of € 3.5 million being recognized. On the acquisition of Arrium's ropes business in Australia, a goodwill of € 13.2 million was recorded. The step acquisition of BOSFA Pty Ltd in Australia results in a negative goodwill of € 0.3 million which is recognized through income statement. The net effect on goodwill of the deconsolidation of the Carding Solutions activities in 2015 is zero, as the related goodwill was already fully impaired at the time of disposal of this cash-generating unit.

More information about the goodwill calculation is provided in note 7.2. 'Effect of business combinations and business disposals'.

In 2014, the increase of goodwill was a consequence of new business combinations which relate to the commercial partnership with Maccaferri for underground solutions (€ 0.1 million) and the acquisition of Pirelli's steel cord plants (€ 0.7 million – provisional amount). The business combination with ArcelorMittal in Costa Rica, Brazil and Ecuador resulted in a negative goodwill of € 10.9 million which was recognized through income statement.

### Goodwill by cash-generating unit (CGU)

Goodwill acquired in a business combination is allocated on acquisition to the cash-generating units (CGU) that are expected to benefit from that business combination. The carrying amount of goodwill and any related movements of the period have been allocated as follows:

<b>Segment</b> in thousands of €	<b>Group of cash-generating units</b>	<b>Carrying amount</b> <b>1 Jan 2014</b>	<b>Increases</b>	<b>Impairments</b>	<b>Exchange differences</b>	<b>Carrying amount</b> <b>31 Dec 2014</b>
<b>Subsidiaries</b>						
EMEA	Cold Drawn Products Ltd	2 685	-	-	189	2 874
EMEA	Combustion - heating	3 027	-	-	-	3 027
EMEA	Building Products	-	71	-	-	71
EMEA	Rubber Reinforcement	-	713	-	-	713
North America	Orrville plant (USA)	8 505	-	-	1 157	9 662
Latin America	Inchalam group	876	-	-	-16	860
Latin America	Bekaert Ideal SL companies	844	-	-	-	844
Asia Pacific	Bekaert (Qingdao) Wire Products Co Ltd	385	-	-	-	385
Asia Pacific	Bekaert-Jiangyin Wire Products Co Ltd	47	-	-	-	47
Asia Pacific	Bekaert Wire Ropes Pty Ltd	-	-	-	-	-
<b>Subtotal</b>		<b>16 369</b>	<b>784</b>	<b>-</b>	<b>1 330</b>	<b>18 483</b>
<b>Joint ventures and associates</b>						
Latin America	Belgo Bekaert Arames Ltda	4 614	-	-	53	4 667
<b>Subtotal</b>		<b>4 614</b>	<b>-</b>	<b>-</b>	<b>53</b>	<b>4 667</b>
<b>Total</b>		<b>20 983</b>	<b>784</b>	<b>-</b>	<b>1 383</b>	<b>23 150</b>

Segment in thousands of €	Group of cash-generating units	Carrying amount			Exchange differences	Carrying amount 31 Dec 2015
		1 Jan 2015	Increases	Impairments		
<b>Subsidiaries</b>						
EMEA	Cold Drawn Products Ltd	2 874	-	-	176	3 050
EMEA	Combustion - heating	3 027	-	-	-	3 027
EMEA	Building Products	71	-	-	-	71
EMEA	Rubber Reinforcement	713	3 542	-	-	4 255
North America	Orrville plant (USA)	9 662	-	-	1 112	10 774
Latin America	Inchalam group	860	-	-	-40	820
Latin America	Bekaert Ideal SL companies	844	-	-	-	844
Asia Pacific	Bekaert (Qingdao) Wire Products Co Ltd	385	-	-	-	385
Asia Pacific	Bekaert-Jiangyin Wire Products Co Ltd	47	-	-	-	47
Asia Pacific	Bekaert Wire Ropes Pty Ltd	-	13 160	-	-734	12 426
<b>Subtotal</b>		<b>18 483</b>	<b>16 702</b>	<b>-</b>	<b>514</b>	<b>35 699</b>
<b>Joint ventures and associates</b>						
Latin America	Belgo Bekaert Arames Ltda	4 667	-	-	-1 181	3 486
<b>Subtotal</b>		<b>4 667</b>	<b>-</b>	<b>-</b>	<b>-1 181</b>	<b>3 486</b>
<b>Total</b>		<b>23 150</b>	<b>16 702</b>	<b>-</b>	<b>-667</b>	<b>39 185</b>

Cash-generating units to which goodwill has been allocated are tested for impairment at least annually on the basis of their value in use, applying the following assumptions:

- The time horizon is normally 12 years (average lifetime of equipment) but can differ case by case.
- The future free cash flows are based on the latest budgeting/planning exercises for the coming 3 years. In the budgeting exercise the key assumptions relate to sales forecasts which mainly reflect regional industrial GDP evolution, and margin evolutions taking into account agreed action plans. All cash flows thereafter are extrapolations made by the management of the cash-generating unit. Given the uncertain outlook in the mid-term, the Group takes a conservative approach on extrapolations, not exceeding the appropriate market related growth rate. No cost structure improvements are taken into account unless they can be substantiated.
- The future cash flows are based on the assets in their current condition and do not include future restructuring not yet committed or future capital expenditures improving or enhancing the assets in excess of their originally assessed standard of performance. Only that capital expenditure required to maintain the assets in good working order is included. The cash outflows relating to working capital are calculated as a percentage of incremental sales based on the past performance of the specific cash-generating unit.
- The discount factor is based on a (long-term) pre-tax cost of capital, the risks being implicit in the cash flows. A weighted average cost of capital (WACC) is determined for euro, US dollar and Chinese renminbi regions. For countries with a higher perceived risk, the WACC is raised with a country risk factor. The WACC is pre-tax based, since relevant cash flows are also pre-tax based. Similarly, it is stated in real terms (without inflation), since cash flows are also stated in real terms. In determining the weight of the cost of debt vs. the cost of equity, a target gearing (net debt relative to equity) of 50% is used. The discount factors are reviewed at least annually.

Discount rates for impairment testing		Euro region	USD region	CNY region
<b>Group target ratio's</b>				
Gearing: net debt/equity	50%			
% debt	33%			
% equity	67%			
% LT debt	75%			
% ST debt	25%			
<b>Cost of Bekaert debt</b>				
Long term interest rate		3.7%	4.1%	6.4%
Short term interest rate		2.0%	2.0%	6.0%
<b>Cost of Bekaert equity</b>				
	$= R_f + \beta \cdot E_m$	8.4%	9.8%	12.4%
Risk free rate= $R_f$		1.0%	2.3%	4.9%
Beta = $\beta$	1.2			
Market equity risk premium= $E_m$	6.2%			
<b>Corporate tax rate</b>				
	27%			
<b>Cost of equity before tax</b>				
		11.5%	13.4%	16.9%
<b>WACC - nominal</b>				
		8.9%	10.3%	13.4%
Expected inflation				
		1.3%	1.7%	2.1%
<b>WACC in real terms</b>				
		7.6%	8.6%	11.3%

Based on current knowledge, reasonable changes in key assumptions (including discount rate, sales and margin evolution) would not generate impairments for any of the cash-generating units for which goodwill has been allocated.

### 6.3. Property, plant and equipment

Cost in thousands of €	Land and buildings	Plant, machinery and equipment	Furniture and vehicles	Finance leases	Other PP&E	Assets under construc- tion	Total
As at 1 January 2014	896 869	2 223 839	90 445	8 425	5 070	67 589	3 292 237
Expenditure	21 871	89 433	5 347	1 373	833	16 390	135 247
Disposals and retirements	-3 144	-146 445	-7 055	-	-	-1 588	-158 232
New consolidations	80 544	78 597	707	-	157	2 535	162 540
Transfers <sup>1</sup>	-	-	-	-	-	12	12
Exchange gains and losses (-)	52 051	147 716	4 769	-61	70	5 263	209 809
Inflation effects on opening balances	1 659	1 921	206	-	-	116	3 901
Other inflation effects	-	-	-	-	-	22	22
<b>As at 31 December 2014</b>	<b>1 049 850</b>	<b>2 395 062</b>	<b>94 418</b>	<b>9 738</b>	<b>6 129</b>	<b>90 339</b>	<b>3 645 537</b>
As at 1 January 2015	1 049 850	2 395 062	94 418	9 738	6 129	90 339	3 645 537
Expenditure	31 088	125 478	7 584	2 319	2 156	4 606	173 231
Disposals and retirements	-15 242	-16 486	-8 389	-	-434	-2	-40 553
New consolidations	48 939	30 210	1 573	-	-	343	81 065
Deconsolidations	-18 299	-30 680	-1 513	-	-750	-5 638	-56 880
Transfers <sup>1</sup>	-	-	-	-	-	-7 857	-7 857
Exchange gains and losses (-)	27 546	108 619	3 250	-356	108	3 510	142 677
Inflation effects on opening balances	1 952	2 326	237	-	-	7	4 522
Other inflation effects	-	-	-	-	-	45	45
<b>As at 31 December 2015</b>	<b>1 125 834</b>	<b>2 614 529</b>	<b>97 160</b>	<b>11 701</b>	<b>7 209</b>	<b>85 354</b>	<b>3 941 787</b>
<b>Accumulated depreciation and impairment</b>							
As at 1 January 2014	388 714	1 576 692	73 835	1 421	2 855	-	2 043 516
Charge for the year	34 308	111 077	7 823	227	499	-	153 934
Impairment losses	290	17 803	176	-	-	-	18 270
Reversal impairment losses and depreciations	-9	-1 383	-32	-	-	-	-1 423
Disposals and retirements	-2 353	-143 332	-6 797	-	-	-	-152 482
Transfers <sup>1</sup>	2	-1	-	-	-	-	-
Exchange gains (-) and losses	24 334	101 683	3 994	38	-	-	130 049
Inflation effects on opening balances	405	931	157	-	-	-	1 493
<b>As at 31 December 2014</b>	<b>445 691</b>	<b>1 663 470</b>	<b>79 156</b>	<b>1 686</b>	<b>3 354</b>	<b>-</b>	<b>2 193 357</b>
As at 1 January 2015	445 691	1 663 470	79 156	1 686	3 354	-	2 193 357
Charge for the year	42 002	141 470	7 531	340	433	-	191 776
Impairment losses	2 064	10 750	132	-	-	-	12 946
Reversal impairment losses and depreciations	-29	-1 520	-99	-	-	-	-1 648
Disposals and retirements	-13 556	-16 855	-7 800	-	-64	-	-38 275
Transfers <sup>1</sup>	47	-60	16	-	-2	-	-
Deconsolidations	-3 708	-14 738	-1 229	-	-145	-	-19 820
Exchange gains (-) and losses	19 591	78 299	2 800	-23	69	-	100 736
Inflation effects on opening balances	539	1 243	207	-	-	-	1 989
<b>As at 31 December 2015</b>	<b>492 641</b>	<b>1 862 059</b>	<b>80 714</b>	<b>2 003</b>	<b>3 645</b>	<b>-</b>	<b>2 441 061</b>

<sup>1</sup> Total transfers equal zero when aggregating the balances of 'Intangible assets' (see note 6.1.) and 'Property, plant and equipment'. In 2015, the main part relates to a reclassification of rights to use land from Property, plant & equipment to Intangible assets.

in thousands of €	Land and buildings	Plant, machinery and equipment	Furniture and vehicles	Finance leases	Other PP&E	Assets under construction	Total
<b>Carrying amount as at 31 December 2014 before investment grants and reclassification of leases</b>	<b>604 159</b>	<b>731 592</b>	<b>15 262</b>	<b>8 052</b>	<b>2 775</b>	<b>90 339</b>	<b>1 452 180</b>
Net investment grants	-7 676	-11 701	-	-	-	-	-19 377
Finance leases by asset category	7 891	15	146	-8 052	-	-	-
<b>Carrying amount as at 31 December 2014</b>	<b>604 373</b>	<b>719 907</b>	<b>15 409</b>	<b>-</b>	<b>2 775</b>	<b>90 339</b>	<b>1 432 803</b>
<b>Carrying amount as at 31 December 2015 before investment grants and reclassification of leases</b>	<b>633 193</b>	<b>752 470</b>	<b>16 447</b>	<b>9 698</b>	<b>3 564</b>	<b>85 354</b>	<b>1 500 726</b>
Net investment grants	-7 739	-2 535	-	-	-	-	-10 274
Finance leases by asset category	7 314	2 308	76	-9 698	-	-	-

The investment programs in Belgium, Chile, China, India, Indonesia, Slovakia, and United States accounted for most of the expenditure. The net exchange gain for the year (€ 41.9 million) mainly relates to assets denominated in Chinese renminbi (€ 41.0 million), US dollar (€ 30.8 million) and Brazilian real (€ -18.2 million).

The methodology for impairment testing is consistent with the one presented in note 6.2. 'Goodwill'. For new consolidations and deconsolidations, please refer to note 7.2. 'Effect of business combinations and business disposals'. The new consolidations mainly relate to the acquisition of the Pirelli steel cord plants (€ 56.7 million) and of Arrium's ropes business in Australia (€ 32.8 million) whereas the deconsolidations relate to the disposal of the Carding Solutions activities (€ 10.9 million) and the loss of control of Bekaert (Xinyu) New Materials Co Ltd (€ 26.2 million).

Inflation effects relate to the application of inflation accounting in Venezuela.

No items of PP&E are pledged as securities.



## 6.4. Investments in joint ventures and associates

The Group has no investments in entities qualified as associates.

### Investments excluding related goodwill

Carrying amount in thousands of €	2014	2015
As at 1 January	151 224	151 067
Result for the year	25 330	18 320
Dividends	-20 577	-18 682
Exchange gains and losses	3 339	-34 660
Deconsolidations	-8 030	-5 382
Other comprehensive income	-219	-30
<b>As at 31 December</b>	<b>151 067</b>	<b>110 633</b>

For an analysis of the result for the year, please refer to note 5.6. 'Share in the results of joint ventures and associates'. Substantial exchange losses in 2015 mainly originated from the depreciation of the Brazilian real. Deconsolidations in 2015 relate to the loss of significant influence in Bekaert Xinyu New Materials Co Ltd and Bekaert Xinyu Metal Products Co Ltd at year-end (see note 6.5. 'Other non-current assets') and to the step acquisition of BOSFA Pty Ltd (see note 7.2. 'Effect of business combinations and business disposals'). Deconsolidations in 2014 related to the carve-out of Bekaert Cimaf Cabos from Belgo Bekaert Arames Ltda in view of the business combination with ArcelorMittal in Costa Rica and Brazil and to the liquidation of Bekaert Faser Vertriebs GmbH.

### Related goodwill

Cost in thousands of €	2014	2015
As at 1 January	4 614	4 667
Exchange gains and losses	53	-1 181
<b>As at 31 December</b>	<b>4 667</b>	<b>3 486</b>
<b>Carrying amount of related goodwill as at 31 December</b>	<b>4 667</b>	<b>3 486</b>
<b>Total carrying amount of investments in joint ventures as at 31 December</b>	<b>155 734</b>	<b>114 119</b>

The Group's share in the equity of joint ventures is analysed as follows:

in thousands of €		2014	2015
<b>Joint ventures</b>			
BOSFA Pty Ltd <sup>1</sup>	Australia	3 393	-
Belgo Bekaert Arames Ltda	Brazil	125 806	98 621
BMB-Belgo Mineira Bekaert Artefatos de Arame Ltda	Brazil	14 224	12 012
Bekaert (Xinyu) New Materials Co Ltd <sup>2</sup>	China	-	-
Bekaert Xinyu Metal Products Co Ltd <sup>3</sup>	China	7 644	-
<b>Total for joint ventures excluding related goodwill</b>		<b>151 067</b>	<b>110 633</b>
<b>Carrying amount of related goodwill</b>		<b>4 667</b>	<b>3 486</b>
<b>Total for joint ventures including related goodwill</b>		<b>155 734</b>	<b>114 119</b>

<sup>1</sup> On 12 June 2015, Bekaert acquired control in this company (see note 7.2. 'Effect of business combinations and business disposals').

<sup>2</sup> On 1 April 2015, Bekaert lost control in this company, retaining only a significant influence. As its level of influence was no longer deemed significant, Bekaert reclassified its investment from an associate to an available-for-sale financial asset at year-end.

<sup>3</sup> On 1 April 2015, Bekaert lost joint control in this company, retaining only a significant influence. As its level of influence was no longer deemed significant, Bekaert reclassified its investment from an associate to an available-for-sale financial asset at year-end.

No major contingent assets relating to joint ventures have been identified at the balance sheet date. The main contingent liabilities identified at the balance sheet date relate to taxes at Belgo Bekaert Arames Ltda and BMB-Belgo Mineira Bekaert Artefatos de Arame Ltda. These Brazilian joint ventures have been trying to compensate ICMS tax receivables with a total carrying amount of € 6.6 million (2014: € 9.3 million). They also have been facing claims relating to ICMS credits totaling € 9.0 million (2014: € 13.4 million), ICMS incentives: nil (2014: € 1.7 million) and several other tax claims, most of which date back several years, for a total nominal amount of € 12.9 million (2014: € 12.3 million). Evidently, any potential losses resulting from the above-mentioned contingencies would only affect the Group to the extent of their interest in the joint ventures involved (i.e. 45%).

In accordance with IFRS 12, 'Disclosures of Interests in Other Entities', following information is provided on material joint ventures. The two Brazilian joint ventures have been aggregated in order to emphasize the predominance of the partnership with ArcelorMittal when analyzing the relative importance of the joint ventures.

Name of joint venture in thousands of €	Country	Proportion of ownership interest (and voting rights) held by the Group at year-end	
		2014	2015
Belgo Bekaert Arames Ltda	Brazil	45.0% (50.0%)	45.0% (50.0%)
BMB-Belgo Mineira Bekaert Artefatos de Arame Ltda	Brazil	44.5% (50.0%)	44.5% (50.0%)

Belgo Bekaert Arames Ltda manufactures and sells a wide variety of wire products mostly for industrial customers, and BMB manufactures and sells mainly wires and cables for rubber reinforcement in tires.

Brazilian joint ventures: income statement in thousands of €	2014	2015
Sales	820 208	709 597
Operating result (EBIT)	79 084	79 665
Interest income	2 780	3 998
Interest expense	-5 752	-6 447
Other financial income and expenses	-2 405	-5 899
Income taxes	-6 801	-9 391
Result for the period	66 906	61 926
Other comprehensive income for the period	-486	-73
Total comprehensive income for the period	66 420	61 853
Depreciation and amortization	20 498	18 084
EBITDA	99 582	97 749
Dividends received from the entity	20 577	18 682

Brazilian joint ventures: balance sheet in thousands of €	2014	2015
Current assets	252 426	184 355
Non-current assets	237 101	172 056
Current liabilities	-126 689	-84 319
Non-current liabilities	-52 644	-27 363
<b>Net assets</b>	<b>310 194</b>	<b>244 729</b>

Brazilian joint ventures: net debt elements in thousands of €	2014	2015
Non-current interest-bearing debt	47	-
Current interest-bearing debt	14 773	14 691
<b>Total financial debt</b>	<b>14 820</b>	<b>14 691</b>
Non-current financial receivables and cash guarantees	-24 262	-83
Cash and cash equivalents	-16 508	-13 700
<b>Net debt</b>	<b>-25 950</b>	<b>908</b>

**Brazilian joint ventures: reconciliation with carrying amount**

in thousands of €

	2014	2015
Net assets of Belgo Bekaert Arames Ltda	278 802	218 323
Proportion of the Group's ownership interest	45.0%	45.0%
Proportionate net assets	125 461	98 245
Consolidation adjustments	345	377
<b>Carrying amount of the Group's interest in Belgo Bekaert Arames Ltda</b>	<b>125 806</b>	<b>98 622</b>
Net assets of BMB-Belgo Mineira Bekaert Artefatos de Arame Ltda	31 392	26 406
Proportion of the Group's ownership interest	44.5%	44.5%
Proportionate net assets	13 969	11 751
Consolidation adjustments	255	261
<b>Carrying amount of the Group's interest in BMB-Belgo Mineira Bekaert Artefatos de Arame Ltda</b>	<b>14 224</b>	<b>12 012</b>
<b>Carrying amount of the Group's interest in the Brazilian joint ventures</b>	<b>140 030</b>	<b>110 634</b>

**Aggregate information of the other joint ventures**

in thousands of €

	2014	2015
The Group's share in the result from continuing operations	-1 057	-5 948
The Group's share of total comprehensive income	-1 057	-5 948
Aggregate carrying amount of the Group's interests in these joint ventures	11 037	-

Furthermore, the Group has no unrecognized commitments relating to its interests in joint ventures at the balance sheet date (2014: none).

## 6.5. Other non-current assets

in thousands of €	2014	2015
Non-current financial receivables and cash guarantees	19 551	9 694
Reimbursement rights and other non-current amounts receivable	8 973	8 549
Derivatives (cf. note 7.3.)	5 944	5 897
Overfunded employee benefit plans - non-current	21	7
Available-for-sale financial assets	9 979	15 626
<b>Total other non-current assets</b>	<b>44 468</b>	<b>39 773</b>

In 2014, the non-current financial receivables were mainly due to the deferred proceeds on the sale of the Industrial Coating activity in 2012, which was fully settled in 2015.

### *Available-for-sale financial assets - non-current*

Carrying amount in thousands of €	2014	2015
As at 1 January	8 713	9 979
Expenditure	21	100
Disposals	-	-123
Fair value changes	1 405	-2 001
Impairment losses	-157	-302
New consolidations	5	-
Reclassifications	-	8 007
Exchange gains and losses	-8	-34
<b>As at 31 December</b>	<b>9 979</b>	<b>15 626</b>

The available-for-sale financial assets mainly consist of the investments in:

- Shougang Concord Century Holdings Ltd, a Hong Kong Stock Exchange listed company.  
On this investment, an impairment loss of € 0.3 million has been recognized through income statement as well as a decrease in fair value (€ 2.0 million) recognized through equity during the year in accordance with IAS 39, 'Financial Instruments: Recognition and Measurement'.
- Bekaert Xinyu New Materials Co Ltd, formerly a subsidiary but accounted for using the equity method as from 1 April following its reclassification as an associate, and Bekaert Xinyu Metal Products Co Ltd, formerly a joint venture and reclassified as an associate as from 1 April, still accounted for using the equity method. At year-end both entities were reclassified as available-for-sale financial assets as the Group deemed the level of its retained influence as not even significant. Consequently, the remaining interest was restated to fair value (€ 8.0 million).

## 6.6. Deferred tax assets and liabilities

Carrying amount in thousands of €	Assets		Liabilities	
	2014	2015	2014	2015
As at 1 January	77 551	101 267	37 023	54 253
Increase or decrease via income statement	26 554	26 882	11 653	10 017
Increase or decrease via OCI	732	63	-1 355	-
New consolidations	10 487	8 174	24 580	292
Deconsolidations	-	-291	-	-
Exchange gains and losses	5 745	2 538	2 154	-3 920
Change in set-off of assets and liabilities	-19 802	-7 429	-19 802	-7 429
<b>As at 31 December</b>	<b>101 267</b>	<b>131 204</b>	<b>54 253</b>	<b>53 213</b>

### Recognized deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following items:

in thousands of €	Assets		Liabilities		Net assets	
	2014	2015	2014	2015	2014	2015
Intangible assets	7 581	7 550	6 038	6 845	1 543	705
Property, plant and equipment	39 346	45 486	47 330	44 638	-7 984	848
Financial assets	1	7	16 065	24 804	-16 064	-24 797
Inventories	10 116	10 726	4 534	2 980	5 582	7 746
Receivables	8 072	9 296	261	3 769	7 811	5 527
Other current assets	258	977	8 292	3 428	-8 034	-2 451
Employee benefit obligations	29 286	25 685	104	105	29 182	25 580
Other provisions	4 274	5 921	2 474	5 959	1 800	-38
Other liabilities	20 744	14 180	9 436	8 395	11 308	5 785
Tax deductible losses carried forward, tax credits and recoverable income taxes	21 870	59 086	-	-	21 870	59 086
<b>Tax assets / liabilities</b>	<b>141 548</b>	<b>178 914</b>	<b>94 534</b>	<b>100 923</b>	<b>47 014</b>	<b>77 991</b>
Set-off of assets and liabilities	-40 281	-47 710	-40 281	-47 710	-	-
<b>Net tax assets / liabilities</b>	<b>101 267</b>	<b>131 204</b>	<b>54 253</b>	<b>53 213</b>	<b>47 014</b>	<b>77 991</b>

The deferred taxes on property, plant and equipment mainly relate to differences in useful lives between IFRS and tax books. The deferred tax liabilities on financial assets mainly relate to temporary differences arising from undistributed profits from subsidiaries and joint ventures.

Movements in deferred tax assets and liabilities arise from the following:

2014 in thousands of €	As at 1 January	Recognized via income statement	Recognized via OCI	Acquisitions and disposals <sup>1</sup>	Exchange gains and losses	As at 31 December
<b>Temporary differences</b>						
Intangible assets	-5 031	1 679	-	5 510	-615	1 543
Property, plant and equipment	13 417	2 200	-	-24 487	886	-7 984
Financial assets	-20 761	3 833	1 066	-	-202	-16 064
Inventories	3 550	1 433	-	1 101	-502	5 582
Receivables	8 226	-1 088	-	2	671	7 811
Other current assets	-1 321	-6 628	-	-	-85	-8 034
Employee benefit obligations	20 275	5 344	1 021	1 027	1 515	29 182
Other provisions	354	-1 549	-	2 641	354	1 800
Other liabilities	9 036	1 594	-	113	565	11 308
Tax deductible losses carried forward, tax credits and recoverable income taxes	12 783	8 083	-	-	1 004	21 870
<b>Total</b>	<b>40 528</b>	<b>14 901</b>	<b>2 087</b>	<b>-14 093</b>	<b>3 591</b>	<b>47 014</b>

2015 in thousands of €	As at 1 January	Recognized via income statement	Recognized via OCI	Acquisitions and disposals <sup>1</sup>	Exchange gains and losses	As at 31 December
<b>Temporary differences</b>						
Intangible assets	1 543	-178	-	-3	-657	705
Property, plant and equipment	-7 984	-3 173	-	6 485	5 520	848
Financial assets	-16 064	-9 149	-67	-	483	-24 797
Inventories	5 582	4 429	-	-1 666	-599	7 746
Receivables	7 811	-2 627	-	-3	346	5 527
Other current assets	-8 034	5 663	-	31	-111	-2 451
Employee benefit obligations	29 182	-6 378	130	1 496	1 150	25 580
Other provisions	1 800	-2 631	-	553	240	-38
Other liabilities	11 308	-5 750	-	351	-124	5 785
Tax deductible losses carried forward, tax credits and recoverable income taxes	21 870	36 659	-	347	210	59 086
<b>Total</b>	<b>47 014</b>	<b>16 865</b>	<b>63</b>	<b>7 591</b>	<b>6 458</b>	<b>77 991</b>

<sup>1</sup> Relates in 2014 to the ArcelorMittal deal in Costa Rica, Brazil and Ecuador, the commercial partnership with Maccaferri for underground solutions and the acquisition of Pirelli's steel cord plants. In 2015 it related to the business combinations and disposals as disclosed in see note 7.2. 'Effect of business combinations and business disposals'.

**Deferred taxes related to other comprehensive income (OCI)**

<b>2014</b>			
in thousands of €	Before tax	Tax impact	After tax
Exchange differences	92 868	1 355	94 223
Inflation adjustments	1 574	-	1 574
Cash flow hedges	755	-	755
Available-for-sale investments	1 405	-289	1 116
Remeasurement gains and losses on defined-benefit plans	-28 418	1 021	-27 397
Share of OCI of joint ventures and associates	-219	-	-219
<b>Total</b>	<b>67 965</b>	<b>2 087</b>	<b>70 052</b>

<b>2015</b>			
in thousands of €	Before tax	Tax impact	After tax
Exchange differences	-16 070	-	-16 070
Inflation adjustments	1 208	-	1 208
Cash flow hedges	175	-67	108
Available-for-sale investments	-2 001	-	-2 001
Remeasurement gains and losses on defined-benefit plans	11 321	130	11 451
Share of OCI of joint ventures and associates	-30	-	-30
<b>Total</b>	<b>-5 397</b>	<b>63</b>	<b>-5 334</b>

**Unrecognized deferred tax assets**

Deferred tax assets have not been recognized in respect of the following deductible items (gross amounts):

in thousands of €	2014	2015	Variance 2015 vs 2014
Deductible temporary differences	270 086	298 863	28 777
Capital losses	14 781	26 627	11 846
Trade losses and tax credits	829 911	708 929	-120 982
<b>Total</b>	<b>1 114 778</b>	<b>1 034 419</b>	<b>-80 359</b>

**Capital losses, trade losses and tax credits by expiry date**

<b>2014</b>	Expiring within 1 year	Expiring between 1 and 5 years	Expiring after more than 5 years	Not expiring	Total
in thousands of €					
Capital losses	-	-	-	14 781	14 781
Trade losses	23 501	194 696	103 823	509 839	831 859
Tax credits	-	65 978	-	10 779	76 757
<b>Total</b>	<b>23 501</b>	<b>260 674</b>	<b>103 823</b>	<b>535 399</b>	<b>923 397</b>

<b>2015</b>	Expiring within 1 year	Expiring between 1 and 5 years	Expiring after more than 5 years	Not expiring	Total
in thousands of €					
Capital losses	-	-	-	26 627	26 627
Trade losses	13 673	154 015	71 946	604 398	844 032
Tax credits	-	57 052	-	35 942	92 994
<b>Total</b>	<b>13 673</b>	<b>211 067</b>	<b>71 946</b>	<b>666 967</b>	<b>963 653</b>

## 6.7. Operating working capital

in thousands of €	2014	2015
<i>Raw materials, consumables and spare parts</i>	223 367	199 091
<i>Work in progress and finished goods</i>	312 423	323 451
<i>Goods purchased for resale</i>	105 017	106 189
Inventories	640 807	628 731
Trade receivables	707 569	686 364
Bills of exchange received	114 117	68 005
Advances paid	24 897	15 126
Trade payables	-390 943	-456 783
Advances received	-5 106	-3 137
Remuneration and social security payables	-107 432	-117 532
Employment-related taxes	-9 298	-8 016
<b>Operating working capital</b>	<b>974 611</b>	<b>812 758</b>

Carrying amount in thousands of €	2014	2015
As at 1 January	792 836	974 611
Organic increase or decrease	54 623	-212 266
Write-downs and write-down reversals	-4 364	-8 281
New consolidations	71 900	58 899
Deconsolidations	-	-8 465
Impact inflation accounting	647	1 241
Exchange gains and losses (-)	58 969	7 019
<b>As at 31 December</b>	<b>974 611</b>	<b>812 758</b>

Average operating working capital represented 24.8% of sales (2014: 26.7%).

Additional information is as follows:

- Inventories

The cost of sales includes expenses related to transport and handling of finished goods amounting to € 165.9 million (2014: € 151.6 million), which have never been capitalized in inventories. Movements in inventories include net write-downs in 2015 of € 6.8 million (2014: net write-downs of € 5.0 million).

No inventories were pledged as security for liabilities (2014: none).

- Trade receivables

The following table presents the movements in the allowance for bad debt:

Allowance for bad debt in thousands of €	2014	2015
As at 1 January	-39 371	-41 767
Losses recognized in current year	-3 128	-8 614
Losses recognized in prior years - amounts used	807	4 140
Losses recognized in prior years - reversal of amounts not used	2 933	3 013
Deconsolidations	-	52
Exchange gains and losses (-)	-3 008	-1 900
<b>As at 31 December</b>	<b>-41 767</b>	<b>-45 076</b>



More information about allowances and past-due receivables is provided in the following table:

<b>Trade receivables and bills of exchange received</b> in thousands of €	<b>2014</b>	<b>2015</b>
Gross amount	863 453	799 445
Allowance for bad debts (impaired)	-41 767	-45 076
Net carrying amount	821 686	754 369
<i>of which past due but not impaired</i> <i>amount</i>	97 669	93 097
<i>average number of days outstanding</i>	98	106

Regarding trade receivables that are neither impaired nor past due, there are no indications that the debtors will not meet their payment obligations. For more information on credit enhancement techniques, refer to note 7.3. 'Financial risk management and financial derivatives'.

## 6.8. Other receivables

<b>Carrying amount</b> in thousands of €	<b>2014</b>	<b>2015</b>
As at 1 January	83 781	106 627
Increase or decrease	10 517	-12 483
Write-downs and write-down reversals	-158	1 556
New consolidations	6 134	3 219
Deconsolidations	-	-3 165
Exchange gains and losses	6 353	3 532
<b>As at 31 December</b>	<b>106 627</b>	<b>99 286</b>

Other receivables mainly relates to income taxes (€ 40.3 million (2014: € 32.6 million)), VAT and other non-income taxes (€ 49.7 million (2014: € 45.8 million)) and social loans to employees (€ 3.0 million (2014: € 3.2 million)).

## 6.9. Cash & cash equivalents and short-term deposits

<b>Carrying amount</b> in thousands of €	<b>2014</b>	<b>2015</b>
Cash & cash equivalents	458 542	401 771
Short-term deposits	14 160	10 216

For the changes in cash & cash equivalents, please refer to the consolidated cash flow statement and to note 7.1. 'Notes to the cash flow statement'. Cash equivalents and short-term deposits do not include any listed securities or equity instruments at the balance sheet date and are all classified as loans and receivables.

## 6.10. Other current assets

<b>Carrying amount</b> in thousands of €	<b>2014</b>	<b>2015</b>
Current loans and receivables	13 998	33 185
Advances paid	24 897	15 126
Derivatives (cf. note 7.3.)	18 213	9 747
Deferred charges and accrued revenues	7 942	7 991
<b>As at 31 December</b>	<b>65 050</b>	<b>66 049</b>

The current loans and receivables mainly relate to a loan to the available-for-sale investment Bekaert Xinyu New Materials Co Ltd (€ 31.4 million), covered by a repayment plan within the year, and to various cash guarantees (€ 1.6 million). The derivatives relate to CCIRS agreements (€ 5.8 million) and forward exchange contracts (€ 3.9 million).

## 6.11. Assets classified as held for sale and liabilities associated with those assets

<b>Carrying amount</b> in thousands of €	<b>2014</b>	<b>2015</b>
As at 1 January	2 096	-
Increases and decreases (-)	-2 096	-
<b>As at 31 December</b>	<b>-</b>	<b>-</b>

In 2015 no individual asset or disposal groups are classified as held for sale at the balance sheet date.

The movements of 2014 relate to land and buildings in Belgium that were sold during 2014.

## 6.12. Ordinary shares, treasury shares, subscription rights, share options and performance shares

Issued capital in thousands of €		2014		2015	
		Nominal value	Number of shares	Nominal value	Number of shares
1	As at 1 January	176 773	60 063 871	176 914	60 111 405
	Movements in the year				
	Issue of new shares	141	47 534	43	14 120
	As at 31 December	176 914	60 111 405	176 957	60 125 525
2	Structure				
2.1	Classes of ordinary shares				
	Ordinary shares without par value	176 914	60 111 405	176 957	60 125 525
2.2	Registered shares		1 722 615		148 202
	Non-material shares		58 353 432		59 977 323
	Shares to be dematerialized		35 358		-
	<b>Authorized capital not issued</b>	<b>152 176</b>		<b>152 175</b>	

A total of 14 120 subscription rights were exercised under the Company's SOP1 and SOP 2005-2009 stock option plans in 2015, requiring the issue of a total of 14 120 new shares of the Company.

From the 4 275 010 treasury shares held as of 31 December 2014, the Company disposed of 26 300 shares in connection with stock option plans. No treasury shares were purchased or cancelled in 2015. As a result, the Company held an aggregate 4 248 710 treasury shares as of 31 December 2015.

Details of the stock option plans which showed an outstanding balance either at the balance sheet date or at the previous balance sheet date, are as follows:

### Overview of SOP1 Stock Option Plan

Date offered	Date granted	Date of issue of subscription rights	Exercise price (in €)	Number of subscription rights			Out-standing	First exercise period	Last exercise period
				Granted	Exercised	Forfeited			
12.07.2002	10.09.2002	25.09.2002	15.825	106 152	105 432	720	-	22.05 - 30.06.2006	22.05 - 15.06.2015
				<b>106 152</b>	<b>105 432</b>	<b>720</b>	-		

### Overview of SOP2 Stock Option Plan

Date offered	Date granted	Exercise price (in €)	Number of options			Out-standing	First exercise period	Last exercise period
			Granted	Exercised	Forfeited			
21.12.2006	19.02.2007	30.175	37 500	27 500	-	10 000	22.05 - 30.06.2010	15.11 - 15.12.2021
20.12.2007	18.02.2008	28.335	12 870	12 690	-	180	22.05 - 30.06.2011	15.11 - 15.12.2017
20.12.2007	18.02.2008	28.335	30 630	11 310	-	19 320	22.05 - 30.06.2011	15.11 - 15.12.2022
18.12.2008	16.02.2009	16.660	64 500	-	-	64 500	22.05 - 30.06.2012	15.11 - 15.12.2018
17.12.2009	15.02.2010	33.990	49 500	-	-	49 500	22.05 - 30.06.2013	15.11 - 15.12.2019
			<b>195 000</b>	<b>51 500</b>	-	<b>143 500</b>		

## Overview of SOP 2005-2009 Stock Option Plan

Date offered	Date granted	Date of issue of subscription rights	Exercise price (in €)	Number of subscription rights				Out-standing	First exercise period	Last exercise period
				Granted	Exercised	Forfeited				
22.12.2005	20.02.2006	22.03.2006	23.795	190 698	180 567	15	10 116	22.05 - 30.06.2009	15.11 - 15.12.2020	
21.12.2006	19.02.2007	22.03.2007	30.175	153 810	143 540	600	9 670	22.05 - 30.06.2010	15.11 - 15.12.2021	
20.12.2007	18.02.2008	22.04.2008	28.335	14 100	2 100	9 900	2 100	22.05 - 30.06.2011	15.11 - 15.12.2017	
20.12.2007	18.02.2008	22.04.2008	28.335	215 100	85 650	12 700	116 750	22.05 - 30.06.2011	15.11 - 15.12.2022	
18.12.2008	16.02.2009	20.10.2009	16.660	288 150	123 750	19 500	144 900	22.05 - 30.06.2012	15.11 - 15.12.2018	
17.12.2009	15.02.2010	08.09.2010	33.990	225 450	-	52 500	172 950	22.05 - 30.06.2013	15.11 - 15.12.2019	
				<b>1 087 308</b>	<b>535 607</b>	<b>95 215</b>	<b>456 486</b>			

## Overview of SOP 2010-2014 Stock Option Plan

Date offered	Date granted	Exercise price (in €)	Number of options				Out-standing	First exercise period	Last exercise period
			Granted	Exercised	Forfeited				
16.12.2010	14.02.2011	77.000	360 925	-	46 000	314 925	28.02 - 13.04.2014	Mid Nov. - 15.12.2020	
22.12.2011	20.02.2012	25.140	287 800	26 300	2 600	258 900	27.02 - 12.04.2015	Mid Nov. - 21.12.2021	
20.12.2012	18.02.2013	19.200	267 200	-	2 700	264 500	End Feb. - 10.04.2016	Mid Nov. - 19.12.2022	
29.03.2013	28.05.2013	21.450	260 000	-	-	260 000	End Feb. - 09.04.2017	End Feb. - 28.03.2023	
19.12.2013	17.02.2014	25.380	373 450	-	-	373 450	End Feb. - 09.04.2017	Mid Nov. - 18.12.2023	
18.12.2014	16.02.2015	26.055	349 810	-	-	349 810	End Feb. - 09.04.2018	Mid Nov. - 17.12.2024	
			<b>1 899 185</b>	<b>26 300</b>	<b>51 300</b>	<b>1 821 585</b>			

	2014		2015	
	Number of subscription rights	Weighted average exercise price (in €)	Number of subscription rights	Weighted average exercise price (in €)
<b>SOP1 Stock Option Plan</b>				
Outstanding as at 1 January	14 254	15.664	720	15.825
Exercised during the year	-13 534	15.655	-720	15.825
<b>Outstanding as at 31 December</b>	<b>720</b>	<b>15.825</b>	<b>-</b>	<b>-</b>

	2014		2015	
	Number of options	Weighted average exercise price (in €)	Number of options	Weighted average exercise price (in €)
<b>SOP2 Stock Option Plan</b>				
Outstanding as at 1 January	143 500	25.166	143 500	25.166
<b>Outstanding as at 31 December</b>	<b>143 500</b>	<b>25.166</b>	<b>143 500</b>	<b>25.166</b>

	2014		2015	
	Number of subscription rights	Weighted average exercise price (in €)	Number of subscription rights	Weighted average exercise price (in €)
<b>SOP 2005-2009 Stock Option Plan</b>				
Outstanding as at 1 January	523 401	26.068	489 386	26.720
Forfeited during the year	-15	23.795	-19 500	33.873
Exercised during the year	-34 000	16.678	-13 400	16.660
<b>Outstanding as at 31 December</b>	<b>489 386</b>	<b>26.720</b>	<b>456 486</b>	<b>26.710</b>

	2014		2015	
	Number of options	Weighted average exercise price (in €)	Number of options	Weighted average exercise price (in €)
<b>SOP 2010-2014 Stock Option Plan</b>				
Outstanding as at 1 January	1 160 625	38.640	1 498 075	34.413
Granted during the year	373 450	25.380	349 810	26.055
Exercised during the year	-	-	-26 300	25.140
Forfeited during the year	-36 000	77.000	-	-
<b>Outstanding as at 31 December</b>	<b>1 498 075</b>	<b>34.413</b>	<b>1 821 585</b>	<b>32.942</b>

<b>Weighted average remaining contractual life</b> in years	2014	2015
	SOP1	0.5
SOP2	4.7	3.7
SOP 2005-2009	5.4	4.5
SOP 2010-2014	7.7	7.1

The weighted average share price at the date of exercise in 2015 was € 26.22 for the SOP1 subscription rights (2014: € 27.82), not applicable for the SOP2 options (2014: not applicable), € 26.36 for the SOP 2005-2009 subscription rights (2014: € 27.45) and € 27.09 for the SOP 2010-2014 options (2014: not applicable). The exercise price of the subscription rights and options is equal to the lower of (i) the average closing price of the Company's share during the thirty days preceding the date of the offer, and (ii) the last closing price preceding the date of the offer. When subscription rights are exercised under the SOP1 or SOP 2005-2009 plan, equity is increased by the amount of the proceeds received. Under the terms of the SOP1 and SOP2 plans any subscription rights or options granted through 2004 were vested immediately.

Under the terms of the SOP 2010-2014 stock option plan, options to acquire existing Company shares have been offered to the members of the Bekaert Group Executive, the Senior Vice Presidents and senior executive personnel during the period 2010-2014. The grant dates of each offering were scheduled in the period 2011-2015. The exercise price of the SOP 2010-2014 options was determined in the same manner as in the previous plans. The vesting conditions of the SOP 2010-2014 grants, as well as of the SOP 2005-2009 grants and of the SOP2 grants beginning in 2006, are such that the subscription rights or options will be fully vested on 1 January of the fourth year after the date of the offer. In accordance with the Economic Recovery Act of 27 March 2009, the

exercise period of the SOP2 options and SOP 2005-2009 subscription rights granted in 2006, 2007 and 2008 was extended by five years in favor of the persons who were plan beneficiaries and subject to Belgian income tax at the time such extension was offered. The incremental fair value granted as a result of this amounts to € 0.3 million.

The members of the Bekaert Group Executive, the senior management and a limited number of management staff members of the Company and a number of its subsidiaries received during 2015 Performance Share Units entitling the beneficiary to acquire Performance Shares subject to the conditions of the Performance Share Plan 2015-2017. These Performance Share Units will vest following a vesting period of three years, conditional to the achievement of a pre-set performance target. The performance target was set by the Board of Directors, in line with the Company strategy.

The options granted under SOP2 and SOP 2010-2014, the subscription rights granted under SOP 2005-2009 and the performance shares granted under the Performance Shares Plan 2015-2017 are recognized at fair value at grant date in accordance with IFRS 2 (see note 6.13. 'Retained earnings and other Group reserves'). The fair value of the options is determined using a binomial pricing model. Inputs and outcome of this option pricing model are detailed below:

<b>Option pricing model details</b>	<b>Granted in February 2014</b>	<b>Granted in February 2015</b>	<b>Granted in December 2015<sup>1</sup></b>	<b>Granted in February 2016<sup>2</sup></b>
<b>Inputs to the model</b>				
Share price at grant date (in €)	27.32	25.65	27.25	27.25
Exercise price (in €)	25.38	26.06	-	26.38
Expected volatility	39%	39%	39%	39%
Expected dividend yield	3.0%	3.0%	3.0%	3.0%
Vesting period (years)	3	3	3	3
Contractual life (years)	10	10	-	10
Employee exit rate	3%	3%	3%	3%
Risk-free interest rate	1.0%	0.05%	-0.20%	0.05%
Exercise factor	1.40	1.40	-	1.40
<b>Outcome of the model</b>				
Fair value (in €)	7.96	6.71	36.08	7.44

<sup>1</sup> Performance Share Plan 2015-2017

<sup>2</sup> See note 7.6. 'Events after the balance sheet date'.

The model allows for the effects of early exercise through an exercise factor. An exercise factor of 1.40 stands for the assumption that the beneficiaries exercise the options and the subscription rights after the vesting date when the share price exceeds the exercise price by 40% (on average).

During 2015, 349 810 options (2014: 373 450) were granted under SOP 2010-2014 at a fair value per unit of € 6.71 (2014: € 7.96). The Group has recorded an expense against equity of € 2.9 million (2014: € 2.8 million) based on a straight-line amortization over the vesting period of the fair value of options and subscription rights granted over the past three years.

An offer of 50 850 Performance Share Units was made on 17 December 2015 under the terms of the Performance Share Plan 2015-2017. The granted units represent a fair value of € 1.8 million.

## 6.13. Retained earnings and other Group reserves

<b>Carrying amount</b> in thousands of €	<b>2014</b>	<b>2015</b>
<i>Hedging reserve</i>	132	-
<i>Revaluation reserve for available-for-sale investments</i>	2 098	97
<i>Remeasurements on defined-benefit plans</i>	-79 146	-68 317
<i>Other revaluation reserves</i>	-16 905	-8 200
<i>Deferred taxes booked in OCI</i>	29 722	30 119
<i>Equity-settled share-based payment plans</i>	22 188	-
<i>Treasury shares</i>	-145 953	-144 747
Other reserves	-187 864	-191 048
Cumulative translation adjustments	-6 149	-30 451
<b>Total other Group reserves</b>	<b>-194 013</b>	<b>-221 499</b>
<b>Retained earnings</b>	<b>1 352 197</b>	<b>1 397 356</b>

The movements in the items of other reserves were as follows:

<b>Hedging reserve</b> in thousands of €	<b>2014</b>	<b>2015</b>
As at 1 January	-623	132
Recycled to income statement	8 651	-6 166
Fair value changes to hedging instruments	-7 896	6 034
<b>As at 31 December</b>	<b>132</b>	<b>-</b>
Of which		
<i>Cross-currency interest-rate swaps (on Eurobonds)</i>	132	-

Changes in the fair value of hedging instruments designated as effective cash flow hedges are calculated and recognized directly in equity on a quarterly basis. In accordance with IFRS hedge accounting policies for cash flow hedges, exchange gains or losses arising from translating the underlying debt at the closing rate are offset by recycling the equivalent amounts to the income statement on a quarterly basis. The cash flow hedging instruments have been settled when the Eurobond expired in March 2015.

<b>Revaluation reserve for available-for-sale investments</b> in thousands of €	<b>2014</b>	<b>2015</b>
As at 1 January	693	2 098
Recycled to income statement	157	302
Fair value changes	1 248	-2 303
<b>As at 31 December</b>	<b>2 098</b>	<b>97</b>
Of which		
<i>Investment in Shougang Concord Century Holdings Ltd</i>	2 001	-
<i>Other</i>	97	97

The revaluation of the investment in Shougang Concord Century Holdings Ltd is based on the closing price of the share on the Hong Kong Stock Exchange. At year-end 2015, an amount of € 0.3 million was recycled to income statement as a result of an impairment loss (€ 0.2 million at midyear 2014).

<b>Remeasurements on defined-benefit plans</b> in thousands of €	<b>2014</b>	<b>2015</b>
As at 1 January	-52 076	-79 146
Remeasurements of the period	-27 742	11 967
Inflation effects	-269	-430
Changes in ownership	941	-708
<b>As at 31 December</b>	<b>-79 146</b>	<b>-68 317</b>

The remeasurements originate from using different actuarial assumptions in calculating the defined-benefit obligation and from differences with actual returns on plan assets at the balance sheet date (see note 6.15. 'Employee benefit obligations'). This reserve does not include any remeasurements attributable to non-controlling interests.

<b>Other revaluation reserves</b> in thousands of €	<b>2014</b>	<b>2015</b>
As at 1 January	-5 894	-16 905
Reclassifications to retained earnings	-	8 687
Changes in ownership	-2 811	18
Put option on purchase of non-controlling interests	-8 200	-
<b>As at 31 December</b>	<b>-16 905</b>	<b>-8 200</b>

Part of other revaluation reserves included historical fair value adjustments relating to business combinations before 2011. The active use of revaluation reserves may suggest certain readers of our financial statements that Bekaert does apply the revaluation model to measure its fixed assets, which is not the case. Therefore, fair value adjustments relating to business combinations have been consistently recognized directly in retained earnings since 2011. Consequently, the relevant part of other revaluation reserves has been reclassified to retained earnings at year-end 2015.

As part of the initial accounting for last year's business combination with Maccaferri, a liability of € 8.2 million has been set up versus equity, which represents the initial fair value of the liability resulting from the put option granted to Maccaferri on its remaining non-controlling interests in Bekaert Maccaferri Underground Solutions BVBA. Any subsequent changes in fair value of this financial liability are recognized through income statement in accordance with IFRS.

<b>Deferred taxes booked in equity</b> in thousands of €	<b>2014</b>	<b>2015</b>
As at 1 January	28 014	29 722
Deferred taxes relating to other comprehensive income	1 844	-91
Inflation effects	92	146
Changes in ownership	-228	342
<b>As at 31 December</b>	<b>29 722</b>	<b>30 119</b>

Deferred taxes relating to other comprehensive income are also recognized in OCI (see note 6.6. 'Deferred tax assets and liabilities').

<b>Equity-settled share-based payment plans</b> in thousands of €	<b>2014</b>	<b>2015</b>
As at 1 January	19 343	22 188
Equity instruments granted	2 845	2 906
Reclassifications to retained earnings	-	-25 094
<b>As at 31 December</b>	<b>22 188</b>	<b>-</b>

Options granted under the SOP2 and SOP 2010-2014 stock option plans and subscription rights granted under the SOP 2005-2009 stock option plan (see note 6.12. 'Ordinary shares, treasury shares, subscription rights, share options and performance shares') are accounted for as equity-settled share-based payments in accordance with IFRS 2, 'Share-based Payment'. The grant date fair value of stock option plans is expensed over the vesting period, with a corresponding increase in equity. Ever since IFRS 2 was first applied, this reserve has been increasing, which may be rather confusing. Therefore, this reserve has been reclassified to retained earnings at year-end 2015.

<b>Treasury shares</b> in thousands of €	<b>2014</b>	<b>2015</b>
As at 1 January	-73 851	-145 953
Shares purchased	-72 102	-
Shares sold	-	1 206
<b>As at 31 December</b>	<b>-145 953</b>	<b>-144 747</b>

While 2.6 million shares were bought back in 2014 to anticipate any dilution resulting either from the convertible bond issued in June or from the exercise of options granted under its option plans, the only treasury shares transactions in 2015 related to a minor number of options being exercised (see note 6.12. 'Ordinary shares, treasury shares, subscription rights, share options and performance shares').



<b>Cumulative translation adjustments</b>		
in thousands of €	2014	2015
As at 1 January	-84 776	-6 149
Exchange differences on dividends declared	-5 606	-5 296
Recycled to income statement - relating to disposed entities or step acquisitions	1 042	393
Changes in ownership	1 766	-2 359
Movements arising from exchange rate fluctuations	81 425	-17 040
<b>As at 31 December</b>	<b>-6 149</b>	<b>-30 451</b>
Of which relating to entities with following functional currencies		
<i>Chinese renminbi</i>	123 304	158 720
<i>US dollar</i>	15 994	35 911
<i>Brazilian real</i>	-107 398	-170 636
<i>Chilean peso</i>	-1 677	-9 370
<i>Venezuelan bolivar</i>	-38 307	-42 344
<i>Indian rupee</i>	-5 620	-3 183
<i>Czech koruna</i>	6 587	7 557
<i>Russian ruble</i>	-1 015	-5 433
<i>Other currencies</i>	1 983	-1 673

The swings in CTA reflect both the exchange rate evolution and the relative importance of the net assets denominated in the presented currencies.

## 6.14. Non-controlling interests

<b>Carrying amount</b> in thousands of €	<b>2014</b>	<b>2015</b>
As at 1 January	157 600	199 421
Changes in Group structure	25 988	-85 152
Share of the result for the period	378	3 917
Share of other comprehensive income excluding CTA	-338	-281
Dividend pay-out	-54 663	-7 391
Capital increases	53 399	14 967
Exchange gains and losses (-)	17 057	5 731
<b>As at 31 December</b>	<b>199 421</b>	<b>131 212</b>

In 2015, the changes in Group structure mainly relate to Bekaert acquiring the remaining non-controlling interests held by the Chilean partners in the Ropes entities (€ -78.3 million) in December. Other changes in Group structure (totaling € -6.8 million) originated from the business combination with Pirelli, the acquisition of the remaining non-controlling interests in two Chinese companies and in the Malaysian and Indonesian 'Southern Wire' companies from Southern Steel, and the loss of control in Bekaert (Xinyu) New Materials Co Ltd. In 2014, the changes in Group structure mainly originated from the business combination with ArcelorMittal (€ 11.2 million), due to non-controlling interests of 42% arising in the new entities in Costa Rica and to an increase in non-controlling interests from 20% to 42% in the existing entity in Ecuador. Substantial increases also resulted from the business combinations with Pirelli (€ 9.2 million) and Maccaferri (€ 2.8 million).

In 2015, the share of the result for the period mainly improved due to the positive contribution from the Pirelli entities and the less negative contribution from the Southern Wire companies (after having recognized sizeable impairment losses in 2014), while the Ropes entities were hit by the sagging demand from the oil and gas sector.

In 2014, dividends paid out by Inchalam SA and Prodalam SA were used by the Chilean partners to fund capital increases totaling € 40.5 million in Acma Inversiones SA, Prodinsa SA and Procables Wire Ropes SA. These capital increases are part of a portfolio realignment initiated in 2014, through which Bekaert was to raise its interest in the ropes activities in Chile, Peru and Canada from 52% to 65% early 2015. Further capital increases in the Ropes entities were effected in 2015 (€ 15.6 million).

In accordance with IFRS 12, 'Disclosures of Interests in Other Entities', following information is provided on subsidiaries that have non-controlling interests ('NCI') that are material to the Group. The objective of IFRS 12 is to require an entity to disclose information that enables users of its financial statements evaluate (a) the nature and risks associated with its interests in other entities, and (b) the effects of those interests on its financial position, financial performance and cash flows. Bekaert has many partnerships across the world, most of which would not individually meet any reasonable materiality criterion. Therefore, the Group has identified three non-wholly owned groups of entities which are interconnected through their line of business and shareholder structure: (1) the Ropes entities, a global business in which Bekaert has recently expanded its worldwide footprint and increased its interests vs. its Chilean partners; (2) the Wire entities in Chile and Peru, where the non-controlling interests are mainly held by the Chilean partners, and (3) the Wire entities in the Andina region, where the non-controlling interests are mainly held by the Ecuadorian Kohn family and ArcelorMittal. In presenting aggregated information for these entity groups, only intercompany effects within each entity group have been eliminated, while all other entities of the Group have been treated as third parties.

Entities included in material NCI disclosure	Country	Proportion of NCI at year-end	
		2014	2015
<b>Ropes entities</b>			
Acma Inversiones SA	Chile	48.0%	0.0%
Inversiones Bekaert Andean Ropes SA	Chile	0.0%	0.0%
Procables Wire Ropes SA	Chile	48.0%	0.0%
Prodinsa SA	Chile	48.0%	0.0%
Bekaert Cimaf Cabos Ltda	Brazil	0.0%	0.0%
Procables SA	Peru	50.0%	3.9%
Bekaert Wire Rope Industry NV	Belgium	0.0%	0.0%
Wire Rope Industries Ltd	Canada	48.0%	0.0%
Wire Rope Industries USA Inc	USA	0.0%	0.0%
Bekaert Wire Ropes Pty Ltd	Australia	0.0%	0.0%
<b>Wire entities Chile and Peru</b>			
Acma SA	Chile	48.0%	48.0%
Acmanet SA	Chile	48.0%	48.0%
Industrias Acmanet Ltda	Chile	48.0%	48.0%
Industrias Chilenas de Alambre - Inchalam SA	Chile	48.0%	48.0%
Procercos SA	Chile	48.0%	48.0%
Prodalam SA	Chile	48.0%	48.0%
Impala SA	Panama	48.0%	48.0%
Productos de Acero Cassadó SA	Peru	62.5%	62.5%
Prodac Contrata SAC	Peru	62.5%	62.5%
Prodac Selva SAC	Peru	62.5%	62.5%
<b>Wire entities Andina region</b>			
Bekaert Ideal SL	Spain	20.0%	20.0%
Productora de Alambres Colombianos - Proalco SAS	Colombia	20.0%	20.0%
Bekaert Costa Rica SA	Costa Rica	41.6%	41.6%
BIA Alambres Costa Rica SA	Costa Rica	41.6%	41.6%
Ideal Alambrec SA	Ecuador	41.6%	41.6%
InverVicson SA	Venezuela	20.0%	20.0%
Vicson SA	Venezuela	20.0%	20.0%

The principal activity of the main entities listed above is manufacturing and selling wire, ropes and other wire products, mainly for the local market. Following entities are essentially holdings, having interests in one or more of the other entities listed above: Acma Inversiones SA, Inversiones Bekaert Andean Ropes SA, Procables Wire Ropes SA, Bekaert Wire Rope Industry NV, Industrias Acmanet Ltda, Procercos SA, Impala SA and Bekaert Ideal SL. The following table shows the relative importance of the entity groups with material NCI in terms of results and equity attributable to NCI.

Material and other NCI in thousands of €	Result attributable to NCI		Equity attributable to NCI	
	2014	2015	2014	2015
Ropes entities	5 050	957	33 908	250
Wire entities Chile and Peru	33 291	6 295	83 090	83 886
Wire entities Andina region	-3 229	-1 743	21 902	20 343
Consolidation adjustments on material NCI	-27 617	-1 613	-2 333	-32 003
Contribution of material NCI to consolidated NCI	7 495	3 896	136 567	72 476
Other NCI	-7 117	21	62 854	58 731
Total consolidated NCI	378	3 917	199 421	131 207

The consolidation adjustments to the result attributable to material NCI in 2014 include the elimination of a gain of € 28 million recognized by the Chilean wire entities on the transfer of Ropes investments to the Ropes entities. The substantial consolidation adjustments to the equity attributable to material NCI in 2015 are still largely due to this equity shift from the Ropes entities (the NCI of which having been repurchased in 2015) to the Chilean wire entities.

<b>Ropes entities</b>		
in thousands of €	2014	2015
Current assets	70 135	89 233
Non-current assets	78 810	125 131
Current liabilities	33 536	184 034
Non-current liabilities	14 557	41 618
<b>Equity attributable to the Group</b>	<b>66 944</b>	<b>-11 538</b>
<b>Equity attributable to NCI</b>	<b>33 908</b>	<b>250</b>

Bekaert raised its interest in the ropes activities in Chile, Peru and Canada from 52% to 65% in early 2015, and then acquired the ropes activities from Arrium (Australia) together with its Chilean partners (see note 7.2. Effect of business combinations and business disposals). In December 2015, Bekaert and its Chilean partners entered into an agreement to discontinue their partnership in the Ropes business, as a result of which Bekaert purchased the remaining non-controlling interests in the Ropes entities from the Chilean partners. The minor equity attributable to NCI (€ 0.3 million) held at year-end 2015 relates to the interest held by the Peruvian shareholders in Procables SA.

<b>Ropes entities</b>		
in thousands of €	2014	2015
Sales	107 965	144 732
Expenses	-98 029	-150 105
Result for the period	9 936	-5 373
Result for the period attributable to the Group	4 886	-6 330
Result for the period attributable to NCI	5 050	957
Other comprehensive income for the period	540	-16 531
OCI attributable to the Group	297	-11 907
OCI attributable to NCI	243	-4 624
Total comprehensive income for the period	10 476	-21 904
Total comprehensive income attributable to the Group	5 183	-18 237
Total comprehensive income attributable to NCI	5 293	-3 667
Dividends paid to NCI	-	-
Net cash inflow (outflow) from operating activities	8 819	6 398
Net cash inflow (outflow) from investing activities	-90 987	-189 666
Net cash inflow (outflow) from financing activities	85 539	184 465
Net cash inflow (outflow)	3 371	1 197

The result for the period of the Ropes entities, both in 2014 and 2015 was adversely affected by the weak economic situation in the oil and gas sector. In 2015, the result was substantially reduced by the acquisition-related expenses for Bekaert Wire Ropes Pty Ltd (€ 3.2 million) and by a current income tax charge of € 5.0 million, fully attributable to the Group, with respect to a gain on an intercompany share transfer in Chile. The result for the period attributable to NCI reflects the fact that, on average, Matco Cables SpA held about 35% (vs. 48% in 2014) in the Ropes operating entities throughout the year. The substantial cash-outs from investing activities in 2015 mainly relate to the business combination with Arrium, the repurchase of the non-controlling interests from Matco Cables SpA and capital expenditure on plant, property and equipment. In 2014, the investing cash-outs mainly related to an intercompany share transfer in anticipation of the portfolio realignment with Matco Cables SpA.

<b>Wire entities Chile and Peru</b>		
in thousands of €	2014	2015
Current assets	203 143	181 799
Non-current assets	136 700	140 010
Current liabilities	146 543	112 300
Non-current liabilities	34 680	51 123
<b>Equity attributable to the Group</b>	<b>75 530</b>	<b>74 500</b>
<b>Equity attributable to NCI</b>	<b>83 090</b>	<b>83 886</b>

Strict working capital control was the main reason for the decline in current assets, while the decrease in total liabilities was mainly driven by gross debt.

**Wire entities Chile and Peru**

in thousands of €

	2014	2015
Sales	411 655	434 933
Expenses	-343 301	-422 039
Result for the period	68 354	12 894
Result for the period attributable to the Group	35 063	6 599
Result for the period attributable to NCI	33 291	6 295
Other comprehensive income for the period	14 751	-1 273
OCI attributable to the Group	6 866	-1 428
OCI attributable to NCI	7 885	155
Total comprehensive income for the period	83 105	11 621
Total comprehensive income attributable to the Group	41 929	5 171
Total comprehensive income attributable to NCI	41 176	6 450
Dividends paid to NCI	-53 171	-5 532
Net cash inflow (outflow) from operating activities	11 196	52 954
Net cash inflow (outflow) from investing activities	63 671	-9 502
Net cash inflow (outflow) from financing activities	-87 856	-36 885
Net cash inflow (outflow)	-12 989	6 567

Sales and operating results improved, although Peru was hit by a cut in government spending. The result for the period included a one-time gain on the transfer of the ropes investments of € 58 million in 2014. OCI mainly includes exchange differences, which are affected by the weakened Chilean peso. Operating cash flows increased substantially thanks to strong operating performance and working capital reduction. Investing cash flows in 2014 included one-time proceeds from the transfer of the ropes investments (€ 78.1 million). Financing cash flows in 2014 included one-time dividends paid out and capital contributions relating to the transfer of the ropes investments.

**Wire entities Andina region**

in thousands of €

	2014	2015
Current assets	113 372	110 022
Non-current assets	70 104	72 584
Current liabilities	99 973	101 758
Non-current liabilities	22 553	24 444
<b>Equity attributable to the Group</b>	<b>39 048</b>	<b>36 061</b>
<b>Equity attributable to NCI</b>	<b>21 902</b>	<b>20 343</b>

The major balance sheet subtotals remained fairly constant, although the net assets of Venezuela dwindled further as a result of the staggering depreciation of the bolivar.

**Wire entities Andina region**

in thousands of €

	2014	2015
Sales	172 306	204 551
Expenses	-183 570	-207 911
Result for the period	-11 264	-3 360
Result for the period attributable to the Group	-8 035	-1 617
Result for the period attributable to NCI	-3 229	-1 743
Other comprehensive income for the period	4 468	-53
OCI attributable to the Group	2 551	-1 047
OCI attributable to NCI	1 917	994
Total comprehensive income for the period	-6 796	-3 413
Total comprehensive income attributable to the Group	-5 484	-2 664
Total comprehensive income attributable to NCI	-1 312	-749
Dividends paid to NCI	-1 027	-850
Net cash inflow (outflow) from operating activities	315	11 221
Net cash inflow (outflow) from investing activities	-1 624	-6 901
Net cash inflow (outflow) from financing activities	20 766	7 679
Net cash inflow (outflow)	19 457	11 999

Sales increased in all countries except Venezuela, helped by acquisition effects in Costa Rica and a stronger dollar but adversely affected by the weaker Colombian peso. Operating results slightly improved, mainly in Colombia and Ecuador. Financial results benefited from one-time exchange gains. OCI was mainly driven by exchange losses on the translation of the net assets in Colombia and Venezuela. Operating cash flows improved, mainly in Colombia and Ecuador. Investing cash-outs increased as a result of an expansion program in Ecuador. Financing cash flows showed higher interests and dividend payments and lower increases in interest-bearing debt.

Vicson SA (Venezuela) remains exposed to restrictions on the repatriation of cash due to foreign exchange regulations in Venezuela.

## 6.15. Employee benefit obligations

The total net liabilities for employee benefit obligations, which amounted to € 298.4 million as at 31 December 2015 (€ 297.7 million as at year-end 2014), are as follows:

in thousands of €	2014	2015
<b>Liabilities for</b>		
<i>Post-employment defined-benefit plans</i>	169 651	159 941
<i>Other long-term employee benefits</i>	2 779	6 077
<i>Cash-settled share-based payment employee benefits</i>	1 675	1 946
<i>Short-term employee benefits</i>	107 432	117 532
<i>Termination benefits</i>	16 170	12 915
<b>Total liabilities in the balance sheet</b>	<b>297 707</b>	<b>298 411</b>
<b>of which</b>		
<i>Non-current liabilities</i>	175 774	167 130
<i>Current liabilities</i>	121 933	131 281
<b>Assets for</b>		
<i>Defined-benefit pension plans</i>	-21	-7
<b>Total assets in the balance sheet</b>	<b>-21</b>	<b>-7</b>
<b>Total net liabilities</b>	<b>297 686</b>	<b>298 404</b>

### Post-employment benefit plans

In accordance with IAS 19, 'Employee benefits', post-employment benefit plans are classified as either defined-contribution plans or defined-benefit plans.

### Defined-contribution plans

For defined-contribution plans, Bekaert pays contributions to publicly or privately administered pension funds or insurance companies. Once the contributions have been paid, the Group has no further payment obligation. These contributions constitute an expense for the year in which they are due.

The Belgian defined-contribution pension plans are by law subject to minimum guaranteed rates of return. Pension legislation was amended at the end of 2015 and defines the minimum guaranteed rate of return as a variable percentage linked to government bond yields observed in the market as from 1 January 2016 onwards. For 2016 the minimum guaranteed rate of return becomes 1.75% on employer contributions and employee contributions.

The old rates (3.25% on employer contributions and 3.75% on employee contributions) continue to apply to the accumulated past contributions in the group insurance as at 31 December 2015. As a consequence, the defined-contribution plans have been reclassified as defined benefit plans at 31 December 2015.

Bekaert participates in a multi-employer defined-benefit plan in the Netherlands funded through the Pensioenfond Metaal & Techniek. This plan is treated as a defined-contribution plan because no information is available with respect to the plan assets attributable to Bekaert; contributions for this plan amounted to € 0.8 million (2014: € 0.8 million).

<b>Defined-contribution plans</b>	2014	2015
in thousands of €		
Expenses recognized	12 304	18 545

Expenses recognized for Belgian pension plans amounted to € 6.0 million (2014: € 4.7 million).

### Defined-benefit plans

Several Bekaert companies operate retirement benefit and other post-employment benefit plans. These plans generally cover all employees and provide benefits which are related to salary and length of service.

The latest actuarial valuations under IAS 19 were carried out as of 31 December 2015 for all significant post-employment defined-benefit plans by independent actuaries. The Group's largest defined-benefit obligations are in Belgium and the United States. They account for 85.4% (2014: 83.6%) of the Group's defined-benefit obligations and 99.8% (2014: 99.7%) of the Group's plan assets.

### Plans in Belgium

The funded plans in Belgium mainly relate to retirement plans representing a defined-benefit obligation of € 164.1 million (2014: € 114.2 million) and € 147.3 million assets (2014: € 93.1 million). They foresee in a lump sum payment upon retirement and in risk benefits in case of death or disability prior to retirement. The plans are externally funded through two self-administrated institutions for occupational retirement provision (IORP). On a regular basis, an Asset Liability Matching (ALM) study is performed in which the consequences of strategic investment policies are analyzed in terms of risk-and-return profiles. Statement of investment principles and funding policy are derived from this study. The purpose is to have a well-diversified asset allocation to control the risk. Investment risk and liability risk are monitored on a quarterly basis. Funding policy targets to be at least fully funded in terms of the technical provision (this is a prudent estimate of the pension liabilities). As 31 December 2015, the defined-benefit obligation increased by € 51.9 million and the plan assets by € 50.3 million due to the reclassification of the defined-contribution plans.

Unfunded plans mainly relate to pre-retirement pensions (defined-benefit obligation € 23.2 million (2014: € 28.8 million)) which are not externally funded. An amount of € 8.5 million (2014: € 8.6 million) relates to employees in active service who have not yet entered into any pre-retirement agreement.

### Plans in the United States

The funded plans in the United States mainly relate to pension plans representing a defined-benefit obligation of € 142.2 million (2014: € 134.7 million) and assets of € 92.4 million (2014: € 84.5 million). The plans provide for benefits for the life of the plan members but have been closed for new entrants. Plan assets are invested, in fixed-income funds and in equities. Based on an Asset Liability Matching study the strategic asset allocation has been shifted more towards long duration fixed income funds. Funding policy targets to be sufficiently funded in terms of Pension Protection Act requirements and thus to avoid benefit restrictions or at-risk status of the plans.

Unfunded plans mainly relate to medical care (defined-benefit obligation € 5.5 million (2014: € 5.2 million)) and are not externally funded.

The amounts recognized in the balance sheet are as follows:

in thousands of €	2014	2015
<b>Belgium</b>		
Present value of funded obligations	114 166	164 091
Fair value of plan assets	-93 145	-147 325
<b>Deficit / surplus (-) of funded obligations</b>	<b>21 021</b>	<b>16 766</b>
Present value of unfunded obligations	32 154	25 618
<b>Total deficit / surplus (-) of obligations</b>	<b>53 175</b>	<b>42 384</b>
<b>United States</b>		
Present value of funded obligations	134 726	142 225
Fair value of plan assets	-84 489	-92 386
<b>Deficit / surplus (-) of funded obligations</b>	<b>50 237</b>	<b>49 839</b>
Present value of unfunded obligations	9 611	9 884
<b>Total deficit / surplus (-) of obligations</b>	<b>59 848</b>	<b>59 723</b>
<b>Other</b>		
Present value of funded obligations	868	666
Fair value of plan assets	-512	-458
<b>Deficit / surplus (-) of funded obligations</b>	<b>356</b>	<b>208</b>
Present value of unfunded obligations	56 251	57 619
<b>Total deficit / surplus (-) of obligations</b>	<b>56 607</b>	<b>57 827</b>
<b>Total</b>		
Present value of funded obligations	249 760	306 982
Fair value of plan assets	-178 146	-240 169
<b>Deficit / surplus (-) of funded obligations</b>	<b>71 614</b>	<b>66 813</b>
Present value of unfunded obligations	98 016	93 121
<b>Total deficit / surplus (-) of obligations</b>	<b>169 630</b>	<b>159 934</b>



The movement in the defined-benefit obligation, plan assets, net liability and asset over the year is as follows:

in thousands of €	Defined-benefit obligation	Plan assets	Net liability / asset (-)
<b>As at 1 January 2014</b>	<b>283 419</b>	<b>-149 330</b>	<b>134 089</b>
Current service cost	10 777	-	10 777
Past service cost	2 203	-	2 203
Interest expense / income (-)	11 130	-5 856	5 274
<b>Net benefit expense / income (-) recognized in profit and loss</b>	<b>24 110</b>	<b>-5 856</b>	<b>18 254</b>
<i>Components recognized in EBIT</i>	-	-	12 980
<i>Components recognized in financial result</i>	-	-	5 274
<b>Remeasurements</b>			
<i>Return on plan assets, excluding amounts included in interest expense / income (-)</i>	-	-10 288	-10 288
<i>Gain (-) / loss from change in demographic assumptions</i>	7 699	-	7 699
<i>Gain (-) / loss from change in financial assumptions</i>	30 134	-	30 134
<i>Experience gains (-) / losses</i>	873	-	873
<b>Changes recognized in equity</b>	<b>38 706</b>	<b>-10 288</b>	<b>28 418</b>
<b>Contributions</b>			
Employer contributions / direct benefit payments	-	-28 482	-28 482
Employee contributions	132	-132	-
<b>Payments from plans</b>			
Benefit payments	-25 722	25 722	-
<b>Acquisitions</b>	<b>8 991</b>	<b>-</b>	<b>8 991</b>
<b>Foreign-currency translation effect</b>	<b>18 140</b>	<b>-9 779</b>	<b>8 360</b>
<b>As at 31 December 2014</b>	<b>347 776</b>	<b>-178 146</b>	<b>169 630</b>
<b>As at 1 January 2015</b>	<b>347 776</b>	<b>-178 146</b>	<b>169 630</b>
Current service cost	13 457	-	13 457
Past service cost	2 787	-	2 787
Gains (-) / losses from settlements	169	-	169
Interest expense / income (-)	11 270	-5 299	5 971
<b>Net benefit expense / income (-) recognized in profit and loss</b>	<b>27 683</b>	<b>-5 299</b>	<b>22 384</b>
<i>Components recognized in EBIT</i>	-	-	16 413
<i>Components recognized in financial result</i>	-	-	5 971
<b>Remeasurements</b>			
<i>Return on plan assets, excluding amounts included in interest expense / income (-)</i>	-	3 025	3 025
<i>Gain (-) / loss from change in demographic assumptions</i>	-6 660	-	-6 660
<i>Gain (-) / loss from change in financial assumptions</i>	-9 903	-	-9 903
<i>Experience gains (-) / losses</i>	2 217	-	2 217
<b>Changes recognized in equity</b>	<b>-14 346</b>	<b>3 025</b>	<b>-11 321</b>
<b>Contributions</b>			
Employer contributions / direct benefit payments	-	-30 053	-30 053
Employee contributions	162	-162	-
<b>Payments from plans</b>			
Benefit payments	-30 438	30 438	-
<b>Reclassifications</b>	<b>48 861</b>	<b>-50 321</b>	<b>-1 460</b>
<b>Acquisitions</b>	<b>3 446</b>	<b>-</b>	<b>3 446</b>
<b>Disposals</b>	<b>-164</b>	<b>81</b>	<b>-83</b>
<b>Foreign-currency translation effect</b>	<b>17 122</b>	<b>-9 731</b>	<b>7 391</b>
<b>As at 31 December 2015</b>	<b>400 102</b>	<b>-240 168</b>	<b>159 934</b>

The past service cost mainly relates to the introduction of a retirement gratuity in Peru and reflects the impact of the reclassification of the Belgian defined-contribution plans. In the income statement, current and past service cost, including gains or losses from settlements are included in the operating result (EBIT), and interest expense or income is included in interest expense, under interest element of interest-bearing provisions.

Reimbursement rights arising from reinsurance contracts covering retirement pensions, death and disability benefits in Germany amount to € 0.3 million (2014: € 0.3 million).

Estimated contributions and direct benefit payments for 2016 are as follows:

<b>Estimated contributions and direct benefit payments</b>	
in thousands of €	<b>2016</b>
Pension plans	28 247
<b>Total</b>	<b>28 247</b>

Fair values of plan assets at 31 December were as follows:

in thousands of €	2014	2015
<b>Belgium</b>		
<b>Bonds</b>	<b>42 670</b>	<b>33 032</b>
Equity	46 080	55 165
Cash	4 395	8 807
Insurance contract	-	50 321
<b>Total Belgium</b>	<b>93 145</b>	<b>147 325</b>
<b>United States</b>		
<b>Bonds</b>		
USD Long Duration Bonds	45 711	49 132
USD Fixed Income	8 367	9 358
USD Guaranteed Deposit	5 445	5 937
<b>Equity</b>		
USD Equity	17 726	20 084
Non-USD Equity	7 241	7 875
<b>Total United States</b>	<b>84 489</b>	<b>92 386</b>
<b>Other</b>		
<b>Bonds</b>	<b>512</b>	<b>609</b>
<b>Total Other</b>	<b>512</b>	<b>609</b>
<b>Total</b>	<b>178 146</b>	<b>240 320</b>

In the USA, investments are primarily made through mutual fund investments and insurance company separate accounts, in quoted equity and debt instruments. In Belgium, the investments of the institutions for occupational retirement provision are made through mutual fund investments in quoted equity and debt instruments. Investments are well-diversified so that the failure of any single investment would not have a material impact on the overall level of assets. The insurance contracts benefit from guaranteed interest rates, i.e. the weighted average equals 3.16% at 31 December 2015. The Group's plan assets include no direct positions in Bekaert shares or bonds, nor do they include any property used by a Bekaert entity.

The principal actuarial assumptions on the balance sheet date (weighted averages based on outstanding DBO) were:

<b>Actuarial assumptions</b>	2014	2015
Discount rate	3.1%	3.4%
Future salary increases	3.3%	3.4%
Underlying inflation rate	2.5%	2.8%
Health care cost increases (initial)	6.5%	6.3%
Health care cost increases (ultimate)	5.0%	4.5%
Health care (years to ultimate rate)	6	8

The discount rate for the USA and Belgium is reflective both of the current interest rate environment and the plan's distinct liability characteristics. The plan's projected cash flows are matched to spot rates, after which an associated present value is developed. A single equivalent discount rate is then determined that produces that same present value. The underlying yield curve for deriving spot rates is based on high quality AA-credit rated corporate bonds issues denominated in the currency of the applicable regional market. This resulted into the following discount rates:

Discount rates	2014	2015
Belgium	1.8%	2.0%
United States	3.9%	4.2%
Other	4.7%	4.6%

Assumptions regarding future mortality are based on actuarial advice in accordance with published statistics and experience in each territory. These assumptions translate into the following average life expectancy in years for a pensioner retiring at age 65:

	2014	2015
Life expectancy of a man aged 65 (years) at balance sheet date	21.5	20.9
Life expectancy of a woman aged 65 (years) at balance sheet date	23.9	23.1
Life expectancy of a man aged 65 (years) ten years after balance sheet date	22.4	21.7
Life expectancy of a woman aged 65 (years) ten years after balance sheet date	24.8	24.0

Sensitivity analyses show the following effects:

Sensitivity analysis in thousands of €	Change in assumption	Impact on defined-benefit obligation		
Discount rate	-0.50%	Increase by	21 379	5.3%
Salary growth rate	0.50%	Increase by	6 028	1.5%
Health care cost	0.50%	Increase by	214	0.1%
Life expectancy	Increase by 1 year	Increase by	3 968	1.0%

The above analyses were done on a mutually exclusive basis, and holding all other assumptions constant.

Through its defined-benefit plans, the Group is exposed to a number of risks, the most significant of which are detailed below:

Asset volatility	The plan liabilities are calculated using a discount rate set with reference to corporate bond yields; if plan assets underperform this yield, this will create a deficit.
Changes in bond yields	A decrease in corporate bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' bond holdings.
Salary risk	The majority of the plans' benefit obligations are calculated by reference to the future salaries of plan members. As such, a salary increase of plan members higher than expected will lead to higher liabilities.
Longevity risk	Belgian pension plans provide for lump sum payments upon retirement. As such there is limited or no longevity risk. Pension plans in the USA provide for benefits for the life of the plan members, so increases in life expectancy will result in an increase in the plans' liabilities.

The weighted average durations of the defined-benefit obligations are as follows:

Belgium	12.6
United States	12.4
Other	9.9
Total	12.1

#### Other long-term employee benefits

The other long-term employee benefits relate to service awards. The increase of the liabilities is due to acquisitions and a reclassification of one plan in Italy.

## Cash-settled share-based payment employee benefits

### Stock appreciation rights

The Group issues stock appreciation rights (SARs) to certain management employees, granting them the right to receive the intrinsic value of the SARs at the date of exercise. These SARs are accounted for as cash-settled share-based payments in accordance with IFRS 2. The fair value of each grant is recalculated at balance sheet date, using the same binomial pricing model as for the equity-settled share-based payments (see note 6.12. 'Ordinary shares, treasury shares, subscription rights, share options and performance shares'). Based on local regulations, the exercise price for any grant under the USA SAR plan is equal to the average closing price of the Company's share during the thirty days following the date of the offer. The exercise price for the other SAR plans is determined in the same way as for the equity-settled stock option plans: it is equal to the lower of (i) the average closing price of the Company's share during the thirty days preceding the date of the offer, and (ii) the last closing price preceding the date of the offer.

Following inputs to the model are used for all grants: share price at balance sheet date: € 28.39 (2014: € 26.35), expected volatility of 39% (2014: 39%), expected dividend yield of 3.0% (2014: 3.0%), vesting period of 3 years, contractual life of 10 years, employee exit rate of 4% in Asia (2014: 4%) and 4% in other countries (2014: 3%), and an exercise factor of 1.40 (2014: 1.40). Inputs for risk-free interest rates vary by grant and are based on the return of Belgian OLO<sup>1</sup>'s with a term equal to the maturity of the SAR grant under consideration.

Exercise prices and fair values of outstanding SARs by grant are shown below:

<b>USA SAR Plan details by grant</b> in €	<b>Exercise price</b>	<b>Fair value as at 31 Dec 2014</b>	<b>Fair value as at 31 Dec 2015</b>
Grant 2008	28.76	2.66	-
Grant 2009	16.58	9.60	11.20
Grant 2010	37.05	2.83	2.69
Grant 2011	83.43	1.21	1.16
Grant 2012	27.63	5.73	6.44
Grant 2013	22.09	7.88	8.36
Exceptional grant 2013	22.51	8.80	9.45
Grant 2014	25.66	7.18	7.85
Grant 2015	25.45	7.46	8.39
Grant 2016 <sup>2</sup>	28.38	-	7.80

<b>Other SAR Plans details by grant</b> in €	<b>Exercise price</b>	<b>Fair value as at 31 Dec 2014</b>	<b>Fair value as at 31 Dec 2015</b>
Grant 2007	30.17	3.37	3.06
Grant 2008	28.33	4.52	4.83
Grant 2009	16.66	9.73	11.37
Grant 2010	33.99	4.17	4.56
Grant 2011	77.00	1.34	1.31
Grant 2012	25.14	6.23	7.08
Grant 2013	19.20	9.02	9.84
Exceptional grant 2013	21.45	9.11	9.93
Grant 2014	25.38	7.08	7.84
Grant 2015	26.06	7.05	7.96
Grant 2016 <sup>2</sup>	26.38	-	8.01

At 31 December 2015, the total liability for the USA SAR plan amounted to € 0.9 million (2014: € 0.8 million), while the total liability for the other SAR plans amounted to € 1.1 million (2014: € 0.9 million).

The Group recorded a total loss of € 0.3 million (2014: loss of € 0.2 million) during the year in respect of SARs.

<sup>1</sup> *Obligation Linéaire / Lineaire Obligatie*

<sup>2</sup> *The fair value of this grant has been determined at grant date. See note 7.6. 'Events after the balance sheet date'.*

### Performance Share Units

Certain management employees received cash-settled Performance Share Units during 2015 entitling the beneficiary to receive the value of Performance Share Units subject to the conditions of the Performance Share Plan 2015-2017. These Performance Share Units will vest following a vesting period of three years, conditional to the achievement of a pre-set performance target. The performance target was set by the Board of Directors, in line with the Company strategy.

Under the terms of the cash-settled performance share plan, a regular offer of 11 850 performance share units was made on 17 December 2015. The granted units represent a fair value of € 0.5 million.

These performance share units are accounted for as cash-settled share-based payments in accordance with IFRS 2. The fair value of each grant is recalculated at balance sheet date, using the same binomial pricing model as for the equity-settled share-based payments (see note 6.12. 'Ordinary shares, treasury shares, subscription rights, share options and performance shares').

Following inputs to the model are used for all grants: share price at balance sheet date: € 28.39, expected volatility of 39%, expected dividend yield of 3.0%, vesting period of 3 years and an employee exit rate of 4%. Inputs for risk-free interest rates vary by grant and are based on the return of Belgian OLO<sup>1</sup>s with a term equal to the maturity of the SAR grant under consideration.

The fair value of outstanding performance share units by grant is shown below:

Performance Share Plan details by grant in €	Fair value as at 31 Dec 2015
Grant 2015 <sup>2</sup>	38,29

### Short-term employee benefit obligations

Short-term employee benefit obligations relate to liabilities for remuneration and social security that are due within twelve months after the end of the period in which the employees render the related service.

<sup>1</sup> *Obligation Linéaire / Lineaire Obligatie*

<sup>2</sup> *The fair value of this grant has been determined at grant date. See note 7.6. 'Events after the balance sheet date'.*

## 6.16. Provisions

in thousands of €	Restructuring	Claims	Environment	Other	Total
<b>As at 1 January 2015</b>	<b>5 789</b>	<b>5 216</b>	<b>33 089</b>	<b>32 143</b>	<b>76 237</b>
Additional provisions	3 094	1 809	149	9 039	14 091
Unutilized amounts released	-1 563	-1 288	-2 358	-5 128	-10 337
Increase in present value	-	-	-	1 092	1 092
<b>Charged to the income statement</b>	<b>1 531</b>	<b>521</b>	<b>-2 209</b>	<b>5 003</b>	<b>4 846</b>
New consolidations	-	1 200	-	3 602	4 802
Deconsolidations	-	-87	-	-20	-107
Amounts utilized during the year	-1 985	-2 067	-848	-2 413	-7 313
Transfers	-78	1 297	78	-2 403	-1 106
Exchange gains (-) and losses	9	-173	-181	157	-188
<b>As at 31 December 2015</b>	<b>5 266</b>	<b>5 907</b>	<b>29 929</b>	<b>36 069</b>	<b>77 171</b>
Of which					
<i>current</i>	<i>2 403</i>	<i>2 341</i>	<i>3 040</i>	<i>19 189</i>	<i>26 973</i>
<i>non-current - between 2 and 5 years</i>	<i>2 863</i>	<i>3 236</i>	<i>6 415</i>	<i>9 303</i>	<i>21 817</i>
<i>non-current - more than 5 years</i>	<i>-</i>	<i>330</i>	<i>20 474</i>	<i>7 577</i>	<i>28 381</i>

The decrease of provisions for restructuring mainly relates to previously announced programs in Belgium whereas the further integration program of the Italian ex-Pirelli plant mainly explains the increase.

Provisions for claims mainly relate to product warranty programs and various product quality claims in several entities.

The environmental provisions mainly relate to sites in EMEA. The expected soil sanitation costs are reviewed at each balance sheet date. Based on external expert assessments, the main decrease in 2015 relates to the plant in Hlohovec (Slovakia). Timing of settlement is uncertain as it is often triggered by decisions on the destination of the premises.

Other provisions include bank guarantees for a subsidiary in Venezuela. In 2014, part of these guarantees was recognized as a financial liability; additional guarantees have been recorded in 2015 and the entire amount is now recognized as other provisions (€ 16.3 million). As part of the opening balance on the acquisition of the Pirelli steel cord plants, a contingent liability has been recognized for stamp duty and a contractor pension cost. A provision of € 8.3 million relating to a put option for a non-controlling interest in an investment has been transferred to derivative liabilities in 2015. Furthermore, other provisions also include the effects of the long-term secured wire rod supply contract (expiring in 2022) with ArcelorMittal (€ 7.9 million) and a tax provision for the plant in Sumaré (Brazil) (€ 2.4 million).

## 6.17. Interest-bearing debt

Information concerning the contractual maturities of the Group's interest-bearing loans and borrowings (current and non-current) is given below:

2015 in thousands of €	Due within 1 year	Due between 1 and 5 years	Due after 5 years	Total
Interest-bearing debt				
<i>Finance leases</i>	219	3 545	-	3 764
<i>Credit institutions</i>	288 289	163 737	-	452 026
<i>Bonds</i>	205 000	340 614	-	545 614
<i>Convertible bonds</i>	1 206	284 220	-	285 426
<b>Carrying amount</b>	<b>494 714</b>	<b>792 116</b>	<b>-</b>	<b>1 286 830</b>
Value adjustments	-	-	-	-
<b>Total financial debt</b>	<b>494 714</b>	<b>792 116</b>	<b>-</b>	<b>1 286 830</b>

2014 in thousands of €	Due within 1 year	Due between 1 and 5 years	Due after 5 years	Total
Interest-bearing debt				
<i>Finance leases</i>	76	513	959	1 548
<i>Credit institutions</i>	341 293	84 353	508	426 154
<i>Bonds</i>	100 183	500 000	45 614	645 797
<i>Convertible bonds</i>	-	278 127	-	278 127
<b>Carrying amount</b>	<b>441 552</b>	<b>862 993</b>	<b>47 081</b>	<b>1 351 626</b>
Value adjustments	7 584	-	-	7 584
<b>Total financial debt</b>	<b>449 136</b>	<b>862 993</b>	<b>47 081</b>	<b>1 359 210</b>

Total financial debt decreased slightly. No new bonds were issued in 2015. During 2015, the Group has more actively used its short-term credit facilities (committed credit facility, factoring program and uncommitted credit facilities).

As a general principle, loans are entered into by Group companies in their local currency to avoid currency risk. If funding is in another currency without an offsetting position on the balance sheet, the companies hedge the currency risk through derivatives (cross-currency interest-rate swaps or forward exchange contracts). Bonds, commercial paper and debt towards credit institutions are unsecured, except for the factoring program that has been set up with KBC and BNP Paribas Fortis.

For further information on financial risk management, we refer to note 7.3. 'Financial risk management and financial derivatives'.

### Net debt calculation

The derivative representing the conversion option (€ 5.8 million vs. € 7.9 million in 2014) embedded in the convertible bond is not included in the net debt. The table below summarizes the calculation of the net debt.

in thousands of €	2014	2015
Non-current interest-bearing debt	910 074	792 116
Value adjustments	7 584	-
Current interest-bearing debt	441 552	494 714
<b>Total financial debt</b>	<b>1 359 210</b>	<b>1 286 830</b>
Non-current financial receivables and cash guarantees	-19 551	-9 694
Current loans	-13 998	-33 185
Short-term deposits	-14 160	-10 216
Cash and cash equivalents	-458 542	-401 771
<b>Net debt</b>	<b>852 959</b>	<b>831 964</b>

## 6.18. Other non-current liabilities

<b>Carrying amount</b> in thousands of €	<b>2014</b>	<b>2015</b>
Other non-current amounts payable	815	820
Derivatives (cf. note 7.3.)	7 921	14 384
<b>Total</b>	<b>8 736</b>	<b>15 204</b>

The derivatives relate to the embedded financial instrument (€ 5.8 million (2014: € 7.9 million)) of the convertible bond which was issued in the course of 2014 (cf. notes 6.17. and 7.3.) and the put option (€ 8.6 million) for a non-controlling interest in an investment which has been reclassified from provisions in 2015.

## 6.19. Other current liabilities

<b>Carrying amount</b> in thousands of €	<b>2014</b>	<b>2015</b>
Other amounts payable	5 849	4 453
Derivatives (cf. note 7.3.)	49 240	22 236
Advances received	5 106	3 137
Other taxes	34 303	28 117
Accruals and deferred income	20 078	13 820
<b>Total</b>	<b>114 576</b>	<b>71 763</b>

The derivatives include mainly forward exchange contracts (€ 4.5 million (2014: € 7.6 million)) and CCIRs (€ 17.7 million (2014: € 41.4 million)). Other taxes mainly relate to VAT payable, employment-related taxes withheld and other non-income taxes payable. Accruals and deferred income contain accrued interest on outstanding interest-bearing debt for € 6.5 million (2014: € 13.1 million) and other accrued charges and deferred income for € 7.3 million (2014: € 7.0 million).



## 7. Miscellaneous items

### 7.1. Notes to the cash flow statement

<b>Summary</b>		
in thousands of €	2014	2015
Cash from operating activities	186 949	583 562
Cash from investing activities	-225 347	-362 984
Cash from financing activities	87 945	-267 808
<b>Net increase or decrease in cash and cash equivalents</b>	<b>49 547</b>	<b>-47 230</b>

The cash flow from operating activities is presented using the indirect method, whereas the direct method is used for the cash flows from other activities. The direct method focuses on classifying gross cash receipts and gross cash payments by category.

#### **Cash from operating activities**

Gross cash flows from operating activities increased by € 94.6 million thanks to better operating performance fueled by recent business combinations. The increase in non-cash items mainly reflects higher depreciation and amortization, originating from business combinations as well as from stepped up capital expenditure on property, plant and equipment. Negative goodwill in 2015 relates to the step acquisition of BOSFA Pty Ltd (cf. note 7.2. 'Effect of business combinations and disposals') while in 2014 it related to the business combination with ArcelorMittal in Costa Rica, Brazil and Ecuador.

The investing items included in operating result in 2015 predominantly consist of gains on business disposals (net of CTA recycled) with respect to Carding Solutions and the Xinyu entities (cf. note 7.2. 'Effect of business combinations and disposals'). In 2014 the main investing items were gains on disposals of land and buildings in Belgium and machinery in Canada.

In 2015, drastic reductions in operating working capital contributed € 212.3 million to the cash flows from operating activities (see organic increase in note 6.7. 'Operating working capital'). As for the 'other operating cash flows', the movements in other current assets and liabilities are largely due to insurance indemnifications for the fire in Rome being accrued in 2014 and received in 2015.

The following table presents more details about selected operating items:

<b>Details of selected operating items</b>		
in thousands of €	2014	2015
<b>Non-cash items included in operating result</b>		
Depreciation and amortization <sup>1</sup>	164 610	208 401
Impairment losses on assets	16 962	13 262
Gains (-) and losses on step acquisitions	-1 804	1 098
Employee benefits: set-up / reversal (-) of amounts not used	16 242	16 767
Provisions: set-up / reversal (-) of amounts not used	-1 156	3 752
Negative goodwill	-10 893	-340
CTA recycled on business disposals	1 041	393
Equity-settled share-based payments	2 845	2 906
<b>Total</b>	<b>187 847</b>	<b>246 239</b>
<b>Investing items included in operating result</b>		
Gains (-) and losses on business disposals	122	-13 653
Gains (-) and losses on disposals of PP&E	-8 179	102
<b>Total</b>	<b>-8 057</b>	<b>-13 551</b>
<b>Amounts used on provisions and employee benefit obligations</b>		
Employee benefits: amounts used	-34 177	-33 493
Provisions: amounts used	-10 275	-7 314
<b>Total</b>	<b>-44 452</b>	<b>-40 807</b>
<b>Income taxes paid</b>		
Current income tax expense	-57 276	-53 251
Increase or decrease (-) in net income taxes payable	11 449	-3 406
<b>Total</b>	<b>-45 827</b>	<b>-56 657</b>
<b>Other operating cash flows</b>		
Movements in other current assets and liabilities	-20 228	12 748
Other	1 034	3 203
<b>Total</b>	<b>-19 194</b>	<b>15 951</b>

<sup>1</sup> Including € -8.3 million (2014: € -4.4 million) write-downs and reversals of write-downs on inventories and trade receivables (see note 6.7. 'Operating working capital').

### Cash from investing activities

Cash-outs on new business combinations (cf. note 7.2. 'Effect of business combinations and disposals') amounted to € -129.8 million (2014: € -108.5 million), mainly relating to the final acquisition phase of the Pirelli steel cord plants and Arrium's ropes business in 2015 and to the first acquisition phase of the Pirelli steel cord plants in 2014. Other portfolio investments mainly consist of Bekaert acquiring non-controlling interests in certain entities in order to pursue its own strategic course. Capital expenditure programs for property, plant and equipment were stepped up mainly in Europe and North America; the latter relating to the rebuilding the bead wire plant in Rome (Georgia, USA) that was destroyed by a fire in 2014.

The higher proceeds from disposal of property, plant and equipment in 2014 mainly relate to the sale of land and buildings in Aalter (Belgium), and plant, machinery and equipment in Surrey (Canada).

The following table presents more details on selected investing cash flows:

<b>Details of selected investing items</b> in thousands of €	<b>2014</b>	<b>2015</b>
<b>Other portfolio investments</b>		
Purchase of non-controlling interests in Carding Solutions entities	-1 304	-
Purchase of non-controlling interests in Ropes entities	-	-91 488
Purchase of non-controlling interests in Southern Wire entities	-	-5 270
Purchase of non-controlling interests in Chinese entities	-	-12 700
Purchase of non-controlling interests in other entities	-648	-
Other investments	-21	-101
<b>Total</b>	<b>-1 973</b>	<b>-109 559</b>
<b>Other investing cash flows</b>		
Proceeds from disposal of intangible assets	-	17
Proceeds from disposal of property, plant and equipment	15 846	3 789
<b>Total</b>	<b>15 846</b>	<b>3 806</b>

### **Cash from financing activities**

New long-term debt issued (€ 145.2 million) mainly related to financing transactions in Belgium, Chile, China and Australia, while the issuance of a € 300 million convertible bond was the main financing event in 2014. Repayments of long-term debt (€ -127.9 million) mainly related to a Eurobond issued by Bekaert Corporation in 2005, while in 2014 (€ -191.2 million) a € 100 million bond issued by NV Bekaert SA expired and some long-term debt was swapped with short-term debt. While 2014 brought considerable cash-ins from current interest-bearing debt, sizeable amounts were repaid in 2015, mainly in Brazil, Chile, China, the Netherlands, Peru and Malaysia. Treasury shares transactions in 2015 (€ 1.2 million) were limited to cash-ins from options being exercised whereas the net cash-outs in 2014 (€ -72.1 millions) originated from share buy-back programs. Capital paid in by minority interests in 2015 (€ 15.0 million) mainly relates to contributions from the Chilean partners in the ropes entities in Australia and the USA before the Group repurchased their interests to take full control of the ropes business by the end of the year.

The following table presents more details about selected financing items:

<b>Details of selected financing items</b> in thousands of €	<b>2014</b>	<b>2015</b>
<b>Other financing cash flows</b>		
New shares issued following exercise of subscription rights	779	234
Capital paid in by minority interests	4 222	14 967
Increase (-) or decrease in current and non-current loans and receivables	-8 776	2 041
Increase (-) or decrease in current financial assets	-2 896	9 616
Other financial income and expenses	-11 548	-16 437
<b>Total</b>	<b>-18 219</b>	<b>10 421</b>

Cash flows relating to loans and receivables mainly comprise movements in cash guarantees, while cash flows relating to current financial assets are about short-term deposits. Other financial income and expenses include bank charges and tax charges on financial transactions.

## 7.2. Effect of business combinations and business disposals

### Business combinations (1): the acquisitions of Pirelli's steel cord plants

On 28 February 2014, Bekaert announced the signing of an agreement with Pirelli, the global tire manufacturer, for the acquisition of Pirelli's steel cord activities for a total enterprise value of € 255 million. The acquisition agreement includes Pirelli's manufacturing sites in Figline Valdarno (Italy), Slatina (Romania), Izmit (Turkey), Yanzhou (China) and Sumaré (Brazil). The transaction is estimated to add approximately € 300 million to Bekaert's consolidated sales on an annual basis.

On 18 December 2014, Bekaert and Pirelli successfully closed the acquisition by Bekaert of the Pirelli steel cord plants in Figline Valdarno (Italy), Slatina (Romania) and Sumaré (Brazil). Due to delays in regulatory approvals, the acquisition of the Pirelli plants in Turkey and China could not be closed before year-end 2014. On

5 February 2015, Bekaert completed the acquisition of the Pirelli steel cord plant in Izmit (Turkey) and on 27 March 2015, Bekaert completed the acquisition of the Pirelli steel cord plant in Yanzhou (Shandong province, China). Bekaert now holds 100% of the interests in the Pirelli steel cord plants in Italy, Brazil and Turkey, i.e. (by their new name):

- Bekaert Figline SpA;
- Bekaert Sumaré Ltda;
- Bekaert Kartepe Çelik Kord Sanayi ve Ticaret AS.

It holds 80% of the interests of the Pirelli steel cord plants in Romania and China, i.e. (by their new name):

- Bekaert Slatina SRL, the remaining 20% being retained by Continental AG;
- Bekaert (Jining) Steel Cord Co Ltd, the remaining 20% being retained by Hixih Rubber Industrial Group Co Ltd.

As part of this transaction, Bekaert and Pirelli entered into a long-term supply agreement of tire cord to Pirelli.

The initial accounting for the business combination presented in last year's financial statements was evidently partial and provisional, since control had only been acquired in three out of the five targeted plants shortly before year-end. Now that the business combination has been fully completed, Bekaert has performed an extensive analysis to identify, and to assess the fair value of, the net assets acquired and the liabilities assumed.

The fair value assessments on property, plant and equipment are based on external appraisals for land and buildings and on internal appraisals for plant, machinery and equipment. Deferred tax assets and liabilities arising from any of these adjustments have been recognized at the applicable tax rates in the respective jurisdictions.

The non-controlling interests arising on the acquirees have been measured at their share in the fair value of the net assets acquired. The accounting for the business combination resulted in a goodwill of € 4.3 million, which mainly reflects the importance for Bekaert of reinforcing its global competitive position through this deal.

The table below presents the net assets acquired by balance sheet caption, showing the effect of fair value adjustments applied in accordance with IFRS 3, 'Business combinations', and the goodwill calculation for the full transaction, including the part effected last year.

The positive fair value adjustments on property, plant and equipment mainly relate to the land and buildings in Brazil (€ 23.0 million) and Turkey (€ 22.2 million), as these plants are located on premium industrial sites. These surpluses are partially compensated by negative fair value adjustments on land and buildings in the other locations (€-3.8 million, mainly China) and on plant, machinery and equipment (€ -7.1 million). The positive fair value adjustments on inventories mainly reflect the capitalization of spare parts and consumables that had been directly expensed under Pirelli accounting policies, and the gross profit to be generated on work in process and finished goods upon their subsequent sales.

Contingent liabilities relating to indirect taxes in Romania and Turkey have been identified amounting to € 4.1 million.

<b>Total</b> in thousands of €	<b>Acquiree's carrying amount before combination</b>	<b>Fair value adjustments</b>	<b>Fair value</b>
Intangible assets	5 882	-	5 882
Property, plant and equipment	136 072	34 848	170 920
Deferred tax assets	4 969	5 600	10 569
Non-current loans and receivables	629	-	629
Other non-current assets	92	-	92
Inventories	32 376	7 923	40 299
Trade receivables	107 777	-	107 777
Advances paid	4 033	-	4 033
Other receivables	9 353	2	9 355
Short-term deposits	5 857	-	5 857
Cash and cash equivalents	8 365	-	8 365
Current loans and receivables	4 230	-	4 230
Other current assets	1 683	-154	1 529
Non-current employee benefit obligations	-12 485	-60	-12 545
Non-current provisions	-7 542	-1 558	-9 100
Non-current interest-bearing debt	-17 733	-	-17 733
Deferred tax liabilities	-3 425	-11 967	-15 392
Current interest-bearing debt	-61 969	-	-61 969
Trade payables	-49 062	124	-48 938
Current employee benefit obligations	-5 581	-	-5 581
Current provisions	-24	-	-24
Income taxes payable	-1 668	-728	-2 396
Other current liabilities	-6 678	-1 500	-8 178
<b>Total net assets acquired in a business combination</b>	<b>155 151</b>	<b>32 530</b>	<b>187 681</b>
Non-controlling interests arising on the acquirees	-13 929	3 001	-10 928
Goodwill			4 255
<b>Consideration paid in cash</b>			<b>-181 008</b>
Cash acquired	8 365	-	8 365
<b>New business combinations</b>			<b>-172 643</b>

A summary of the business combination accounting by period is presented below:

<b>Total</b> in thousands of €	<b>Full business combination totals</b>	<b>Summary disclosure presented at year- end 2014</b>	<b>Effects recognized in 2015</b>
<b>Total net assets acquired in a business combination</b>	<b>187 681</b>	<b>119 066</b>	<b>68 615</b>
Non-controlling interests arising on the acquirees	-10 928	-9 197	-1 731
Goodwill	4 255	713	3 542
<b>Consideration paid in cash</b>	<b>-181 008</b>	<b>-110 582</b>	<b>-70 426</b>
Cash acquired	8 365	1 103	7 262
<b>New business combinations</b>	<b>-172 643</b>	<b>-109 479</b>	<b>-63 164</b>

It also clarifies the contribution of the business combination to the amount shown in the consolidated cash flow statement as 'new business combinations' by period. The total purchase consideration paid in 2014 amounted to € 110.6 million and was settled in cash. After cash acquired, the net cash-out amounted to € -109.5 million. In December 2014, Bekaert also paid € 15.0 million to Pirelli for the acquisition of intellectual property, mainly manufacturing know-how and patents, all of which have been capitalized as intangible assets and will be amortized over 10 years. In the course of 2015, an additional amount of € 70.4 million was paid in cash, covering the purchase consideration for the two plants acquired during the period, as well as purchase price adjustments for variances from target working capital and debt. After cash acquired, the net cash-out for the period amounted to € -63.2 million.

Following table shows the effect of the business combination on consolidated sales and result for the period (after acquisition related expenses):

Total in thousands of €	Net sales for the	
	period	Result for the period
Total for all 5 entities acquired	258 542	15 514

The acquisition-related expenses, which consisted mainly of consultancy fees, amounted to € 4.8 million (of which € 0.6 million incurred in 2015) and were included in administrative expenses. If all of these entities had been acquired as from 1 January 2015, the Group would have additionally recognized € 10.6 million of net sales and a result for the period of € 0.7 million.

### Business combinations (2): the acquisition of Arrium's ropes business in Australia

On 5 February 2015, Bekaert announced the signing of an agreement with Arrium Ltd of Australia, for the acquisition of its wire ropes business for an enterprise value of approximately € 60 million. The deal includes all of the personnel and assets of the business located in Newcastle, Australia. The transaction is estimated to add approximately € 40 million to Bekaert's consolidated sales.

On 1 March 2015, Bekaert successfully completed the acquisition of Arrium's ropes business in Australia. The Australian entity has been named Bekaert Wire Ropes Pty Ltd and is part of the Bekaert Rope Group in which Bekaert and their Chilean partners (through Matco Cables SpA) held 65% and 35% respectively of the ropes entities in Canada, Chile, Peru, Brazil, the USA, and Australia. With this deal Bekaert confirms its strategy to expand its steel wire ropes platform to serve mining, oil & gas, lifting equipment and infrastructure markets with high performance ropes. The platform's strategy targets both organic and acquisitive growth in markets with interesting potential where Bekaert's core competences, global reach and service model offer a differentiating lever to the industry.

The accounting for the business combination resulted in a goodwill of € 13.2 million, which mainly reflects the synergies expected to arise on the integration of the Australian business in Bekaert's expanding global ropes platform. Since Bekaert opted not to apply the full goodwill option, only 65% of the full goodwill is recognized while 35% is accounted for through a reduction of the non-controlling interests on behalf of the Chilean partners. The fact that Bekaert subsequently repurchased the 35% non-controlling interests held by the Chilean partners in December does not have any consequences for the amount of goodwill recognized. The table below presents the net assets acquired by balance sheet caption, showing the effect of fair value adjustments in accordance with IFRS 3, 'Business Combinations', and the goodwill calculation.

Total in thousands of €	Acquiree's carrying amount before combination	Fair value adjustments	Fair value
Intangible assets	258	1 556	1 814
Property, plant and equipment	21 019	11 820	32 839
Deferred tax assets	573	68	641
Inventories	7 604	1 160	8 764
Trade receivables	5 509	-14	5 495
Other current assets	123	-	123
Non-current employee benefit obligations	-783	-227	-1 010
Trade payables	-1 537	-	-1 537
Advances received	-320	-	-320
Current employee benefit obligations	-1 126	-	-1 126
Current provisions	-15	-109	-124
<b>Total net assets acquired in a business combination</b>	<b>31 305</b>	<b>14 254</b>	<b>45 559</b>
Non-controlling interests adjustment relating to goodwill	-	-	7 086
Goodwill	-	-	13 160
<b>Consideration paid in cash</b>			<b>-65 805</b>
Cash acquired	-	-	-
<b>New business combinations</b>			<b>-65 805</b>

As a result of the purchase price allocation, the acquired patents and trademarks were valued at € 1.6 million and recognized as intangible assets. The fair value assessments on property, plant and equipment are based on external appraisals for land and buildings and on internal appraisals for plant, machinery and equipment. Positive fair value adjustments on PP&E consisted of € 3.8 million on land and buildings and € 8.0 million on plant, machinery and equipment. The positive fair value adjustments on inventories mainly reflect the gross profit to be generated on work in process and finished goods upon their subsequent sales. An actuarial review of the employee benefits obligations entailed an increase of € 0.2 million. A contingent liability relating to product warranties was recognized for € 0.1 million. Deferred tax consequences of all fair value adjustments were very limited (€ 0.1 million additional assets).

The business combination required a net cash-out of € 65.8 million, included in the amount shown in the consolidated cash flow statement as 'new business combinations'.

Following table shows the effect of the business combination on consolidated sales and result for the period (after acquisition-related expenses):

<b>Total</b> in thousands of €	<b>Date of acquisition</b>	<b>Net sales for the period</b>	<b>Result for the period</b>
Bekaert Wire Ropes Pty Ltd	1 March 2015	31 509	-2 390

The acquisition-related costs amounted to € 3.6 million, consisting of € 3.2 million stamp duties reported in other financial expenses and € 0.4 million consultancy fees and other expenses reported in administrative expenses. If the entity had been acquired as from 1 January 2015, the Group would have additionally recognized € 7.3 million of net sales and a result for the period of € 1.0 million.

### **Business combinations (3): the step acquisition of BOSFA Pty Ltd in Australia**

On 12 June 2015, Bekaert acquired control in BOSFA Pty Ltd (Australia), a distributor of building products mainly for Australia and New Zealand, by purchasing the remaining 50% of the shares held by Arrium Ltd of Australia for an amount of € 2.3 million. Until that date, the entity was classified as a joint venture and accounted for using the equity method. In accordance with the IFRS requirements for a step acquisition, the interests previously held by the Group in the joint venture were remeasured to fair value, based on the transaction price for the remaining 50%, which resulted in a loss on step acquisition of € 1.1 million recognized in non-recurring items. Furthermore, the transaction generated a negative goodwill of € 0.3 million offset by a loss of € 0.3 million on recycling the cumulative translation adjustments, all of which were also recognized in non-recurring items. The table below presents the net assets acquired by balance sheet caption, showing the effect of fair value adjustments in accordance with IFRS 3, 'Business Combinations', and the goodwill calculation.

Total in thousands of €	Acquiree's carrying amount before combination	Fair value adjustments	Fair value
Property, plant and equipment	34	-	34
Deferred tax assets	2 391	-2 388	3
Inventories	5 332	774	6 106
Trade receivables	4 092	-11	4 081
Cash and cash equivalents	1 476	-	1 476
Current loans and receivables	26	-	26
Non-current interest-bearing debt	-1 402	-	-1 402
Other non-current liabilities	-674	-	-674
Deferred tax liabilities	48	-232	-184
Trade payables	-4 079	-	-4 079
Current employee benefit obligations	-218	-	-218
Income taxes payable	-85	-	-85
Other current liabilities	-69	-	-69
<b>Total net assets acquired in a business combination</b>	<b>6 872</b>	<b>-1 857</b>	<b>5 015</b>
Equity method investment held prior to business combination	-3 436	1 098	-2 338
Negative goodwill			-340
<b>Consideration paid in cash</b>			<b>-2 337</b>
Cash acquired	1 476	-	1 476
<b>New business combinations</b>			<b>-861</b>

The main fair value adjustments related to the derecognition of the deferred tax assets (€ -2.4 million) formerly recognized on tax loss carry-forwards that have expired, and to the inventories (€ +0.8 million) remeasured to selling price less costs to sell. The following table shows the effect of the business combination on consolidated sales and result for the period. The result for the period includes the negative goodwill (€ 0.3 million), the loss on step acquisition of € 1.1 million and the loss on CTA of € 0.3 million being recycled at the acquisition date. No material acquisition-related expenses were incurred on this deal, which was agreed in the aftermath of the acquisition of Arrium's ropes business in Australia.

Total in thousands of €	Date of acquisition	Net sales for the period Result for the period	
Bosfa Pty Ltd	12 June 2015	2 847	-1 204

If the entity had been acquired as from 1 January 2015, the Group would have additionally recognized € 2.4 million of net sales and a result for the period of € 0.1 million.

## Business disposals

On 7 May 2015, Bekaert sold its Carding Solutions activities to Groz-Beckert, a global company with headquarters in Albstadt, Germany. The transaction covered the carding production facilities in Belgium, India, Turkey, China and the USA and the global sales and services network. A transaction gain of € 11.8 million was recognized in non-recurring items, as well as a loss of € 2.3 million on recycling CTA. The table below presents the net assets disposed by balance sheet caption, the gain recognized on the transaction and the proceeds shown in the consolidated cash flow statement. The other disposals relate to following events:

- The loss of control in Bekaert (Xinyu) New Materials Co Ltd (formerly a subsidiary) and the loss of joint control in Bekaert Xinyu Metal Products Co Ltd (formerly a joint venture) as from 1 April 2015 due to an agreement with the Chinese partner and the reclassification of these investments from associates to investments available for sale at the balance sheet date (cf. note 3.1. 'Critical judgments in applying the entity's accounting policies'). These events resulted in non-cash gains totalling € 4.1 million.
- The disposal of minor available-for-sale investments (total proceeds: € 0.1 million).
- The collection of € 17.8 million deferred proceeds relating to the business disposal of the Industrial Coatings activities in 2012.



in thousands of €	Carding Solutions	Other disposals	Total disposals
Intangible assets	4	2 167	2 171
Property, plant and equipment	10 890	26 170	37 060
Investments	-	2 069	2 069
Other non-current assets	29	-	29
Deferred tax assets	132	1 781	1 913
Inventories	7 361	1 028	8 389
Trade receivables	4 060	2 810	6 870
Advances paid	79	190	269
Other receivables	519	2 646	3 165
Short-term deposits	6	-	6
Cash and cash equivalents	1 118	381	1 499
Other current assets	72	-25 508	-25 436
Non-current employee benefit obligations	-88	-	-88
Provisions	-106	-	-106
Non-current interest-bearing debt	-1 158	-	-1 158
Deferred tax liabilities	-212	-	-212
Current financial liabilities	-16 203	-	-16 203
Trade payables	-2 430	-3 250	-5 680
Advances received	-335	-	-335
Current employee benefit obligations	-894	-500	-1 394
Current provisions	-1	-	-1
Income taxes payable	-16	-73	-89
Other current liabilities	-302	-5	-307
<b>Total net assets disposed</b>	<b>2 525</b>	<b>9 906</b>	<b>12 431</b>
Gain or loss (-) on business disposals	9 547	4 119	13 666
Gain or loss (-) on non-consolidated investments	-	-76	-76
Reversal non-cash (gain)/loss	2 292	-3 837	-1 545
Fair value of remaining interest retained	-	-8 007	-8 007
Cash disposed	-1 118	-381	-1 499
NCI disposed	-	-1 959	-1 959
Deferred proceeds from earlier business disposal	-	17 750	17 750
<b>Proceeds from disposals of investments</b>	<b>13 246</b>	<b>17 515</b>	<b>30 761</b>

As a result of the deconsolidation of Bekaert (Xinyu) New Materials Co Ltd, its current debt of € 25.5 million versus the Group is no longer eliminated in consolidation but becomes a financial receivable from third parties in consolidation. The contribution of the disposed activities to the consolidated sales and to the result for the period (excluding the result on disposal) is shown below:

in thousands of €	Date of disposal resp. loss of (joint) control	Net sales for the period	Result for the period
Carding solutions	7 May 2015	9 558	-564
Bekaert (Xinyu ) New Materials Co Ltd	1 April 2015	2 753	-5 295
Bekaert Xinyu Metal Products Co Ltd	1 April 2015	-	-1 587

## 7.3. Financial risk management and financial derivatives

### Principles of financial risk management

The Group is exposed to risks from movements in exchange rates, interest rates and market prices that affect its assets and liabilities. Financial risk management within the Group aims at reducing the impact of these market risks through ongoing operational and financing activities. Selected derivative hedging instruments are used depending on the assessment of risk involved. The Group mainly hedges the risks that affect the Group's cash flows. Derivatives are used exclusively as hedging instruments and not for trading or other speculative purposes. To reduce the credit risk, hedging transactions are generally only concluded with financial institutions whose credit rating is at least A.

The guidelines and principles of the Bekaert financial risk policy are defined by the Audit and Finance Committee and overseen by the Board of the Group. Group Treasury is responsible for implementing the financial risk policy. This encompasses defining appropriate policies and setting up effective control and reporting procedures. The Audit and Finance Committee is regularly kept informed as to the currency and interest-rate exposure.

### Currency risk

The Group's currency risk can be split into two categories: translational and transactional currency risk.

#### *Translational currency risk*

A translational currency risk arises when the financial data of foreign subsidiaries are converted into the Group's presentation currency, the euro. The main currencies are Chinese renminbi, US dollar, Czech koruna, Brazilian real, Chilean peso, Russian ruble, Indian rupee and Venezuelan bolivar (cf. cumulative translation adjustments in note 6.13. 'Retained earnings and other Group reserves'). Since there is no impact on the cash flows, the Group usually does not hedge against such risk.

#### *Transactional currency risk*

The Group is exposed to transactional currency risks resulting from its investing, financing and operating activities.

Foreign currency risk in the area of investment results from the acquisition and disposal of investments in foreign companies, and sometimes also from dividends receivable from foreign investments. If material, these risks are hedged by means of forward exchange contracts.

Foreign currency risk in the financing area results from financial liabilities in foreign currencies. In line with its policy, Group Treasury hedges these risks using cross-currency interest-rate swaps and forward exchange contracts to convert financial obligations denominated in foreign currencies into the entity's functional currency. At the reporting date, the foreign currency liabilities for which currency risks were hedged mainly consisted of intercompany loans in euro and US dollar.

Foreign currency risk in the area of operating activities arises from commercial activities with sales and purchases in foreign currencies, as well as payments and receipts of royalties. The Group uses forward exchange contracts to limit the currency risk on the forecasted cash inflows and outflows for the coming three months. Significant exposures and firm commitments beyond that time frame may also be covered.

### *Currency sensitivity analysis*

#### **Currency sensitivity relating to the operating, investing and financing activities**

The following table summarizes the Group's net foreign currency positions of operating, investing and financing receivables and payables at the reporting date for the most important currency pairs. The net currency positions are presented before intercompany eliminations. Positive amounts indicate that the Group has a net future cash inflow in the first currency. In the table, the 'Total exposure' column represents the position on the balance sheet, while the 'Total derivatives' column includes all financial derivatives hedging those balance sheet positions as well as forecasted transactions.

**Currency pair - 2015**

in thousands of €

	<b>Total exposure</b>	<b>Total derivatives</b>	<b>Open position</b>
CNY/EUR	15 702	-4 249	11 453
CZK/EUR	-12 100	4 165	-7 935
EUR/CNY	-66 349	65 723	-626
EUR/USD	28 305	-30 000	-1 695
IDR/USD	9 222	-	9 222
USD/BRL	-8 120	-	-8 120
USD/CAD	12 680	-3 572	9 108
USD/CLP	74 670	-	74 670
USD/CNY	-244 088	215 519	-28 569
USD/EUR	461 769	-485 210	-23 441
USD/INR	-63 897	47 511	-16 386
USD/SGD	-24 298	-	-24 298

**Currency pair - 2014**

in thousands of €

	<b>Total exposure</b>	<b>Total derivatives</b>	<b>Open position</b>
CAD/USD	11 857	-9 244	2 613
CNY/EUR	17 597	-	17 597
EUR/CNY	-120 251	109 186	-11 065
EUR/CZK	6 577	-5 083	1 494
EUR/USD	28 311	-30 000	-1 689
USD/CAD	8 157	-	8 157
USD/CLP	5 336	-	5 336
USD/CNY	-231 604	221 845	-9 759
USD/COP	-8 267	18 638	10 371
USD/EUR	417 977	-435 768	-17 791
USD/INR	-56 123	52 269	-3 854
USD/MYR	-9 568	-	-9 568

If rates had weakened/strengthened by reasonably possible changes with all other variables constant, the result for the period before taxes would have been € 1.6 million lower/higher (2014: € 1.5 million). The reasonably possible changes used in this calculation were based on annualized volatility relating to the daily movement of the exchange rate of the reported year, with a 95% confidence interval.

**Currency sensitivity in relation to hedge accounting**

At 31 December 2015, the Group does not apply hedge accounting anymore and no sensitivity analysis was done. At previous year-end, some derivatives were also part of effective cash flow hedges to hedge the currency risk relating to the Eurobond issued in 2005 and expired in March 2015. Last year's sensitivity analysis established that, if the euro had weakened/strengthened by reasonably possible changes, with all other variables constant, the hedging reserve in shareholders' equity would have been € 0.04 million higher/lower at year-end 2014.

## Interest-rate risk

The Group is exposed to interest-rate risk, mainly on debt denominated in US dollar, Chinese renminbi and euro. To minimize the effects of interest-rate fluctuations in these regions, the Group manages the interest-rate risk for net debt denominated in the respective currencies of these countries separately. General guidelines are applied to cover interest-rate risk:

- The target average life of long-term debt is four years.
- The allocation of long-term debt between floating and fixed interest rates must remain within the defined limits approved by the Audit and Finance Committee.

Group Treasury uses interest-rate swaps and cross-currency interest-rate swaps to ensure that the floating and fixed portions of the long-term debt remain within the defined limits.

The following table summarizes the weighted average interest rates at the balance sheet date.

2015	Long-term			Short-term	Total
	Fixed rate	Floating rate	Total		
US dollar	4.63%	-	4.63%	1.27%	1.35%
Chinese renminbi	5.81%	-	5.81%	3.24%	5.65%
Euro	2.99%	-	2.99%	0.53%	2.90%
Other	7.34%	3.00%	7.16%	4.75%	5.58%
<b>Total</b>	<b>3.41%</b>	<b>3.00%</b>	<b>3.41%</b>	<b>1.82%</b>	<b>2.80%</b>

2014	Long-term			Short-term	Total
	Fixed rate	Floating rate	Total		
US dollar	5.24%	-	5.24%	1.11%	1.88%
Chinese renminbi	5.76%	-	5.76%	4.73%	5.33%
Euro	3.16%	-	3.16%	0.33%	3.06%
Other	8.41%	3.00%	8.05%	5.53%	6.09%
<b>Total</b>	<b>3.67%</b>	<b>3.00%</b>	<b>3.67%</b>	<b>2.01%</b>	<b>3.01%</b>

## Interest-rate sensitivity analysis

### Interest-rate sensitivity of the financial debt

As disclosed in note 6.17. 'Interest-bearing debt', the total financial debt of the Group as of 31 December 2015 amounted to € 1 286.8 million (2014: € 1 359.2 million). The following table shows the currency and interest rate profile, i.e. the percentage distribution of the total financial debt by currency and by type of interest rate (fixed, floating).

Currency and interest rate profile	Long-term		Short-term	Total
	Fixed rate	Floating rate	Floating rate	
2015				
US dollar	0.70%	-	29.70%	30.40%
Chinese renminbi	3.80%	-	0.20%	4.00%
Euro	53.90%	-	2.00%	55.90%
Other	3.20%	0.10%	6.30%	9.60%
<b>Total</b>	<b>61.70%</b>	<b>0.10%</b>	<b>38.20%</b>	<b>100.00%</b>

Currency and interest rate profile	Long-term		Short-term	Total
	Fixed rate	Floating rate	Floating rate	
2014				
US dollar	6.70%	-	29.70%	36.40%
Chinese renminbi	2.80%	-	2.00%	4.80%
Euro	48.40%	-	1.70%	50.10%
Other	1.80%	0.20%	6.70%	8.70%
<b>Total</b>	<b>59.70%</b>	<b>0.20%</b>	<b>40.10%</b>	<b>100.00%</b>

On the basis of the annualized daily volatility of the 3-month Interbank Offered Rate in 2015 and 2014, the reasonable estimates of possible interest rate changes, with a 95% confidence interval, are set out in the table below for the main currencies.

Currency	Interest rate at 31 Dec 2015	Reasonably possible changes (+/-)
Chinese renminbi <sup>1</sup>	2.41%	0.40%
Euro	0.00%	0.03%
US dollar	0.61%	0.19%

Currency	Interest rate at 31 Dec 2014	Reasonably possible changes (+/-)
Chinese renminbi <sup>1</sup>	3.75%	0.62%
Euro	0.08%	0.06%
US dollar	0.26%	0.04%

<sup>1</sup> For the Chinese renminbi, the interest rate is the PBOC benchmark interest rate for lending up to six months.

Applying the estimated possible changes in the interest rates to the floating rated debt, with all other variables constant, the result for the period before tax would have been € 0.8 million higher/lower (2014: € 0.7 million higher/lower).

### Interest-rate sensitivity in relation to hedge accounting

At 31 December 2015, the Group does not apply hedge accounting and no sensitivity analysis was done. At previous year-end, some derivatives were also part of effective cash flow hedges to hedge the interest-rate risk relating to the Eurobond issued in 2005 and expired in March 2015. Last year's sensitivity analysis established that applying the estimated possible increases and decreases of the interest rates to these hedging transactions, with all other variables constant, the hedging reserve in shareholders' equity would not have been changed.

### Credit risk

The Group is exposed to credit risk from its operating activities and certain financing activities. In respect of its operating activities, the Group has a credit policy in place, which takes into account the risk profiles of the customers in terms of the market segment to which they belong. Based on activity platform, product sector and geographical area, a credit risk analysis is made of customers and a decision is taken regarding the covering of the credit risk. The exposure to credit risk is monitored on an ongoing basis and credit evaluations are made of all customers. In terms of the characteristics of some steel wire activities with a limited number of global customers, the concentration risk is closely monitored and, in combination with the existing credit policy, appropriate action is taken when needed. In accordance with IFRS 8 §34, none of the specified disclosures on individual customers (or groups of customers under common control) are required, since none of the Group's customers accounts for more than 10% of its revenues. At 31 December 2015, 65.4% (2014: 64.8%) of the credit risk exposure was covered by credit insurance policies and by trade finance techniques. In respect of financing activities, transactions are normally concluded with counterparties that have at least an A credit rating. There are also limits allocated to each counterparty which depend on their rating. Due to this approach, the Group considers the risk of counterparty default to be limited in both operating and financing activities.

### Liquidity risk

Liquidity risk is the risk that the Group will be unable to meet its obligations as they come due because of an inability to liquidate assets or obtain adequate funding. To ensure liquidity and financial flexibility at all times, the Group, in addition to its available cash, has several uncommitted short-term credit lines at its disposal in the major currencies and in amounts considered adequate for current and near-future financing needs. These facilities are generally of the mixed type and may be utilized, for example, for advances, overdrafts, acceptances and discounting. The Group also has committed credit facilities at its disposal up to a maximum equivalent of € 50.0 million (2014: € 70.6 million) at floating interest rates with fixed margins. At year-end, nothing was outstanding under these facilities (2014: nil). In addition, the Group has a commercial paper and medium-term note program available for a maximum of € 123.9 million (2014: € 123.9 million). At the end of 2015, no commercial paper notes were outstanding (2014: none). At year-end, none of the Group's outstanding debt was subject to debt covenants (2014: none). The Group has a joint factoring agreement with BNP Paribas Fortis and KBC and has the possibility to borrow up to € 90 million (2014: € 40 million) for two months withdrawals, but no withdrawals were done before year-end (2014: none).

The following table shows the Group's contractually agreed (undiscounted) outflows in relation to financial liabilities. Only net interest payments and principal repayments are included.

<b>2015</b> in thousands of €	<b>2016</b>	<b>2017</b>	<b>2018-2020</b>	<b>2021 and thereafter</b>
<b>Financial liabilities - principal</b>				
<i>Trade payables</i>	-456 783	-	-	-
<i>Other payables</i>	-141 539	-820	-	-
<i>Interest-bearing debt</i>	-494 714	-13 343	-778 773	-
<i>Derivatives - gross settled</i>	-512 735	-	-11 872	-
<b>Financial liabilities - interests</b>				
<i>Interest-bearing debt</i>	-36 401	-22 744	-39 025	-
<i>Derivatives - net settled</i>	-	-	-	-
<i>Derivatives - gross settled</i>	-7 240	-1 153	-1 153	-
<b>Total undiscounted cash flow</b>	<b>-1 649 412</b>	<b>-38 060</b>	<b>-830 823</b>	<b>-</b>
<b>2014</b> in thousands of €				
	<b>2015</b>	<b>2016</b>	<b>2017-2019</b>	<b>2020 and thereafter</b>
<b>Financial liabilities - principal</b>				
<i>Trade payables</i>	-389 254	-	-	-
<i>Other payables</i>	-179 433	-815	-	-
<i>Interest-bearing debt</i>	-449 136	-282 823	-580 170	-47 081
<i>Derivatives - gross settled</i>	-607 477	-12 988	-	-
<b>Financial liabilities - interests</b>				
<i>Interest-bearing debt</i>	-38 855	-30 604	-49 726	-2 168
<i>Derivatives - net settled</i>	-1 796	-	-	-
<i>Derivatives - gross settled</i>	-9 453	-1 279	-	-
<b>Total undiscounted cash flow</b>	<b>-1 675 404</b>	<b>-328 509</b>	<b>-629 896</b>	<b>-49 249</b>

All instruments held at the reporting date and for which payments had been contractually agreed are included. Forecasted data relating to future, new liabilities has not been included. Amounts in foreign currencies have been translated at the closing rate at the reporting date. The variable interest payments arising from the financial instruments were calculated using the applicable forward interest rates.

## Hedging

All financial derivatives the Group enters into, relate to an underlying transaction or forecasted exposure. In function of the expected impact on the income statement and if the stringent IAS 39 criteria are met, the Group decides on a case-by-case basis whether hedge accounting will be applied. The following sections describe the transactions whereby hedge accounting is applied and transactions which do not qualify for hedge accounting but constitute an economic hedge.

### Hedge accounting

At 31 December 2015, the Group does not apply hedge accounting. At previous year-end, some derivatives were still part of effective cash flow hedges and fair value hedges relating to the Eurobond issued in 2005. In 2005, Bekaert Corporation, a USA based entity, issued a fixed rated € 100.0 million Eurobond expiring in March 2015. Simultaneously, the entity also entered into two € 50.0 million cross-currency interest-rate swaps to convert half of the fixed euro payments into floating US dollar payments and the other half of the fixed euro payments into fixed US dollar payments.

### Fair value hedges

During 2005, the entity reduced its floating US dollar exposure from € 50.0 million to € 30.9 million. The Group designated the portion of € 30.9 million from the 2005 Eurobond as a hedged item in a fair value hedge (the remaining € 69.1 million being treated as a hedged item in a cash flow hedge – see next section). The changes in fair values of the hedged items resulting from changes in the spot rate USD/EUR were offset against the changes in fair value of the cross-currency interest-rate swaps. Credit risks were not addressed or covered by this hedging. Fair value hedges affected the income statement as shown below:

2015 in thousands of €	Hedged item	Hedging instrument	Recognized in income statement
Fair value hedges	Fair value changes	Fair value changes	
<i>Currency and interest-rate risk on financing cash flows</i>	-2 424	2 445	21
<i>Interest expense adjustments</i>	-	-	144
<b>Total</b>	<b>-2 424</b>	<b>2 445</b>	<b>165</b>

2014 in thousands of €	Hedged item	Hedging instrument	Recognized in income statement
Fair value hedges	Fair value changes	Fair value changes	
<i>Currency and interest-rate risk on financing cash flows</i>	4 829	-4 815	14
<i>Interest expense adjustments</i>	-	-	909
<b>Total</b>	<b>4 829</b>	<b>-4 815</b>	<b>923</b>

### Cash flow hedges

The currency and interest-rate risk resulting from the remaining € 69.1 million of the 2005 Eurobond (see previous section on fair value hedges) was hedged using a cross-currency interest-rate swap for € 50.0 million and a combination of a cross-currency interest-rate swap and an interest-rate swap for € 19.1 million. These financial derivatives converted fixed euro payments into fixed US dollar payments. The Group designated the related portion of the Eurobond as a hedged item. The objective of the hedge was to eliminate the risk from payment fluctuations as a result of changes in the exchange and interest rates. Credit risks were not addressed or covered by this hedging. Cash flow hedges directly affected equity via other comprehensive income and also affected the income statement, as shown below:

2015 in thousands of €	Hedged item	Hedging instrument	Recognized in income statement	Recognized in equity (OCI)
Cash flow hedges	Spot price changes	Fair value changes		
<i>Currency and interest-rate risk on financing cash flows</i>	-5 873	6 034	161	- <sup>1</sup>
<i>Interest expense adjustments</i>	-	-	-326	-
<i>Amortization of discontinued hedges (recycled to profit or loss)</i>	-	-	-14	14
<b>Total</b>	<b>-5 873</b>	<b>6 034</b>	<b>-179</b>	<b>14</b>

<sup>1</sup> The hedging reserve has been recycled to income statement when the hedged item and the hedging instruments were settled.

As for the discontinued hedge which also related to the Eurobond issued in 2005 and expired in 2015, any related amounts previously kept in the hedging reserve have been fully recycled to the income statement.

2014 in thousands of €	Hedged item	Hedging instrument	Recognized in income statement	Recognized in equity (OCI)
Cash flow hedges	Spot price changes	Fair value changes		
<i>Currency and interest-rate risk on financing cash flows</i>	8 582	-7 896	-	686
<i>Interest expense adjustments</i>	-	-	-797	-
<i>Amortization of discontinued hedges (recycled to interest expense)</i>	-	-	69	69
<b>Total</b>	<b>8 582</b>	<b>-7 896</b>	<b>-728</b>	<b>755</b>

Since both the hedging instruments and hedged items expired in March 2015, the hedging reserve amounts to zero at the balance sheet date (2014: € 0.1 million).

### Economic hedging and other free-standing derivatives

The Group also uses financial instruments that represent an economic hedge but for which no hedge accounting is applied, either because the criteria to qualify for hedge accounting defined in IAS 39 'Financial Instruments: Recognition and Measurement' are not met or because the Group has elected not to apply hedge accounting. These derivatives are treated as free-standing instruments held for trading.

- The Group uses cross-currency interest-rate swaps and forward exchange contracts to hedge the currency risk on intercompany loans involving two entities with different functional currencies. Until now, the Group has elected not to apply hedge accounting as defined in IAS 39. Since nearly all cross-currency interest-rate swaps are floating-to-floating, the fair value gain or loss on the financial instruments is expected to offset the foreign-exchange result arising from the remeasurement of the intercompany loans. The major currencies involved are US dollars, euros and Russian rubles.
- To manage its interest-rate exposure, the Group uses interest-rate swaps to convert its floating-rate debt to a fixed rate debt. Except for an interest-rate swap for USD 25.0 million which expired in 2015, none of these interest-rate derivatives were designated as hedges as defined in IAS 39.
- The Group uses forward exchange contracts to limit currency risks on its various operating and financing activities. Since the Group has not designated its forward exchange contracts as cash flow hedges, the fair value change is recorded immediately under other financial income and expenses.
- In June 2014, the Company issued a convertible bond of € 300.0 million. The characteristics of this convertible bond are such that its conversion option constitutes an embedded derivative which, in accordance with IAS 39, is separated from the host contract. The fair value of the conversion derivative amounted to € 5.8 million at 31 December 2015 (2014: € 7.9 million), as a result of which a gain of € 2.1 million was recognized in other financial income. Since the host contract (the plain vanilla debt without the conversion option) is recognized at amortized cost using the effective interest method, this gain is more than offset by interest expense adjustments of € 6.1 million (2014: € 3.2 million).
- The put option relating to the 2014 business combination with Maccaferri qualifies as a financial liability at fair value through profit or loss and is reported as a non-current derivative liability. The change in fair value recorded in other financial income and expenses amounted to a loss of € 0.3 million (2014: loss of € 0.1 million).



## Derivatives

The following table analyzes the notional amounts of the derivatives according to their maturity date. For derivatives designated for hedge accounting as set out in IAS 39, a distinction is made depending on whether these are part of a fair value hedge (FVH) or cash flow hedge (CFH):

2015 in thousands of €	Due within one year	Due between one and 5 years	Due after more than 5 years
<b>Held for trading</b>			
Forward exchange contracts	370 847	-	-
Cross-currency interest-rate swaps	561 109	11 872	-
Conversion derivative	-	300 000	-
<b>Total</b>	<b>931 956</b>	<b>311 872</b>	<b>-</b>

2014 in thousands of €	Due within one year	Due between one and 5 years	Due after more than 5 years
<b>Hedge accounting</b>			
Interest-rate swaps / CFH	20 591	-	-
Cross-currency interest-rate swaps / CFH	74 475	-	-
Cross-currency interest-rate swaps / FVH	33 292	-	-
<b>Held for trading</b>			
Forward exchange contracts	429 921	-	-
Interest-rate swaps	32 946	-	-
Cross-currency interest-rate swaps	383 918	32 256	-
Conversion derivative	-	300 000	-
<b>Total</b>	<b>975 143</b>	<b>332 256</b>	<b>-</b>

The following table summarizes the fair values of the various derivatives carried. For derivatives designated for hedge accounting as set out in IAS 39, a distinction is made depending on whether these are part of a fair value hedge (FVH) or cash flow hedge (CFH):

Fair value of current and non-current derivatives in thousands of €	Assets		Liabilities	
	2014	2015	2014	2015
<b>Financial instruments</b>				
<b>Hedge accounting</b>				
Interest-rate swaps /CFH	-	-	141	-
Cross-currency interest-rate swaps / FVH	-	-	2 235	-
Cross-currency interest-rate swaps / CFH	-	-	5 373	-
<b>Held for trading</b>				
Forward exchange contracts	2 637	3 900	7 625	4 525
Interest-rate swaps	-	-	235	-
Cross-currency interest-rate swaps	21 521	11 744	33 631	17 711
Put options relating to non-controlling interests <sup>1</sup>	-	-	-	8 559
Conversion derivative	-	-	7 921	5 825
<b>Total</b>	<b>24 158</b>	<b>15 644</b>	<b>57 161</b>	<b>36 620</b>
Non-current	5 944	5 897	7 921	14 384
Current	18 214	9 747	49 240	22 236
<b>Total</b>	<b>24 158</b>	<b>15 644</b>	<b>57 161</b>	<b>36 620</b>

<sup>1</sup> Gross liability mainly relating to the commercial partnership with Maccaferri for underground solutions announced in June 2014. This item has been reclassified from non-current provisions.

The Group has no financial assets and financial liabilities that are presented net in the balance sheet due to set-off in accordance with IAS 32. The Group enters into ISDA master agreements with its counterparties for all of its derivatives, allowing the counterparties to net derivative assets with derivative liabilities when settling in case of default. Under these agreements, no collateral is being exchanged, neither in cash nor in securities.

The potential effect of the netting of derivative contracts is shown below:

Effect of enforceable netting agreements in thousands of €	Assets		Liabilities	
	2014	2015	2014	2015
Total derivatives recognized in balance sheet	24 158	15 644	57 161	36 620
Enforceable netting	-15 576	-5 847	-15 576	-5 847
<b>Net amounts</b>	<b>8 582</b>	<b>9 797</b>	<b>41 585</b>	<b>30 773</b>

#### Additional disclosures on financial instruments by class and category

The following tables list the different classes of financial assets and liabilities with their carrying amounts and their respective fair values, analyzed by their measurement category in accordance with IAS 39, 'Financial Instruments: Recognition and Measurement'.

Cash and cash equivalents, short-term deposits, trade and other receivables, bills of exchange received, loans and receivables primarily have short terms to maturity; hence, their carrying amounts at the reporting date approximate the fair values. Trade and other payables also generally have short terms to maturity and, hence, their carrying amounts also approximate their fair values. The Group has no exposure to collateralized debt obligations (CDOs).

The following abbreviations are used for IAS 39 categories:

Abbreviation	Category in accordance with IAS 39
L&R	Loans & Receivables
AfS	Available for Sale
FAFVTPL	Financial Assets at Fair Value Through Profit or Loss
FLMaAC	Financial Liabilities Measured at Amortized Cost
Hedge accounting	Hedge accounting
FLFVTPL	Financial Liabilities at Fair Value Through Profit or Loss
n.a.	Not applicable

2015 in thousands of €	Category in accordance with IAS 39	Carrying amount 2015	Fair value 2015
<b>Assets</b>			
Cash and cash equivalents	L&R	401 771	401 771
Short-term deposits	L&R	10 216	10 216
Trade receivables	L&R	686 364	686 364
Bills of exchange received	L&R	68 005	68 005
Other receivables	L&R	97 766	97 766
Loans and receivables	L&R	51 428	51 428
Available-for-sale financial assets	AfS	15 626	15 626
Derivative financial assets			
- without a hedging relationship	FAFVTPL	15 644	15 644
<b>Liabilities</b>			
Interest-bearing debt			
- finance leases	n.a.	3 764	3 764
- credit institutions	FLMaAC	452 026	452 026
- bonds	FLMaAC	831 040	869 422
Trade payables	FLMaAC	456 783	456 783
Other payables	FLMaAC	142 359	142 359
Derivative financial liabilities			
- without a hedging relationship	FLFVTPL	36 620	36 620
<b>Aggregated by category in accordance with IAS 39</b>			
Loans and receivables	L&R	1 315 550	1 315 550
Available-for-sale financial assets	AfS	15 626	15 626
Financial assets at fair value through profit or loss	FAFVTPL	15 644	15 644
Financial liabilities measured at amortized cost	FLMaAC	1 882 208	1 920 590
Financial liabilities at fair value through profit or loss	FLFVTPL	36 620	36 620
<b>2014</b>			
in thousands of €	Category in accordance with IAS 39	Carrying amount 2014	Fair value 2014
<b>Assets</b>			
Cash and cash equivalents	L&R	458 542	458 542
Short-term deposits	L&R	14 160	14 160
Trade receivables	L&R	707 569	707 569
Bills of exchange received	L&R	114 118	114 118
Other receivables	L&R	106 627	106 627
Loans and receivables	L&R	42 523	42 523
Available-for-sale financial assets	AfS	9 979	9 979
Derivative financial assets			
- without a hedging relationship	FAFVTPL	24 157	24 157
- with a hedging relationship	Hedge accounting	-	-
<b>Liabilities</b>			
Interest-bearing debt			
- finance leases	n.a.	1 548	1 548
- credit institutions	FLMaAC	426 154	426 154
- credit institutions	Hedge accounting		
- bonds	Hedge accounting	100 184	100 594
- bonds	FLMaAC	823 740	868 376
Trade payables	FLMaAC	390 943	390 943
Other payables	FLMaAC	143 497	143 497
Derivative financial liabilities			
- without a hedging relationship	FLFVTPL	49 411	49 411
- with a hedging relationship	Hedge accounting	7 750	7 750
<b>Aggregated by category in accordance with IAS 39</b>			
Loans and receivables	L&R	1 443 539	1 443 539
Available-for-sale financial assets	AfS	9 979	9 979
Financial assets - hedge accounting	Hedge accounting	-	-
Financial assets at fair value through profit or loss	FAFVTPL	24 157	24 157
Financial liabilities measured at amortized cost	FLMaAC	1 784 334	1 828 970
Financial liabilities - hedge accounting	Hedge accounting	107 934	108 344
Financial liabilities at fair value through profit or loss	FLFVTPL	49 411	49 411

## Financial instruments by fair value measurement hierarchy

The fair value measurement of financial assets and financial liabilities can be characterized in one of the following ways:

- *'Level 1'* fair value measurement: the fair values of financial assets and liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices in these active markets for identical assets and liabilities. This mainly relates to available-for-sale financial assets such as the investment in Shougang Concord Century Holdings Ltd (see note 6.5. 'Other non-current assets').
- *'Level 2'* fair value measurement: the fair values of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes for similar instruments. This mainly relates to derivative financial instruments. Forward exchange contracts are measured using quoted forward exchange rates and yield curves derived from quoted interest rates with matching maturities. Interest-rate swaps are measured at the present value of future cash flows estimated and discounted using the applicable yield curves derived from quoted interest rates. The fair value measurement of cross-currency interest-rate swaps is based on discounted estimated cash flows using quoted forward exchange rates, quoted interest rates and applicable yield curves derived therefrom.
- *'Level 3'* fair value measurement: the fair value of the remaining financial assets and financial liabilities is derived from valuation techniques which include inputs that are not based on observable market data. The share conversion option in the convertible bond issued in June 2014 is a non-closely related embedded derivative that has to be separated from the host debt instrument and measured at fair value through profit or loss. The main inputs in the valuation model for this conversion option are the Bekaert share price (level 1), the reference swap rate and Bekaert's credit spread (level 2), as well as the volatility of the Bekaert share (level 3). Consequently, the conversion option is classified as a level-3 financial instrument. Similarly, the fair value of the put option relating to non-controlling interests has not been based on observable market data, but on the business plan that was agreed between the partners in the business combination with Maccaferri. The fair value was established using discounted cash flows.

### Main inputs to the option pricing model

	At issue date	At 31 Dec 2014	At 31 Dec 2015
Level 1 inputs			
Share price	€ 27.97	€ 26.35	€ 28.39
Level 2 inputs			
Reference swap rate	0.54%	0.25%	0.01%
Credit spread	210 bps	200 bps	200 bps
Level 3 inputs			
Volatility	25.40%	22.00%	20.00%

### Outcome of the model

in thousands of €

Fair value of the convertible debt	300 000	286 379	298 014
Fair value of the plain vanilla debt	278 700	278 458	292 189
Fair value of the conversion option	21 300	7 921	5 825

The carrying amount (i.e. the fair value) of the level-3 derivative liability representing the conversion option has evolved as follows:

<b>Level-3 Derivative liability: Conversion option</b> in thousands of €	<b>2014</b>	<b>2015</b>
At 1 January	-	7 921
At issue of the convertible debt (10 June 2014)	21 300	-
(Gain) /loss in fair value	-13 379	-2 096
At 31 December	7 921	5 825

The following table shows the sensitivity of the fair value calculation to the most significant level-3 input.

<b>Sensitivity analysis</b> in thousands of €	<b>Change Impact on derivative liability</b>	
Volatility	3.5% increase by	3 786
	-3.5% decrease by	-3 099

The fair value of all financial instruments measured at amortized cost in the balance sheet, either in accordance with IAS 39 or with IAS 17, has been determined using level-2 fair value measurement techniques. The following table provides an analysis of financial instruments measured at fair value in the balance sheet, in accordance with the fair value measurement hierarchy described above:

<b>2015</b> in thousands of €	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Financial assets - hedge accounting				
<i>Derivative financial assets</i>	-	-	-	-
Financial assets at fair value through profit or loss				
<i>Derivative financial assets</i>	-	15 644	-	15 644
Available-for-sale financial assets				
<i>Equity investments</i>	6 193	8 514	-	14 707
<b>Total assets</b>	<b>6 193</b>	<b>24 158</b>	<b>-</b>	<b>30 351</b>
Financial liabilities - hedge accounting				
<i>Interest-bearing debt</i>	-	-	-	-
<i>Derivative financial liabilities</i>	-	-	-	-
Financial liabilities at fair value through profit or loss				
<i>Put option relating to non-controlling interests</i>	-	-	8 559	8 559
<i>Derivative financial liabilities</i>	-	22 236	5 825	28 061
<b>Total liabilities</b>	<b>-</b>	<b>22 236</b>	<b>14 384</b>	<b>36 620</b>

<b>2014</b> in thousands of €	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Financial assets - hedge accounting				
<i>Derivative financial assets</i>	-	-	-	-
Financial assets at fair value through profit or loss				
<i>Derivative financial assets</i>	-	24 157	-	24 157
Available-for-sale financial assets				
<i>Equity investments</i>	8 495	503	-	8 998
<b>Total assets</b>	<b>8 495</b>	<b>24 660</b>	<b>-</b>	<b>33 155</b>
Financial liabilities - hedge accounting				
<i>Interest-bearing debt</i>	-	31 076	-	31 076
<i>Derivative financial liabilities</i>	-	7 750	-	7 750
Financial liabilities at fair value through profit or loss				
<i>Derivative financial liabilities</i>	-	41 490	7 921	49 411
<b>Total liabilities</b>	<b>-</b>	<b>80 316</b>	<b>7 921</b>	<b>88 237</b>

There were no transfers between level 1 and 2 in the period.

## Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximizing the return to shareholders through the optimization of the net debt and equity balance. The Group's overall strategy remains unchanged from 2014.

The capital structure of the Group consists of net debt, as defined in note 6.17. 'Interest-bearing debt', and equity (both attributable to the Group and to non-controlling interests).

## Gearing ratio

The Group's Audit and Finance Committee reviews the capital structure on a semi-annual basis. As part of this review, the committee assesses the cost of capital and the risks associated with each class of capital. The Group has a target gearing ratio of 50% determined as the proportion of net debt to equity.

<b>Gearing</b> in thousands of €	<b>2014</b>	<b>2015</b>
Net debt	852 959	831 964
Equity	1 566 212	1 515 911
<b>Net debt to equity ratio</b>	<b>54.5%</b>	<b>54.9%</b>

## 7.4. Contingencies and commitments

As at 31 December, the important contingencies and commitments were:

in thousands of €	2014	2015
Contingent liabilities	22 548	29 031
Commitments to purchase fixed assets	19 129	13 796
Commitments to invest in venture capital funds	5 038	3 644

The contingent liabilities mainly relate to environmental obligations. Most of them are covered by bank guarantees.

The entities of the Group are subjected to regular tax audits in their jurisdictions. While the ultimate outcome of tax audits is not certain, Bekaert has considered the merits of its filing positions in an overall evaluation of potential tax liabilities and concludes that the Group has adequate liabilities recorded in its consolidated financial statements for exposures on these matters. Accordingly, Bekaert also considers it unlikely that potential tax exposures over and above the amounts currently recorded as liabilities in the consolidated financial statements will be material to its financial condition (see note 6.4. 'Investments in joint ventures and associates' for tax contingencies relating to the Brazilian joint ventures).

The Group has entered into several rental contracts classified as operating leases mainly with respect to vehicles and buildings, predominantly in Europe. A large portion of the contracts contain a renewal clause, except those relating to most of the vehicles and the equipment. The assets are not subleased to a third party.

<b>Future payments</b> in thousands of €	2014	2015
Within one year	13 871	17 101
Between one and five years	26 016	30 488
More than five years	1 018	749
<b>Total</b>	<b>40 905</b>	<b>48 338</b>

<b>Expenses</b> in thousands of €	2014	2015
Vehicles	9 850	10 369
Industrial buildings	3 063	4 228
Equipment	2 770	3 809
Offices	3 394	3 528
Land	377	18
Other	952	1 306
<b>Total</b>	<b>20 406</b>	<b>23 258</b>

<b>2015</b> in years	<b>Weighted average lease term</b>
Vehicles	4
Industrial buildings	5
Equipment	3
Offices	4
Land	1
Other	1

<b>2014</b> in years	<b>Weighted average lease term</b>
Vehicles	4
Industrial buildings	2
Equipment	3
Offices	4
Land	1
Other	1

During 2015 Bekaert Corporation (the 'Company') completed building construction, restoration, and modernization of its plant in Rome, Georgia, USA (the 'Project'). In connection with the Project the Company obtained property tax abatements through a Payment-In-Lieu-of-Taxes ('PILOT') program available through the local tax authority (the 'Authority') on its new real and personal property for periods of five and eight years. The PILOT program involved the purchase by the Company of USD 39.5 million of 4.25% Industrial Development Revenue Bonds (the 'Bonds') issued by the Authority, the proceeds of which were used by the Authority to purchase the Project and lease it back to the Company at a rental rate equal to the amount of the interest on the Bonds (the 'Lease'). At the conclusion of the Lease and maturity of the Bonds, the Project will be purchased back by the Company from the Authority and the Bonds will mature and be paid to the Company. For the 2015 period both interest income on the Bonds and rent expense on the Project were USD 0.1 million. Following the provisions of SIC 27 'Evaluating the Substance of Transactions involving the Legal Form of a Lease' these transactions are deemed to be without economic substance and, accordingly, are not included in the financial statements.

## 7.5. Related parties

Transactions between the Company and its subsidiaries, which are related parties, have been eliminated in the consolidation and are accordingly not disclosed in this note. Transactions with other related parties are disclosed below.

<b>Transactions with joint ventures</b> in thousands of €	<b>2014</b>	<b>2015</b>
Sales of goods	36 930	15 224
Purchases of goods	19 654	17 916
Services rendered	-	237
Royalties and management fees received	10 125	8 956
Interest and similar income	169	690
Dividends received	19 881	17 674

<b>Outstanding balances with joint ventures</b> in thousands of €	<b>2014</b>	<b>2015</b>
Trade receivables	11 251	2 542
Other current receivables	443	869
Trade payables	3 892	2 411
Other current payables	185	-

None of the related parties have entered into any other transactions with the Group that meet the requirements of IAS 24, 'Related Party Disclosures'.



Key Management includes the Board of Directors, the CEO, the members of the Bekaert Group Executive and the Senior Vice Presidents (see last page of the Financial Review).

<b>Key Management remuneration</b> in thousands of €	<b>2014</b>	<b>2015</b>
Number of persons	40	41
Short-term employee benefits		
<i>Basic remuneration</i>	7 043	6 887
<i>Variable remuneration</i>	4 227	2 349
<i>Remuneration as directors of subsidiaries</i>	936	679
Post-employment benefits		
<i>Defined-benefit pension plans</i>	712	518
<i>Defined-contribution pension plans</i>	967	608
Share-based payment benefits	2 376	2 376
<b>Total gross remuneration</b>	<b>16 261</b>	<b>13 417</b>
Average gross remuneration per person	407	327
Number of options and stock appreciation rights granted	251 500	267 000

The disclosures relating to the Belgian Corporate Governance Code are included in the Corporate Governance Statement of this annual report.

## 7.6. Events after the balance sheet date

- An offer of 232 750 options was made on 17 December 2015 under the terms of the SOP 2015-2017 stock option plan. 227 250 of those options were accepted, and were granted on 15 February 2016. Their exercise price is € 26.375. The granted options represent a fair value of € 1.7 million.
- Under the terms of the USA SAR plans, a regular offer of 20 250 Stock Appreciation Rights was made on 17 December 2015. 20 250 of those rights were accepted, and will be granted when the acceptance term expires on 25 March 2016. Their exercise price is € 28.385. The granted rights represent a fair value of € 0.2 million.
- Under the terms of the other SAR plans, a regular offer of 38 500 Stock Appreciation Rights was made on 17 December 2015. All of those rights were accepted, and were granted on 15 February 2016. Their exercise price is € 26.375. The granted rights represent a fair value of € 0.3 million.
- A total of 203 710 treasury shares have been disposed of as a result of stock options under the terms of the SOP 2010-2014 stock option plan being exercised since 1 January 2016.

## 7.7. Services provided by the statutory auditor and related persons

During 2015, the statutory auditor and persons professionally related to him performed additional services for fees amounting to € 1 131 782.

These fees essentially relate to further assurance services (€ 49 037), tax advisory services (€ 969 776) and other non-audit services (€ 112 969).

The additional services were approved by the Audit and Finance Committee.

The audit fees for NV Bekaert SA and its subsidiaries amounted to € 1 897 308.

## 7.8. Subsidiaries, joint ventures and associates

### Companies forming part of the Group as at 31 December 2015

#### Subsidiaries

<i>Industrial companies</i>	<i>Address</i>	<i>%</i>
<b>EMEA</b>		
Bekaert Bohumín sro	Bohumín, Czech Republic	100
Bekaert Combustion Technology BV	Assen, Netherlands	100
Bekaert Figline SpA	Milano, Italy	100
Bekaert Hlohovec as	Hlohovec, Slovakia	100
Bekaert Izmit Çelik Kord Sanayi ve Ticaret AS	Izmit, Turkey	100
Bekaert Kartepe Çelik Kord Sanayi ve Ticaret AS	Kartepe, Turkey	100
Bekaert Petrovice sro	Petrovice, Czech Republic	100
Bekaert Sardegna SpA	Assemini, Italy	100
Bekaert Slatina SRL	Slatina, Romania	80
Bekaert Slovakia sro	Sládkovičovo, Slovakia	100
Bekintex NV	Wetteren, Belgium	100
Cold Drawn Products Ltd	Bradford, United Kingdom	100
Industrias del Ubierna SA	Burgos, Spain	100
OOO Bekaert Lipetsk	Gryazi, Russian Federation	100
Solaronics SA	Armentières, France	100
<b>North America</b>		
Bekaert Corporation	Wilmington (Delaware), United States	100
Wire Rope Industries Ltd/Industries de Câbles d'Acier Ltée	Pointe-Claire, Canada	100
Wire Rope Industries USA Inc	Wilmington (Delaware), United States	100
<b>Latin America</b>		
Acma SA	Santiago, Chile	52
Acmanet SA	Talcahuano, Chile	52
Bekaert Cimaf Cabos Ltda	São Paulo, Brazil	100
Bekaert Costa Rica SA	San José-Santa Ana, Costa Rica	58
Bekaert Sumaré Ltda	Sumaré, Brazil	100
BIA Alambres Costa Rica SA	San José-Santa Ana, Costa Rica	58
Ideal Alambrec SA	Quito, Ecuador	58
Industrias Chilenas de Alambre - Inchalam SA	Talcahuano, Chile	52
Procables SA	Callao, Peru	96
Prodinsa SA	Maipú, Chile	100
Productora de Alambres Colombianos Proalco SAS	Bogotá, Colombia	80
Productos de Acero Cassadó SA	Callao, Peru	38
Vicson SA	Valencia, Venezuela	80
<b>Asia Pacific</b>		
Bekaert Ansteel Tire Cord (Chongqing) Co Ltd	Chongqing, China	50
Bekaert Applied Material Technology (Shanghai) Co Ltd	Shanghai, China	100
Bekaert Binjiang Advanced Products Co Ltd	Jiangyin (Jiangsu province), China	90
Bekaert Binjiang Steel Cord Co Ltd	Jiangyin (Jiangsu province), China	90
Bekaert (China) Technology Research and Development Co Ltd	Jiangyin (Jiangsu province), China	100
Bekaert (Huizhou) Steel Cord Co Ltd	Huizhou (Guangdong province), China	100
Bekaert Industries Pvt Ltd	Taluka Shirur, District Pune, India	100
Bekaert Ipoh Sdn Bhd	Kuala Lumpur, Malaysia	100
Bekaert (Jining) Steel Cord Co Ltd	Jining City, Yanzhou district (Shandong Province)	80
Bekaert-Jiangyin Wire Products Co Ltd	Jiangyin (Jiangsu province), China	100
Bekaert Mukand Wire Industries Pvt Ltd	Pune, India	100
Bekaert New Materials (Suzhou) Co Ltd	Suzhou (Jiangsu province), China	100
Bekaert (Qingdao) Wire Products Co Ltd	Qingdao (Shandong province), China	100
Bekaert Shah Alam Sdn Bhd	Kuala Lumpur, Malaysia	100
Bekaert (Shandong) Tire Cord Co Ltd	Weihai (Shandong province), China	100
Bekaert Shenyang Advanced Products Co Ltd	Shenyang (Liaoning province), China	100
Bekaert Toko Metal Fiber Co Ltd	Tokyo, Japan	70
Bekaert Wire Ropes Pty Ltd	Mayfield East, Australia	100
China Bekaert Steel Cord Co Ltd	Jiangyin (Jiangsu province), China	90
PT Bekaert Indonesia	Karawang, Indonesia	100
PT Bekaert Southern Wire	Karawang, Indonesia	100

<b>Sales offices, warehouses and others</b>	<b>Address</b>	<b>%</b>
<b>EMEA</b>		
Bekaert AS	Vejle, Denmark	100
Bekaert Emirates LLC	Dubai, United Arab Emirates	49
Bekaert France SAS	Armentières, France	100
Bekaert Ges mbH	Vienna, Austria	100
Bekaert GmbH	Neu-Anspach, Germany	100
Bekaert Ltd	Bradford, United Kingdom	100
Bekaert Maccaferri Underground Solutions BVBA	Aalst (Erembodegem), Belgium	50
Bekaert Maccaferri Underground Solutions Srl	Zola Predosa, Bologna, Italy	50
Bekaert Middle East LLC	Dubai, United Arab Emirates	49
Bekaert Norge AS	Frogner, Norway	100
Bekaert Poland Sp z oo	Warsaw, Poland	100
Bekaert (Schweiz) AG	Baden, Switzerland	100
Bekaert Svenska AB	Gothenburg, Sweden	100
Leon Bekaert SpA	Milano, Italy	100
OOO Bekaert Wire	Moscow, Russian Federation	100
Rylands-Whitecross Ltd	Bradford, United Kingdom	100
Scheldestroom NV	Zwevegem, Belgium	100
Twil Company	Bradford, United Kingdom	100
<b>North America</b>		
Bekaert Canada Ltd	Vancouver, Canada	100
Bekaert Carding Solutions Inc / Bekaert Solutions de Cardage Inc	Saint John, Canada	100
Bekaert Specialty Films de Mexico SA de CV	Monterrey, Mexico	100
Bekaert Trade Mexico S de RL de CV	Mexico City, Mexico	100
Specialty Films de Services Company SA de CV	Monterrey, Mexico	100
<b>Latin America</b>		
Bekaert Guatemala SA	Ciudad de Guatemala, Guatemala	100
Bekaert Trade Latin America NV	Curaçao, Netherlands Antilles	100
Prodac Contrata SAC	Callao, Peru	38
Prodac Selva SAC	Ucayali, Peru	38
Prodalam SA	Santiago, Chile	52
Prodinsa Ingeniería y Proyectos SA	Santiago, Chile	100
<b>Asia Pacific</b>		
Bekaert Advanced Products (Shanghai) Co Ltd	Shanghai, China	100
Bekaert Japan Co Ltd	Tokyo, Japan	100
Bekaert Korea Ltd	Seoul, Korea	100
Bekaert Management (Shanghai) Co Ltd	Shanghai, China	100
Bekaert Singapore Pte Ltd	Singapore	100
Bekaert Taiwan Co Ltd	Taipei, Taiwan	100
BOSFA Pty Ltd	Port Melbourne, Australia	100
Cempaka Raya Sdn Bhd	Kuala Lumpur, Malaysia	100
PT Bekaert Trade Indonesia	Karawang, Indonesia	100
<b>Financial companies</b>		
<b>Address</b>		
<b>%</b>		
Acma Inversiones SA	Talcahuano, Chile	100
Becare Ltd	Dublin, Ireland	100
Bekaert Building Products Hong Kong Ltd	Hong Kong, China	100
Bekaert Carding Solutions Hong Kong Ltd	Hong Kong, China	100
Bekaert Coördinatiecentrum NV	Zwevegem, Belgium	100
Bekaert do Brasil Ltda	Contagem, Brazil	100
Bekaert Holding Hong Kong Ltd	Hong Kong, China	100
Bekaert Ibérica Holding SL	Burgos, Spain	100
Bekaert Ideal SL	Burgos, Spain	80
Bekaert Investments NV	Zwevegem, Belgium	100
Bekaert Investments Italia SpA	Milano, Italy	100
Bekaert North America Management Corporation	Wilmington (Delaware), United States	100
Bekaert Services Hong Kong Ltd	Hong Kong, China	100
Bekaert Singapore Holding Pte Ltd	Singapore	100
Bekaert Specialty Wire Products Hong Kong Ltd	Hong Kong, China	100
Bekaert Stainless Products Hong Kong Ltd	Hong Kong, China	100
Bekaert Steel Cord Products Hong Kong Ltd	Hong Kong, China	100
Bekaert Strategic Partnerships Hong Kong Ltd	Hong Kong, China	100

Bekaert Wire Products Hong Kong Ltd	Hong Kong, China	100
Bekaert Wire Rope Industry NV	Zwevegem, Belgium	100
Bekaert Xinyu Hong Kong Ltd	Hong Kong, China	100
Blue Subsidiary Ltd	London, United Kingdom	100
Blue Topco Ltd	London, United Kingdom	100
Impala SA	Panama, Panama	52
Industrias Acmanet Ltda	Talcahuano, Chile	52
Inversiones Bekaert Andean Ropes SA	Santiago, Chile	100
InverVicson SA	Valencia, Venezuela	80
Procables Wire Ropes SA	Maipú, Chile	100
Procercos SA	Talcahuano, Chile	52

### Joint ventures

#### Industrial companies

Address	%
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##### Latin America

Belgo Bekaert Arames Ltda	Contagem, Brazil	45
BMB-Belgo Mineira Bekaert Artefatos de Arame Ltda	Vespasiano, Brazil	45

#### Sales offices, warehouses and others

Address	%
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##### EMEA

Netlon Sentinel Ltd	Blackburn, United Kingdom	50
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##### Asia Pacific

Bekaert Engineering (India) Pvt Ltd	New Delhi, India	40
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## Changes in 2015

### 1. New investments

Subsidiaries	Address	%
Bekaert Maccaferri Underground Solutions Srl	Zola Predosa, Bologna, Italy	50
Blue Subsidiary Ltd	London, United Kingdom	100
Blue Topco Ltd	London, United Kingdom	100

### 2. Subsidiaries acquired through business combinations

Subsidiaries	Address	
Bekaert (Jining) Steel Cord Co Ltd	Jining City, Yanzhou district (Shandong Province)	From 0% to 80%
Bekaert Kartepe Çelik Kord Sanayi ve Ticaret AS	Kartepe, Turkey	From 0% to 100%
Bekaert Wire Ropes Pty Ltd	Mayfield East, Australia	From 0% to 65%

### 3. Disposals

Subsidiaries	Address	
Bekaert Carding Solutions NV	Deerlijk, Belgium	From 100% to 0%
Bekaert Carding Solutions Pvt Ltd	Pune, India	From 100% to 0%
Bekaert Tarak Aksesuarları ve Makineleri Ticaret AS	Istanbul, Turkey	From 100% to 0%
Wuxi Bekaert Textile Machinery and Accessories Co Ltd	Wuxi (Jiangsu province), China	From 100% to 0%

#### 4. Changes in ownership without change in control

<b>Subsidiaries</b>	<b>Address</b>	
Acma Inversiones SA	Talcahuano, Chile	From 52% to 100%
Bekaert Applied Material Technology (Shanghai) Co Ltd	Shanghai, China	From 70% to 100%
Bekaert Ipoh Sdn Bhd	Kuala Lumpur, Malaysia	From 55% to 100%
Bekaert-Jiangyin Wire Products Co Ltd	Jiangyin (Jiangsu province), China	From 82% to 100%
Bekaert Shah Alam Sdn Bhd	Kuala Lumpur, Malaysia	From 55% to 100%
Bekaert Singapore Holding Pte Ltd	Singapore	From 55% to 100%
Bekaert Wire Ropes Pty Ltd	Mayfield East, Australia	From 65% to 100%
Cempaka Raya Sdn Bhd	Kuala Lumpur, Malaysia	From 55% to 100%
Procables SA	Callao, Peru	From 50% to 96%
Procables Wire Ropes S.A.	Maipú, Chile	From 52% to 100%
Prodinsa Ingeniería y Proyectos SA	Santiago, Chile	From 52% to 100%
Prodinsa SA	Maipú, Chile	From 52% to 100%
PT Bekaert Southern Wire	Karawang, Indonesia	From 55% to 100%
Wire Rope Industries Ltd/Industries de Câbles d'Acier Ltée	Pointe-Claire, Canada	From 52% to 100%

#### 5. Changes in ownership with change in control

<b>Subsidiaries</b>	<b>Address</b>	
BOSFA Pty Ltd	Port Melbourne, Australia	From 50% to 100%

#### 6. Transfer of control

	<b>Address</b>
Bekaert (Xinyu) New Materials Co Ltd	Xinyu City (Jiangxi province), China
Bekaert Xinyu Metal Products Co Ltd	Xinyu City (Jiangxi province), China

#### 7. Mergers / conversions

<b>Subsidiaries</b>	<b>Merged into</b>
Acma Inversiones Canada SA	Procables Wire Ropes SA

**8. Name changes**

<b>New name</b>	<b>Former name</b>
Bekaert Applied Material Technology (Shanghai) Co Ltd	Shanghai Bekaert-Ergang Co Ltd
Bekaert Figline SpA	Bekaert Figline Srl
Bekaert Ipoh Sdn Bhd	Bekaert Southern Wire Sdn Bhd
Bekaert Shah Alam Sdn Bhd	Bekaert Southern Speciality Wire Sdn Bhd
Bekaert Singapore Holding Pte Ltd	Bekaert Southern Wire Pte Ltd
Inversiones Bekaert Andean Ropes SA	Inversiones Bekaert Andean Ropes Ltda

**9. Closed down**

<b>Companies</b>	<b>Address</b>
Barnards Unlimited	Bradford, United Kingdom
Bekaert Carding Solutions Ltd	Bradford, United Kingdom
Bekaert Carding Solutions SAS	Armentières, France
Bekaert Sàrl	Luxemburg, Luxemburg
Lane Brothers Engineering Industries	Bradford, United Kingdom
Sentinel Garden Products Ltd	Bradford, United Kingdom
Sentinel Wire Fencing Ltd	Bradford, United Kingdom
Sentinel (Wire Products) Ltd	Bradford, United Kingdom
Solaronics GmbH	Achim, Germany
Tinsley Wire Ltd	Bradford, United Kingdom

In accordance with Belgian legislation, the table below lists the registered numbers of the Belgian companies.

<b>Companies</b>	<b>Company number</b>
Bekaert Coördinatiecentrum NV	BTW BE 0426.824.150 RPR Kortrijk
Bekaert Investments NV	BTW BE 0406.207.096 RPR Kortrijk
Bekaert Maccaferri Underground Solutions BVBA	BTW BE 0561.750.457 RPR Dendermonde
Bekaert Wire Rope Industry NV	BTW BE 0550.983.358 RPR Kortrijk
Bekintex NV	BTW BE 0452.746.609 RPR Dendermonde
NV Bekaert SA	BTW BE 0405.388.536 RPR Kortrijk
Scheldestroom NV	BTW BE 0403.676.188 RPR Kortrijk

# Parent company information

## Annual report of the Board of Directors and financial statements of NV Bekaert SA

The report of the Board of Directors and the financial statements of the parent company, NV Bekaert SA (the 'Company'), are presented below in a condensed form.

The report of the Board of Directors ex Article 96 of the Belgian Companies Code is not included in full in the report ex Article 119.

Copies of the full directors' report and of the full financial statements of the Company are available free of charge upon request from:

NV Bekaert SA  
 President Kennedypark 18  
 BE-8500 Kortrijk  
 Belgium  
[www.bekaert.com](http://www.bekaert.com)

The statutory auditor has issued an unqualified report on the financial statements of the Company.

The directors' report and financial statements of the Company, together with the statutory auditor's report, will be deposited with the National Bank of Belgium as provided by law.

### Condensed income statement

in thousands of € - Year ended 31 December	2014	2015
Sales	413 834	419 945
Operating profit or loss	44 843	17 454
Financial result	7 062	343 872
Extraordinary result	18 046	-8 658
Current and deferred income taxes	1 303	2 472
<b>Result for the period</b>	<b>71 254</b>	<b>355 140</b>

## Condensed balance sheet after profit appropriation

in thousands of € - 31 December	2014	2015
<b>Fixed assets</b>	<b>2 369 972</b>	<b>1 768 547</b>
Formation expenses, intangible fixed assets	77 307	97 148
Tangible fixed assets	30 894	38 694
Financial fixed assets	2 261 771	1 632 705
<b>Current assets</b>	<b>376 039</b>	<b>379 409</b>
<b>Total assets</b>	<b>2 746 011</b>	<b>2 147 956</b>
<b>Shareholders' equity</b>	<b>530 209</b>	<b>835 111</b>
Share capital	176 914	176 957
Share premium	31 693	31 884
Revaluation surplus	1 995	1 995
Statutory reserve	17 691	17 696
Unavailable reserve	145 940	120 621
Reserves available for distribution, retained earnings	155 976	485 958
<b>Provisions and deferred taxes</b>	<b>69 421</b>	<b>73 328</b>
<b>Creditors</b>	<b>2 146 381</b>	<b>1 239 517</b>
Amounts payable after one year	1 045 764	715 764
Amounts payable within one year	1 100 617	523 753
<b>Total equity and liabilities</b>	<b>2 746 011</b>	<b>2 147 956</b>

### Valuation principles

Valuation and foreign currency translation principles applied in the parent company's financial statements are based on Belgian accounting legislation.

### Summary of the annual report of the Board of Directors

The Belgium-based entity's sales amounted to € 419.9 million, an increase of 1% compared to 2014.

The operating profit was € 17.5 million, compared with a profit of € 44.8 million last year. This is mainly the result of higher depreciations due to the capitalization of research and development costs and additional costs due to the realized and anticipated acquisition transactions.

The financial result increased to € 343.9 million compared to a profit of € 7.1 million in 2014, due to a higher dividend income (2015: € 374.2 million compared to 2014: € 62.6 million), the revaluation of treasury shares (2015: € -9.2 million compared to 2014: € 2.2 million) and other financial expenses.

The extraordinary result amounts to € -8.7 million, mainly related to amortization of assets. Last year's extraordinary result of € 18.0 million mainly related to the gain on the disposal of intangible and tangible fixed assets and extraordinary depreciations.

The combination of the operating profit, the financial and the extraordinary result explain the net profit for the year ended 31 December 2015: € 355.1 million compared with € 71.3 million in 2014.

### Environmental programs

The provisions for environmental programs decreased to € 22.6 million (2014: € 23.2 million).

### Information on research and development

Information on the company's research and development activities can be found in the 'Technology and Innovation' section in the 'Report of the Board of Directors'.

### Dematerialization of bearer shares

The company is compliant with the regulations around dematerialization of bearer shares as also confirmed by the statutory auditor in his report dated 17 December 2015.



### Interests in share capital

In connection with the entry into force of the Act of 2 May 2007 on the disclosure of significant participations (the Transparency Act), the Company has in its Articles of Association set the thresholds of 3% and 7.50% in addition to the legal thresholds of 5% and each multiple of 5%. An overview of the current notifications of participations of 3% or more is presented hereafter. On 31 December 2015, the total number of securities conferring voting rights was 60 125 525.

#### Notification of 27 February 2015 – denominator: 60 111 405

Holders of voting rights	Number of voting rights	Percentage of voting rights
Stichting Administratiekantoor Bekaert	22 376 532	37.23%
Aliunde Ltd	51 852	0.09%
Azem SA	179 000	0.30%
Berfin SA	108 470	0.18%
Gedecor SA	163 000	0.27%
Kamiclair SA	182 370	0.30%
Individual controlling Millenium 3 SA	22 055	0.04%
Millenium 3 SA	130 200	0.22%
Serilico SA	114 000	0.19%
Individual controlling Tersaet BVBA	58 443	0.10%
Tersaet BVBA	1 200	0.00%
Velge International NV	57 000	0.09%
One of the seven individuals controlling Zweve (société de droit commun)	200 000	0.33%
Zweve (société de droit commun)	220 000	0.37%
Individual 1	7 500	0.01%
Individual 2	70 320	0.12%
Individual 3	260 360	0.43%
Individual 4	45 200	0.08%
Individual 5	19 430	0.03%
Individual 6	38 400	0.06%
Individual 7	100 637	0.17%
Individual 8	107 850	0.18%
Individual 9	78 582	0.13%
Individual 10	10 000	0.02%
Individual 11	16 000	0.03%
Individual 12	177 457	0.30%
<b>Total</b>	<b>24 795 858</b>	<b>41.25%</b>

The notifying persons are acting in concert in that they have concluded an agreement (a) aimed either at acquiring control, at frustrating the successful outcome of a bid or at maintaining control, and (b) to adopt, by concerted exercise of the voting rights they hold, a lasting common policy.

Stichting Administratiekantoor Bekaert is not controlled by an individual. Aliunde Ltd is controlled by an individual. Azem SA is controlled by an individual. Berfin SA is controlled by an individual. Gedecor SA is controlled by two individuals. Kamiclair SA is controlled by an individual. Millenium 3 SA is controlled by an individual, through Charisa SA. Serilico SA is controlled by an individual. Tersaet BVBA is controlled by an individual. Velge International NV is controlled by an individual, through Noral SA and its fully owned subsidiary Triplex SA. Zweve (société de droit commun) is jointly owned by seven individuals.

#### Notification of 6 March 2015 – denominator: 60 111 405

Holders of voting rights	Number of voting rights	Percentage of voting rights
Kiltarn Partners LLP	1 856 567	3.09%
Kiltarn Limited	-	0.00%
<b>Total</b>	<b>1 856 567</b>	<b>3.09%</b>

Kiltarn Limited notified the Company in its capacity as parent company or controlling person of Kiltarn Partners LLP.

**Notification of 16 February 2016 – denominator: 60 125 525**

<b>Holders of voting rights</b>	<b>voting rights</b>	<b>voting rights</b>
Stichting Administratiekantoor Bekaert	21 773 265	36.21%
<b>Total</b>	<b>21 773 265</b>	<b>36.21%</b>

The above mentioned agreement to act in concert was terminated on 12 February 2016. As a result thereof, the threshold of 40% was crossed downward. The Stichting Administratiekantoor Bekaert is not controlled.

On 8 December 2007 Stichting Administratiekantoor Bekaert disclosed in accordance with Article 74 of the Act of 1 April 2007 on public takeover bids that it was holding individually more than 30% of the securities with voting rights of the Company on 1 September 2007.

**Proposed appropriation of NV Bekaert SA 2015 result**

The after-tax result for the year was € 355 139 604, compared with € 71 254 650 for the previous year.

The Board of Directors has proposed that the Annual General Meeting to be held on 11 May 2016 appropriate the above result as follows:

	<b>in €</b>
Result of the year 2015 to be appropriated	355 139 604
Profit brought forward from previous year	37 648 448
Transfer to statutory reserves	-4 300
Transfer to the reserves	-342 311 280
<b>Profit for distribution</b>	<b>50 472 472</b>

The Board of Directors has proposed that the Annual General Meeting approve the distribution of a gross dividend of € 0.90 per share (2014: € 0.85 per share).

The dividend will be payable in euros on 17 May 2016 by the following banks:

- ING Belgium, BNP Paribas Fortis, KBC Bank, Bank Degroof Petercam and Belfius Bank in Belgium;
- Société Générale in France;
- ABN AMRO Bank in the Netherlands;
- UBS in Switzerland.

**Appointments pursuant to the Articles of Association**

The term of office of the Directors Messrs François de Visscher, Bernard van de Walle de Ghelcke, Baudouin Velge, and of the independent Directors Lady Barbara Judge and Mr Manfred Wennemer will expire at the close of the Annual General Meeting of 11 May 2016.

The Board of Directors has proposed that the General Meeting:

- appoint Mr Christophe Jacobs van Merlen, Ms Emilie van de Walle de Ghelcke and Mr Henri Jean Velge as Director for a term of four years, up to and including the Annual General Meeting to be held in 2020;
- appoint Ms Celia Frances Baxter, Ms Pamela Knapp and Ms Martina Merz as independent Director for a term of four years, up to and including the Annual General Meeting to be held in 2020.

The Board of Directors has proposed that the General Meeting re-appoint Deloitte Bedrijfsrevisoren BV o.v.v.e. CVBA, represented by Ms Charlotte Vanrobaeys, as Statutory Auditor for a term of three years, up to and including the Ordinary General Meeting to be held in 2019.

# Auditor's report

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d'Entreprises**  
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**NV Bekaert SA**  
Statutory auditor's report  
to the shareholders' meeting  
on the consolidated financial statements  
for the year ended 31 December 2015

To the shareholders

As required by law, we report to you in the context of our appointment as the company's statutory auditor. This report includes our report on the consolidated financial statements together with our report on other legal and regulatory requirements. These consolidated financial statements comprise the consolidated balance sheet as at 31 December 2015, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, as well as the summary of significant accounting policies and other explanatory notes.

## Report on the consolidated financial statements – Unqualified opinion

We have audited the consolidated financial statements of NV Bekaert SA ("the company") and its subsidiaries (jointly "the group"), prepared in accordance with International Financial Reporting Standards as adopted by the European Union and with the legal and regulatory requirements applicable in Belgium. The consolidated balance sheet shows total assets of 3.881.119 (000) EUR and the consolidated income statement shows a consolidated profit (group share) for the year then ended of 101.969 (000) EUR.

### *Board of directors' responsibility for the preparation of the consolidated financial statements*

The board of directors is responsible for the preparation and fair presentation of consolidated financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and with the legal and regulatory requirements applicable in Belgium, and for such internal control as the board of directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### *Statutory auditor's responsibility*

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing (ISA). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the statutory auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the statutory auditor considers internal control relevant to the group's preparation and fair presentation of consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the board of directors, as well as evaluating the overall presentation of the consolidated financial statements. We have obtained from the group's officials and the board of directors the explanations and information necessary for performing our audit.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Unqualified opinion*

In our opinion, the consolidated financial statements of NV Bekaert SA give a true and fair view of the group's net equity and financial position as of 31 December 2015, and of its results and its cash flows for the year then ended, in accordance with International Financial Reporting Standards as adopted by the European Union and with the legal and regulatory requirements applicable in Belgium.

#### **Report on other legal and regulatory requirements**

The board of directors is responsible for the preparation and the content of the directors' report on the consolidated financial statements.

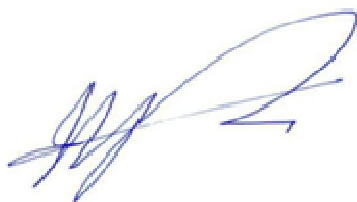
As part of our mandate and in accordance with the Belgian standard complementary to the International Standards on Auditing applicable in Belgium, our responsibility is to verify, in all material respects, compliance with certain legal and regulatory requirements. On this basis, we make the following additional statement, which does not modify the scope of our opinion on the consolidated financial statements:

- The directors' report on the consolidated financial statements includes the information required by law, is consistent with the consolidated financial statements and is free from material inconsistencies with the information that we became aware of during the performance of our mandate.

Diegem, March 23, 2016

#### **The statutory auditor**

DELOITTE Bedrijfsrevisoren / Réviseurs d'Entreprises  
BV o.v.v.e. CVBA / SC s.f.d. SCRL  
Represented by Joël Brehmen



Joël Brehmen

**As of end March 2016:**

## Bekaert Group Executive

Matthew Taylor	Chief Executive Officer
Bruno Humblet	Chief Financial Officer & Executive Vice President Latin America Region
Lieven Larmuseau	Executive Vice President Rubber Reinforcement Business Platforms
Curd Vandekerckhove	Executive Vice President North Asia and Global Operations
Geert Van Haver	Chief Technology & Engineering Officer
Piet Van Riet	Executive Vice President Industrial and Specialty Products Business Platforms
Stijn Vanneste	Executive Vice President Europe, South Asia and South East Asia
Frank Vromant	Executive Vice President Americas
Bart Wille	Chief Human Resources Officer

## Senior Vice Presidents

Axel Ampolini	Senior Vice President South East Asia
Marco Cipparrone	Senior Vice President Rubber Reinforcement Europe
Bruno Cluydts	Chief Integration Officer
Philip Eyskens	Senior Vice President Legal, IT and Mergers & Acquisitions
Oliver Forberich	Senior Vice President Bekaert Stainless Technologies
Ton Geurts	Chief Purchasing Officer & Senior Vice President Supply Chain Excellence
Jun Liao	Senior Vice President Rubber Reinforcement North Asia
Patrick Louwagie	Senior Vice President Brazil
Dirk Moyson	Senior Vice President Manufacturing Excellence
Alejandro Sananez	Senior Vice President Latin America
Demet Tunç	Chief Marketing Officer & Senior Vice President Customer Excellence
Geert Voet	Senior Vice President Global Ropes Platform

## Company Secretary

Isabelle Vander Vekens

## Auditors

Deloitte Bedrijfsrevisoren

## Communications & Investor relations

Katelijan Bohez

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## Documentation

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The annual report for the 2015 financial year is available in English and Dutch on [annualreport.bekaert.com](http://annualreport.bekaert.com)

Editor & Coordination:

Katelijan Bohez, Chief Communications & Investor Relations Officer

## Financial definitions

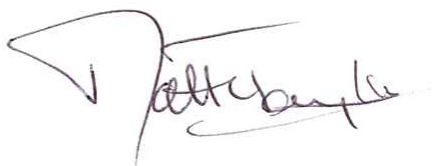
<i>Added value</i>	Operating result (EBIT) + remuneration, social security and pension charges + depreciation, amortization, impairment of assets and negative goodwill.
<i>Associates</i>	Companies in which Bekaert has a significant influence, generally reflected by an interest of at least 20%. Associates are accounted for using the equity method.
<i>Book value per share</i>	Equity attributable to the Group divided by number of shares outstanding at balance sheet date.
<i>Capital employed (CE)</i>	Working capital + net intangible assets + net goodwill + net property, plant and equipment. The average CE is weighted by the number of periods that an entity has contributed to the consolidated result.
<i>Capital ratio</i>	Equity relative to total assets.
<i>Combined figures</i>	Sum of consolidated companies + 100% of joint ventures and associated companies after elimination of intercompany transactions (if any). Examples: sales, capital expenditure, number of employees.
<i>Dividend yield</i>	Gross dividend as a percentage of the share price on 31 December.
<i>EBIT</i>	Operating result (earnings before interest and taxation).
<i>EBIT interest coverage</i>	Operating result divided by net interest expense.
<i>EBITDA</i>	Operating result (EBIT) + depreciation, amortization, impairment of assets and negative goodwill.
<i>Equity method</i>	Method of accounting whereby an investment (in a joint venture or an associate) is initially recognized at cost and subsequently adjusted for any changes in the investor's share of the joint venture's or associate's net assets (i.e. equity). The income statement reflects the investor's share in the net result of the investee.
<i>Gearing</i>	Net debt relative to equity.
<i>Joint ventures</i>	Companies under joint control in which Bekaert generally has an interest of approximately 50%. Joint ventures are accounted for using the equity method.
<i>Net capitalization</i>	Net debt + equity.
<i>Net debt</i>	Interest-bearing debt net of current loans, non-current financial receivables and cash guarantees, short-term deposits, cash and cash equivalents. For the purpose of debt calculation only, interest bearing debt is remeasured to reflect the effect of any cross-currency interest-rate swaps (or similar instruments), which convert this debt to the entity's functional currency.
<i>Non-recurring items</i>	Operating income and expenses that are related to restructuring programs, impairment losses, business combinations, business disposals, environmental provisions or other events and transactions that have a one-time effect.
<i>REBIT</i>	EBIT before non-recurring items.
<i>Return on capital employed (ROCE)</i>	Operating result (EBIT) relative to the weighted average capital employed.
<i>Return on equity (ROE)</i>	Result for the period relative to average equity.
<i>Subsidiaries</i>	Companies in which Bekaert exercises control and generally has an interest of more than 50%.
<i>Working capital (operating)</i>	Inventories + trade receivables + bills of exchange received + advanced paid - trade payables - advances received - remuneration and social security payables - employment-related taxes.

## Statement from the responsible persons

The undersigned persons state that, to the best of their knowledge:

- the consolidated financial statements of NV Bekaert SA and its subsidiaries as of 31 December 2015 have been prepared in accordance with the International Financial Reporting Standards, and give a true and fair view of the assets and liabilities, financial position and results of the whole of the companies included in the consolidation; and
- the annual report on the consolidated financial statements gives a fair overview of the development and the results of the business and of the position of the whole of the companies included in the consolidation, as well as a description of the principal risks and uncertainties faced by them.

On behalf of the Board of Directors:



Matthew Taylor  
Chief Executive Officer



Bert De Graeve  
Chairman of the Board of Directors

## Disclaimer

This report may contain forward-looking statements. Such statements reflect the current views of management regarding future events, and involve known and unknown risks, uncertainties and other factors that may cause actual results to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Bekaert is providing the information in this report as of this date and does not undertake any obligation to update any forward-looking statements contained in this report in light of new information, future events or otherwise. Bekaert disclaims any liability for statements made or published by third parties and does not undertake any obligation to correct inaccurate data, information, conclusions or opinions published by third parties in relation to this or any other report or press release issued by Bekaert.

## Financial calendar

■ First quarter trading update 2016	11 May 2016
■ General meeting of shareholders	11 May 2016
■ Dividend ex-date	12 May 2016
■ Dividend payable	17 May 2016
■ 2016 half year results	29 July 2016
■ Third quarter trading update 2016	18 November 2016
■ 2016 results	24 February 2017
■ 2016 annual report available on the Net	24 March 2017
■ First quarter trading update 2017	10 May 2017
■ General meeting of shareholders	10 May 2017
■ Dividend ex-date	11 May 2017
■ Dividend payable	15 May 2017
■ 2017 half year results	28 July 2017
■ Third quarter trading update 2017	17 November 2017

What would you like to know about Bekaert ?

[www.bekaert.com](http://www.bekaert.com)

Shareholders' Guide 2015: investor's data center on [bekaert.com](http://bekaert.com)



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