

POWER OF ATTORNEY

The undersigned,
(name, first name, profession, address, legal form and registered address of the company)

Owner of ordinary (1)
..... VVPR (1)

share(s) of the public limited company RECTICEL, with registered address in Evere (1140 Brussels), avenue des Olympiades 2, herewith appoints as his/her attorney (2) :

to represent him/her on the **Special General Meeting** which shall take place at the registered office of the Company in Evere (1140 Brussels), avenue des Olympiades 2, on **Tuesday 9 October 2007 at 3 p.m.**, to transact to the following business :

1. Proposed Resolution No. 1 :

Following the issuing, on 11 July 2007, of 1.150 convertible debentures of 50.000 € each, for a total amount of € 57.500.000, approval, pursuant article 556 of the Companies Code, of the put option for debenture holders and the adjustment of the conversion price in the event of a change of control of the company

2. Proposed Resolution No. 2

Appointment as Director of Mr. Vincent Doumier, domiciled Avenue des Statuaires 127 at 1180 Brussels, for a term of 4 years, expiring at the closing of the annual general meeting of 2011.

As well as on all other meetings called following delay or postponement, with the same agenda ; to sign the presence lists and all other deeds or minutes ; if needed, to participate in the deliberations ; to vote as he/she seems fit on the different items on the agenda ; to have him/her replaced for all or part of this mandate and, in general, to do all he/she considers useful, only subject to compliance with the statutory rules for the exercise of this mandate and promising ratification if required.

Done, on2007

Signature (3)

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- (1) Strike out as appropriate

Article thirty-two:

All shareholders have the right to attend general meetings subject to lodging their bearer shares with the company or with one of the establishments designated in the notice convening the meeting, or, if the holder of dematerialised shares, similarly lodging a certificate drawn up by the registered account-holder or settlement body certifying that his shares are not available up to midnight on the registration date, or, if a registered shareholder, registering for the meeting; these formalities must be accomplished at least five working days before the date fixed for the meeting

Shareholders have the right to attend general meetings and vote thereat with the shares in their holding at midnight on the registration date, disregarding the number of shares in their holding on the day of the general meeting. The number of shares in each shareholder's holding at midnight on the registration date shall be recorded in a special register as determined by the board of directors. The day of registration and the procedure by which for shareholders to register themselves, shall be stated in the notice convening the general meeting

- (2) Article thirty three:

Any shareholder may be represented at a general meeting by a special proxy who must himself be a shareholder or the authorized representative of a shareholder and who is himself entitled to attend the meeting

Legal entities however may be represented by an appointed agent who is not a shareholder, and married persons may be represented by their spouses.

- (3) The signature must be preceded by the words "Good for power", handwritten by the signatory/signatories.

The married wife or widow signs with her maiden name.