



RECTICEL

Public Limited Company
Registered Office :
Avenue des Olympiades 2
1140 Brussel (Evere)
R.L.P. Brussels 0405.666.668

SECOND AND LAST CALL

The Board of Directors invites the Shareholders
on 22 July 2015 at 2.30 PM
at the registered office of the company in Evere (1140 Brussels), Avenue des Olympiades 2,
to participate in the **DEFINITIVE EXTRAORDINARY GENERAL MEETING**
of the company.

As the quorum required by law to deliberate on the agenda was not reached at the Extraordinary General Meeting of 24 April 2015, the Board of Directors invites the shareholders to participate in the second **EXTRAORDINARY GENERAL MEETING** of the Company that will take place on **22 July 2015 at 2.30 PM** at the registered office of the company in Evere (1140 Brussels), Avenue des Olympiades 2 and that will validly deliberate in accordance with the provisions of article 558 of the Company Code, whatever the number of shares presented or represented.

Agenda for the Definitive Extraordinary General Meeting

1. Renewal of the authorisations given to the Board of Directors within the framework of the authorised capital:
 - 1.1. Special report by the Board of Directors drawn up in accordance with Article 604, paragraph 2 of the Company Code justifying the renewal of the authorised capital.
 - 1.2. Proposal forming the subject of the second resolution to create for a period of validity of three years a new authorised capital equivalent to the current amount of the subscribed capital, effective as of the date of publication into the appendices of the Belgian Official Gazette, and consequently to cancel the unused balance of the authorised capital existing on the date of the publication of this resolution into the Belgian Official Gazette.
 - 1.3. Proposal forming the subject of the third resolution to renew for a further term of three years the authorisation given to the Board of Directors to make use, within the limits fixed by law, of the authorised capital in the event of a takeover bid.
 - 1.4. Amendment of the Articles of Association to mention the new authorised capital.
Proposal forming the subject of the fourth resolution to amend the Company's Articles of Association to mention the new authorised capital, as follows:
Article six:
 - Adapt the wording of the first subparagraph to mention the new authorised capital.
 - In the last subparagraph of this Article, replace twice the date "twenty-eight May two thousand thirteen" by the actual date on which the present resolution is passed by the General Meeting.

2. Renewal of the authorisations given to the Board of Directors to acquire and dispose of own shares.

2.1. Proposal forming the subject of the fifth resolution: proposal to renew for a further period of two years the two authorisations given to the Board of Directors in accordance with Articles 620, paragraph 1, and 622, paragraph 2, 2° of the Company Code to acquire and dispose of own shares when this acquisition or disposal is necessary to prevent the Company from suffering serious and imminent damage, effective as of the date of publication of this resolution into the Appendices of the Belgian Official Gazette.

2.2. Proposal forming the subject of the sixth resolution: proposal to amend Article fifteen of the Company's Articles of Association to mention the new authorisation referred to in item 2.1. on the agenda.

2.3. Proposal forming the subject of the seventh resolution: proposal that the Board of Directors of the Company be granted authority, with power of subdelegation, valid for a period of five years, to purchase the Company's own shares, provided the fractional value of the Company's shares held as portfolio assets does not exceed 20% of its authorized capital, at a unit price not lower than the average of the last twenty closing prices on the Euronext Brussels exchange immediately preceding the purchase at a maximum premium of 20% or a maximum discount of 20%. To the extent permitted by law, this authorization shall apply to all market or over-the-counter acquisitions for value in the widest sense. This authorization supersedes and cancels the authorization granted by the Extraordinary General Meeting of 28 May 2013, effective as of the date of publication of this resolution into the Appendices of the Belgian Official Gazette.

Conditions to Access - Practical Provisions

Registration and confirmation of attendance

In order to attend the General Meeting or to be represented and exercise voting rights, every shareholder must fulfil the two conditions set out below, pursuant to Article 31 of the Company's Articles of Association:

1. **Registration** of their shares **on 8 July 2015** at midnight (Belgian time) ("Registration Date"), either by entry in the register of shares in the name of the Company, or by entry on the accounts of an official accountholder or a liquidation institution.

2. **Confirmation** to the Company, **at the latest on 16 July 2015**, that they wish to attend the General Meeting. At the same time, they must also announce the number of shares with which they wish to vote at the General Meeting.

The holder of dematerialised shares must also submit a certificate from the official accountholder or liquidation institution, to the Company which indicates with how many shares registered in the name of the shareholder on the Registration Date they intend to take part in the General Meeting.

The holders of bonds, warrants or certificates issued in cooperation with the Company, who may attend the General Meeting with an advisory vote, pursuant to Article 537 of the Companies Code, are requested to comply with the formalities of registration and prior notification referred to above.

Only those being registered as shareholders on the Registration Date shall have the right to attend and vote at the General Meeting.

Additional items on the agenda and/or motions for resolutions

Pursuant to Article 30 of the Company's Articles of Association, one or more shareholders, who together hold at least 3% of the share capital, may add items to be discussed to the agenda of the General Meeting and submit motions for resolutions with regard to the items on or to be placed on the agenda. The Company must receive such requests, together with the evidence of the required participation, **no later than 30 June 2015**.

Powers of attorney/Voting by letter

Pursuant to Article 32 of the Company's Articles of Association, every shareholder is given the opportunity to be represented at the General Meeting by a special agent or to vote by letter before the meeting. The Company must receive, **on 16 July 2015 at the latest**, the powers of attorney and voting forms. The signed originals must be submitted to the members of the bureau no later than the day of the General Meeting.

Written questions

Pursuant to Article 33 of the Company's Articles of Association, shareholders who have fulfilled the aforementioned conditions to access, may ask questions to the Directors and the Auditor regarding their report or items on the agenda. The Company must receive the questions in writing **no later than 16 July 2015**.

Proof of identity and powers of representation

In order to attend, or to be represented at, the General Meeting, holders of shares, bonds, warrants or certificates issued with the cooperation of the Company, as well as authorised agents, must present proof of their identity (identity card or passport) and representatives of legal entities must, in addition, provide proof of their powers of representation (relevant company documents). The Company must receive this proof, at the latest, on the day of the General Meeting.

Documentation

All documents related to this General Meeting are made available on the Company's website (www.recticel.com) and are also available at the Company's registered office.

Notification and sending of documents

The notification and all other notices or correspondence to the Company must be for the attention of Mr Dirk Verbruggen, General Counsel & General Secretary, as follows:

- either by post: Recticel SA/NV, Avenue des Olympiades 2, B-1140 Brussels;
- by e-mail: companysecretary@recticel.com;
- by fax: +32 (0)2 775 19 92.

THE BOARD OF DIRECTORS