



RECTICEL

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

The Board of Directors invites the Shareholders

**ON 31 JULY 2014
AT 5.30 PM**

At the registered office of the company in Evere (1140 Brussels), Avenue des Olympiades 2,
to participate to the **EXTRAORDINARY GENERAL MEETING** of the company.

Agenda for the Extraordinary General Meeting

Change in the Articles of Association providing for a $\frac{3}{4}$ majority vote required within the Board of Directors for all resolutions related to the use of the authorized capital, as laid down under Article six of the Articles of Association.

Proposal forming the subject of the resolution to change Article 21 of the Company's Articles of Association through inserting, after the fifth paragraph, a new paragraph reading as follows:

"All resolutions within the framework of the authorized capital, in conformity with article 6 of the Articles of Association, shall be taken by a $\frac{3}{4}$ majority of the votes present or represented."

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 17 July 2014** 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 25 July 2014**, 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.

Should the quorum required by law not be reached on the planned date of this Extraordinary General Meeting, then the Board of Directors will invite the shareholders to attend the Definitive Extraordinary General Meeting, which will be held on **Wednesday 20 August 2014 at 11 AM**, in view of validly deliberating upon the agenda here above in conformity with the provisions laid down in Article 558 of the Companies Code, whatever the number of shares being present or represented.

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 9 July 2014**.

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 25 July 2014 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 25 July 2014**.

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