

RECTICEL

Public Limited Company
Bourgetlaan 42
1130 Brussels (Haren)
R.L.P. Brussels 0405.666.668

The Board of Directors invites the Shareholders

ON TUESDAY 26 MAY 2026 AT 10 AM

At the registered office of the company, avenue du Bourget 42, 1130 Brussels (Haren) to participate to the **Ordinary and Extraordinary General Meetings** of the Company.

Agenda of the ORDINARY GENERAL MEETING

1. Examination of the Company's consolidated and statutory annual report prepared by the Board of Directors on the financial year ended 31 December 2025.
2. Examination of the consolidated and statutory annual Auditor's report on the financial year ended 31 December 2025.

3. Proposals forming the subject of the first resolution:
Examination of the consolidated accounts as on 31 December 2025.
Resolution 1.1.: Approval of the statutory annual accounts as on 31 December 2025.
Resolution 1.2.: Approval of the appropriation of the result, i.e.:

Loss for the financial year:	-	€ 807,926.88
Profit brought forward from the previous year:	+	€ 375,583,313.99
Result to be appropriated:	=	€ 374,775,387.11
Gross dividend on shares (*):	-	€ 17,593,405.20
Transfer to legal reserve	-	€ 0.00
Profit to be carried forward:	=	€ 357,181,981.91

(*) Gross dividend per share of € 0.31 giving an entitlement to a dividend net of withholding tax of € 0.217 per ordinary share.

4. Proposal forming the subject of the second resolution:
Discharge to be given to the Directors for the performance of their duties during the financial year ended 31 December 2025.
5. Proposal forming the subject of the third resolution:
Discharge to be given to the Statutory auditor for the performance of his duties during the financial year ended 31 December 2025.
6. Proposal forming the subject of the fourth resolution:
The general meeting accepts the resignation of D.A.S.T. BV, represented by Mr. Willem Dejonghe, as a director with effect from 2 March 2026. The Board of Directors proposes not to replace him as a director.
7. Proposals forming the subject of the fifth resolution:

Examination of the remuneration report for financial year 2025, as referred to in the corporate governance statement.

Examination of the proposal of remuneration policy applicable as of the financial year 2026.

Resolution 5.1.: Approval of the remuneration report 2025.

Resolution 5.2.: Approval of the remuneration policy as of the financial year 2026.

Resolution 5.3.: Fixing and approval of the Directors' emoluments for 2026, i.e.:

- For the Executive Chairman, a fixed monthly remuneration of € 25,000;
- For the other Directors, a fixed annual remuneration of € 15,000 and an attendance fee of € 2,500 per meeting.

Resolution 5.4.: Fixing of the amount of fees for the members of the Audit & Sustainability Committee for 2026 at € 2,500 per meeting and for the Chairman of the Audit & Sustainability Committee at € 5,000 per meeting.

Resolution 5.5.: Fixing of the amount of fees for the members of the Remuneration & Nomination Committee for 2026 at € 2,500 per meeting and for the Chairman of the Remuneration & Nomination Committee at € 5,000 per meeting.

In respect of the provisions laid down under Article 7:91 of the Companies and Associations Code concerning variable remuneration for the members of the Management Committee and the need to spread variable remuneration payments over a three year period in case certain thresholds are passed, the Board of Directors states the following:

- The principle of a spread over a three year period of variable remuneration payment would be applicable to the CEO, Stefaan Debusschere, representing Aventus BV, as well as all other members of the Management Committee. They would not stay below the 25% threshold;
- The Remuneration and Nomination Committee and the Board of Directors reviewed the situation and are of the opinion that, considering the cyclical nature of the business and the reasons explained in the 2025 Remuneration Report (section 6.1.4, paragraph 8), it would remain in the best interest of the Company to allow a deviation.

Taking the above into consideration and since the target variable remuneration bonus payout for the CEO, as well as the other members of the Management Committee, surpasses the 25% maximum threshold, the Board of Directors proposes to the Ordinary General Meeting to approve said deviation from the principle of a spread over three years and hence allow the full payment of the variable remuneration within a shorter period.

Resolution 5.6.: Approval of the deviation from the principle of a spread over three years and to allow, considering the cyclical nature of the business and the reasons explained in the 2025 Remuneration Report (section 6.1.4, paragraph 8), the full payment of the variable remuneration within a shorter period for the benefit of the CEO, Stefaan Debusschere, representing Aventus BV, as well as for the benefit of all other members of the Management Committee.

8. Proposal forming the subject of the sixth resolution:

New edition of the Recticel Group Stock Option Plan.

The Board of Directors intends to issue a new edition of the Recticel Group Stock Option Plan in 2026 within the framework of the authorized capital, as in previous years. It requests the approval of the Ordinary General Meeting for this, not because this would be required by law, but in accordance with the principles of corporate governance.

A total of 380,000 subscription rights will be allocated as follows:

- CEO: 125,000 subscription rights (one beneficiary).
- Other members of the Management Committee: 30,000 subscription rights each (four beneficiaries).
- Selected members of the management teams of the divisions: 15,000 subscription rights each (seven beneficiaries).
- Selected employees with outstanding performance or high potential: 10,000 subscription rights each (three beneficiaries).

The 380,000 subscription rights represent 0.64% of the issued and outstanding shares as of 22 December 2025.

Resolution 6 : The Ordinary General Meeting approves the Board of Directors to issue in 2026, if appropriate, a new edition of the Recticel Group Stock Option Plan for the benefit of the senior executives of the Recticel Group. If the Board of Directors so decides, this new edition will include the issuance of up to 380,000 subscription rights, with an exercise period of three to a maximum of nine years and an unavailability period of three years, and which will be granted free of charge to the beneficiaries. The issue price will be determined by the Board of Directors in accordance with the Companies and Associations Code.

9. Proposal forming the subject of the seventh resolution:

The Recticel Group Stock Option Plan of June 2025 (subscription rights plan June 2025) issued by the Board of Directors contains a clause 5.2. which allows the beneficiary to immediately exercise the subscription rights in the event of a change of control (i.e. a transfer, through one or more transactions, of more than fifty percent (50%) of the voting rights) or a public takeover bid, as the case may be under the conditions determined by the Board of Directors.

Resolution 7 : Following the issue by the Board of Directors of the Recticel Group Stock Option Plan June 2025 (subscription rights plan June 2025), approval in accordance with article 7:151 of the Companies and Associations Code of clause 5.2. in the aforementioned Recticel Group Stock Option Plan.

EXTRAORDINARY GENERAL MEETING

The Board of Directors invites the shareholders to participate in the Extraordinary General Meeting of the Company to be held immediately after the aforementioned Ordinary General Meeting, in accordance with the provisions of article 7:153 of the Code of Companies and Associations.

In the event that at least half of the capital is not represented at this Extraordinary General Meeting of 26 May 2026, a new Extraordinary General Meeting with the same agenda will be held on **30 June 2026 at 10 hours**.

In accordance with article 7:128 of the Code of Companies and Associations, this second meeting will be able to validly deliberate on the items included in the agenda, regardless of the represented share in the capital of the shareholders present or represented.

Agenda Extraordinary General Meeting

1. New authorized capital

1.1. Proposal forming the subject of the first resolution:

Acknowledgement of the special report, drawn up in accordance with Article 7:199 of the Companies and Associations Code, setting out the specific circumstances in which the

authorized capital may be used and the objectives pursued.

1.2. Proposal forming the subject of the second resolution:

Proposal to create a new authorized capital, equal to five percent (5%) of the current amount of subscribed capital at the date of the resolution, be [amount], for a period of five (5) years from the date on which the decision is published in the Annexes to the Belgian Official Gazette. The aforementioned new authorized capital, equal to five percent (5%) of the subscribed capital, on the date of the decision, may only be used by the Board of Directors for the benefit of subscription right plans for executives and members of staff of the Recticel Group, and for the period 2026-2030, with a maximum of 1% per year of the amount of the capital subscribed on the date of the resolution.

1.3. Proposal forming the subject of the third resolution:

Proposal to amend the Company's Articles of Association to mention the new authorized capital, to amend Article 6 of the Company's Articles of Association and to add the date and amount of the new authorized capital:

« Article six: Authorized capital

“By decision of the Extraordinary General Meeting of [date] 2026, the Board of Directors was authorized to increase, in one or more times, the capital (first authorized capital) by [amount] (amount equal to 5% of the issued capital on [date] 2026).

The aforementioned new initial authorized capital can only be used by the Board of Directors for the benefit of the subscription right plans for the leading executives and personnel of the Recticel Group and for the period 2026-2030, with a maximum of 1% per year of the amount of the capital subscribed on [date] 2026.

This authorization is valid for a period of five years from the publication in the Annex to the Belgian Official Gazette of the amendment to the articles of association decided by the aforementioned Extraordinary General Meeting. They will be renewable in accordance with legal provisions.”

2. Renewal of authorizations granted to the Board of Directors to acquire and dispose of own shares.

Regarding this agenda item concerning the acquisition and disposal of own shares, the Board of Directors wishes to clarify that in the past the Company has acquired only a limited number of shares (<1%). Although this authorization under the Companies and Associations Code theoretically allows the acquisition of all the Company's shares, the Board of Directors foresees that the treasury shares will never represent more than ten per cent (10%) of the capital. If the number of treasury shares exceeds this threshold, the Board of Directors will dispose of the excess shares or propose to the general meeting that they be cancelled.

The Board of Directors intends to acquire or dispose of treasury shares solely in the interest of the Company and all shareholders, in order to finance acquisitions or to meet obligations under share option plans, but not as a defensive mechanism against a public takeover bid.

2.1. Proposal forming the subject of the fourth resolution:

Proposal, in accordance with the applicable legal conditions, for a period of five (5) years from the publication of this authorization decision in the Annexes to the Belgian Official Gazette, to acquire a maximum of ten per cent (10%) of its own shares, for a price of at least one euro (€1.00) per share and at most for a price equal to the average closing price of the share over the last thirty (30) calendar days preceding the transaction, plus fifteen per cent (15%).

It is also authorized to sell own shares for a price at least equal to the average closing price of the share over the last thirty (30) calendar days preceding the transaction, less ten per cent (10%), and at a maximum equal to the average closing price of the share over the same thirty (30) calendar days, plus ten per cent (10%).

The acquisition and disposal of treasury shares will be carried out in the interests of the Company and all shareholders, to finance acquisitions or to meet obligations under stock option plans, but not as a defense mechanism against a public takeover bid.

2.2. Proposal forming the subject of the fifth resolution:

Proposal to amend Article 15 of the Company's Articles of Association to include the new authorization referred to in agenda item 2.1.

CONDITIONS TO ACCESS

Registration and confirmation of attendance

In order to attend the General Meetings or to be represented and exercise voting rights, every shareholder must fulfil the two conditions set out below:

1. Registration

Shareholders must be registered as shareholders on **12 May 2026 at midnight** (Belgian time) (**Registration Date**), either by entry in the register of nominative shares of the Company, or by entry on the accounts of a recognized account holder or a clearing institution.

2. Confirmation of attendance

Confirmation to the Company, **at the latest on 20 May 2026**, that they wish to attend the General Meetings. At the same time, they must also announce the number of shares with which they wish to vote at the General Meetings.

The holder of dematerialised shares must also submit a certificate from the official account holder 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 Meetings.

The holders of subscription rights, who may attend the General Meetings with an advisory vote, pursuant to Article 7:135 of the BCCA, 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 Meetings.

Participation

The shareholder who fulfilled the admission requirements can participate in the General Meetings as follows : (i) personally, (ii) by proxy form or (iii) by voting in advance :

(i) Personally

Each shareholder has the right to participate to the General Meetings in person.

To allow an efficient registration process, the shareholders or their proxy holders who attend the General Meeting in person are requested to register by 9.30 am CET at the latest (half an hour before the start of the General Meetings). The natural persons attending the General Meetings in their capacity as shareholder, proxy holder or representative of a legal entity may be requested to provide evidence of their identity. In addition, the representatives of legal persons must provide the documents that determine their status as legal representative or proxy holder.

(ii) Proxy form

Each shareholder can be represented by a proxy holder at the General Meetings. The shareholder who wishes to be represented by proxy must deliver a power of attorney on **20 May 2026 at the latest**, as set out below :

- the model of power of attorney that is made available by the Board of Directors (i) at the office of the Company and (ii) on the website of the Company (www.recticel.com) must be used;
- the dated and signed power of attorney must reach the Company, (i) by e-mail to companysecretary@recticel.com, or (ii) by post at Recticel SA/NV, Bourgetlaan 42, 1130 Brussels (Haren), Belgium.

The appointment of a proxy holder must be made in accordance with the applicable rules of Belgian law, including the rules on conflicts of interest. In addition, the shareholders must meet the admission requirements as described above.

(iii) Voting in advance

Each shareholder further has the right to cast its votes in advance at the General Meetings. The shareholder who wishes to vote in advance by voting form must deliver the voting form on **20 May 2026 at the latest**, as set out below:

- the model of voting form that is made available by the Board of Directors (i) at the office of the Company and (ii) on the website of the Company (www.recticel.com) must be used;
- the dated and signed voting form must reach the Company, (i) by e-mail to companysecretary@recticel.com, or (ii) by post at Recticel SA/NV, Bourgetlaan 42, 1130 Brussels (Haren), Belgium.

In addition, the shareholders must meet the admission requirements as described above.

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 Meetings 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 **4 May 2026**. In the case at hand, an additional agenda shall be published latest on **11 May 2026**.

Written questions / right to ask questions of the shareholders

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 no later than **20 May 2026 at the latest** by post at Recticel SA/NV, Bourgetlaan 42, 1130 Brussels (Haren), Belgium or by e-mail to companysecretary@recticel.com.

Proof of identity and powers of representation

In order to physically attend, or to be represented at the General Meetings, holders of shares, convertible bonds or subscription rights, as well as authorized 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 Meetings.

Documentation

All documents related to the General Meetings 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 as follows:

- either by post at Recticel SA/NV, Bourgetlaan 42, 1130 Brussels (Haren), Belgium;
- by e-mail to companysecretary@recticel.com.

The Board of Directors