

POWER OF ATTORNEY
Extraordinary General Meeting

The undersigned (for private individuals: surname, first name, occupation and place of residence; for legal entities: company name, company type, registered office and identity and position of the representative(s) - see instruction 1 below)

Owner of _____ **ordinary shares** in public limited company **RECTICEL**, with its registered office at Avenue du Bourget 42, 1130 Brussels (Haren),

hereby states that he/she wishes to participate in the **Extraordinary General Meeting** of the above-mentioned Company, which will take place at the registered office Avenue du Bourget 42, 1130 Brussels (Haren), Belgium, after the Ordinary General Meeting, **on Tuesday 27 May 2025 at 10 am**, in accordance with the provisions of article 7:153 of the Companies and Associations code.

wishes to use the possibility to be represented for the above-mentioned number of shares adequately registered on the Registration Date, as mentioned in the notice convening the Extraordinary General Meeting,

and, to this end, wishes to appoint (see instruction 2 below):

to represent her/him and, as mentioned here below (see instruction 3 below), to vote at the Extraordinary General Meeting with the following agenda :

Agenda of the Extraordinary General Meeting

1. Grant of powers to the Board of Directors under the authorised 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 authorised capital may be used and the objectives pursued.

FOR _____	AGAINST _____	ABSTAIN _____
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1.2. Proposal forming the subject of the second resolution:

Proposal to create a new authorised capital, equal to five percent (5%) of the current amount of subscribed capital at the date of the resolution, 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 authorised capital, equal to five percent (5%) of the subscribed capital, 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.

FOR _____	AGAINST _____	ABSTAIN _____
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1.3. Proposal forming the subject of the third resolution:

Proposal to create a new authorised capital, equal to twenty percent (20%) of the current amount of subscribed capital at the date of the resolution, 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 authorised capital, equal to twenty percent (20%) of the subscribed capital, may only be used by the Board of Directors for the purpose of making and financing strategic acquisitions by the Recticel Group.

FOR _____	AGAINST _____	ABSTAIN _____
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1.4. Proposal forming the subject of the fourth resolution:

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

« Article six: Authorised capital

“By decision of the Extraordinary General Meeting of [date] 2025, 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] 2025).

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.

By decision of the Extraordinary General Meeting of [date] 2025, the Board of Directors was authorized to increase, in one or more times, the capital (second authorized capital) by [amount] (amount equal to 20% of the issued capital on [date] May 2025) The aforementioned new second authorized capital can only be used by the Board of Directors for the realization of strategic acquisitions by the Recticel Group.

Within these limitations, the Board of Directors may decide to increase the capital by contribution in cash or not in cash, by drawing up reserves available or unavailable, premiums or revaluation gains, with or without the issue of new securities.

These authorizations are 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.

The Board of Directors may also, within the framework of the two authorized capitals and in the interest of the company, limit or cancel the preferential subscription right of the shareholders, even for the benefit of one or several specific persons, other than employees of the company or its own subsidiaries, in accordance with the conditions of article 7: 191 of the Companies and Associations Code.

The Board of Directors may, within the framework of the authorized capital, issue convertible bonds, bonds with subscription rights or subscription rights, with or without preferential subscription rights, for the benefit of the shareholders. In this case, the limitation or cancellation of the preferential subscription right can also take place for the benefit of one or more specific persons, other than employees of the company or its subsidiaries, in accordance with the conditions of article 7: 191 of the Code of companies and associations.”

FOR _____	AGAINST _____	ABSTAIN _____
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2. Renewal of authorisations granted to the Board of Directors to acquire and dispose of own shares.

2.1. Proposal forming the subject of the fifth resolution:

Resolution to confer, for a period of five (5) years, the power on the Board of Directors, with the option of sub-delegation, in accordance with Articles 7:215, §1, and 7:218, §1, 3°, of the Companies and Associations Code, to acquire and dispose of the Company's own shares if

such acquisition or disposal is necessary to avoid imminent serious harm to the Company, with effect from the date on which the decision is published in the Annexes to the Moniteur belge.

FOR _____	AGAINST _____	ABSTAIN _____
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2.2. Proposal forming the subject of the sixth resolution:

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

FOR _____	AGAINST _____	ABSTAIN _____
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2.3. Proposal forming the subject of the seventh resolution:

Resolution to confer, for a period of five (5) years, the power on the Board of Directors, with the option of sub-delegation, to acquire the Company's own shares as long as the fractional value of the shares held in the Company's portfolio does not exceed twenty percent (20%) of its subscribed capital, at a unit price which may not be less than twenty percent (20%) below the average of the last twenty closing prices on Euronext Brussels prior to the date of acquisition, nor more than the same average plus twenty percent (20%). Under the legal conditions, this authorisation applies to all acquisitions for consideration in the broadest sense, whether on or off the stock exchange. This authorisation replaces and cancels the purchase authorisation granted by the Extraordinary General Meeting of 26 May 2020, with effect from the date on which the decision is published in the Annexes to the Belgian Official Gazette.

FOR _____	AGAINST _____	ABSTAIN _____
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and also:

- to participate in all deliberations and, on behalf of the undersigned, participate in the voting on all the items on the above-mentioned agenda;
- to participate in all other meetings following postponement or adjournment, reconvened with the same agenda;
- to sign the attendance lists and all deeds, minutes or other documents regarding this Extraordinary General Meeting, if necessary;
- to generally do all that is required or useful to exercise this mandate, promising ratification if necessary.

The authorized agent shall refrain from voting OR is hereby authorized to defend the principal's interests by participating in voting (~~delete as appropriate~~) on new items to be discussed that could be added to the agenda under the relevant legal and statutory provisions at the request of certain shareholders (see instruction 3 below).

Surname and first name : _____

Position : _____

Place and date : _____

Signature (see instruction 4 below): _____

RELEVANT INSTRUCTIONS

- (1) In order to attend, or to be represented at the General Meeting, shareholders and authorized agents must present proof of their identity (identity card or passport) and representatives of legal entities must, in addition, provide proof of their power of representation (relevant legal company documents).
Copies of relevant proof must be attached to this power of attorney.
The Company must receive the power of attorney **no later than 21 May 2025**. The signed power of attorney, together with the relevant proof, can be provided by all possible means to the bureau, including the sending of scanned copy or a picture of the form via e-mail at the e-mail address mentioned hereunder. In the absence of the power of attorney and relevant proof at the General Meeting, the power of attorney is made null and void.
- (2) Voting instructions can be given for each motion for resolutions.
If there are no voting instructions or if the instructions are unclear, for whatever reason, you are considered to have given the authorised agent specific voting instructions to vote in your interest according to his understanding.
If there are no voting instructions or if the instructions are unclear, for whatever reason, you are considered to approve the resolutions presented by the Board of Directors.
- (3) If the undersigned fails to make a clear choice, the authorized agent shall abstain from the vote on new subjects to be discussed.
- (4) The signature must be preceded by the words "GOOD FOR POWER OF ATTORNEY" written in person by the signatory/signatories.