

**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 share(s)** 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 26 May 2026 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 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.

FOR _____	AGAINST _____	ABSTAIN _____
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**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.

FOR _____	AGAINST _____	ABSTAIN _____
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**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.”*

FOR _____	AGAINST _____	ABSTAIN _____
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**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.

FOR _____	AGAINST _____	ABSTAIN _____
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**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.

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 20 May 2026**. 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.