

POWER OF ATTORNEY

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 des Olympiades 2, Evere (1140 Brussels),

hereby states that he/she/it wishes to participate in the **Extraordinary General Meeting** of the above-mentioned Company, which shall take place at the Company's registered office at Avenue des Olympiades 2 in Evere (1140 Brussels), **on 31 July 2014 at 5.30 PM**,

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 General Meeting,

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

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

Voting instructions on the 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."

FOR: _____

AGAINST : _____

ABSTAIN : _____

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 General Meeting, if necessary;
- to generally do all that is required or useful to exercise this mandate, promising ratification if necessary.

The authorised agent shall refrain from voting OR is hereby authorised 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 4 below).

Surname and first name : _____

Position : _____

Place and date : _____

Signature (see instruction 5 below): _____

RELEVANT INSTRUCTIONS

- (1) In order to attend, or to be represented at the General Meeting, shareholders and authorised 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 25 July 2014**. The signed original power of attorney, together with the relevant proof, must be submitted to the members of bureau no later than the day of the General Meeting.
In the absence of the original power of attorney and relevant proof at the General Meeting, the power of attorney is made null and void.
- (2) If no specific authorised agent is indicated, you are considered to have given power of attorney to the General Secretary or the Chairman of the meeting, who shall cast your vote at the General Meeting according to your voting instructions.
- (3) 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, and if no specific authorised agent has been appointed, you are considered to approve the resolutions presented by the Board of Directors and the General Secretary or the Chairman of the meeting shall cast your vote accordingly.
- (4) If the undersigned fails to make a clear choice, the authorised agent shall abstain from the vote on new subjects to be discussed.
- (5) The signature must be preceded by the words "**GOOD FOR POWER OF ATTORNEY**" written in person by the signatory/signatories.