

RECTICELGROUP

Corporate Governance Charter



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1 Objectives and scope

1. This Corporate Governance Charter is based on the provisions of the Belgian Corporate Governance Code (2020 edition), which has been adopted by the Board of Directors of Recticel NV/SA as its reference code in the meaning of article 3:6 §2, 1° of the Belgian Companies and Associations Code. This Charter supplements the corporate governance provisions contained in the Belgian Companies and Associations Code and in the articles of association of the Company.

The objective of the Board of Directors is to comply with the principles of the Belgian Corporate Governance Code as closely as possible.

Any deviation from the Belgian Corporate Governance Code and the reason(s) for any such deviation ("comply or explain") will be clearly indicated in the annual statement on corporate governance included in the Company's annual report in accordance with article 3:6 of the Belgian Companies and Associations Code.

2. This Corporate Governance Charter will be updated as often as needed to reflect the Company's current governance structure at any time. Any amendments to this Corporate Governance Charter will be published on the Company's website, explicitly specifying the date of the most recent publication.

3. This Corporate Governance Charter will be made available in English, Dutch and French. In case of discrepancies between the different language versions, the English language version of the Corporate Governance Charter shall prevail.

2 Definitions

4. In this Corporate Governance Charter, the following terms have the meaning indicated below:

“Annual Report”: the annual report of the Company drawn up by the Board, as referred to in article 3:5 of the BCCA.

“Articles of Association”: the articles of association of the Company (as amended from time to time).

“Audit & Sustainability Committee”: the Company’s audit and sustainability Committee as set up by the Board in accordance with article 7:99 of the BCCA and relevant provisions of the CG Code.

“BCCA”: the Belgian Companies and Associations Code (*“Wetboek van vennootschappen en verenigingen”* / *“Code des sociétés et des associations”*) (as amended from time to time).

“Board” or **“Board of Directors”**: the board of directors (*“raad van bestuur”* / *“conseil administration”*) of the Company.

“CEO”: the Chief Executive Officer of the Company, i.e., the person entrusted with the day-to-day management of the Company.

“CFO”: the Chief Financial Officer of the Company.

“CG Statement”: the annual statement on corporate governance included in the Company’s Annual Report in accordance with article 3:6, §2 of the BCCA.

“Corporate Governance Code”: the Belgian Corporate Governance Code (2020 edition).

“Charter”: this Corporate Governance Charter and any of its attachments.

“Company”: Recticel NV/SA.

“Directors”: the members of the Board.

“Executive Chairman”: the executive director appointed by the other Directors to act as chairman of the Board.

“Executive Management”: the CEO and the members of the Management Committee.

“External Auditor”: the external auditor of the Company who is entrusted with the audit of the Financial Statements in accordance with title 4 of Book III of the BCCA.

“General Secretary”: the person designated as secretary of the Company in accordance with the terms of reference of the Board.

“General Shareholders' Meeting”: any general meeting of the shareholders of the Company.

“Group Code of Conduct”: the code of conduct of the Group as published on the website of the Company and as amended from time to time.

“Group Dealing Code”: the dealing code of the Group as published in the corporate governance section of the Company’s website and as amended from time to time.

“Internal Audit Executive”: the executive responsible for the internal audit of the Company.

“Management Committee”: the Company’s informal executive committee within the meaning of article 3:6, §3 of the BCCA.

“Recticel Group” or **“Group”**: Recticel NV/SA and any wholly owned subsidiary of Recticel NV/SA, as well as any subsidiary in which Recticel NV/SA or any of its subsidiaries has a majority interest.

“Remuneration & Nomination Committee”: the Company’s remuneration and nomination Committee as set up by the Board in accordance with article 7:100 of the BCCA and the relevant provisions of the CG Code.

“Remuneration Policy”: the remuneration policy of the Company in accordance with article 7:89/1 of the BCCA.

“Remuneration Report”: the Company’s remuneration report prepared in accordance with article 3:6 §3 of the BCCA, which forms part of the CG Statement.

“Subsidiary”: any Company which is (directly or indirectly) controlled by the Company within the meaning of Article 1:14 of the BCCA.

5. Unless it appears otherwise from the context, the following assumptions are made in this CG Charter:

- (a) terms and expressions indicated in singular also include the plural and vice versa;
- (b) words and terms indicated in the masculine form also include the feminine form and vice versa; and
- (c) any reference to a legal provision is regarded as a reference to such provision, including any amendments, extensions and substitute clauses thereof which will be applicable from time to time.

Titles of articles and other titles in this CG Charter are only included for ease of reference but do not form part of the CG Charter for interpretation purposes.

3 Principles

3.1 Recticel Corporate Structure

3.1.1 Recticel NV/SA

6. The Company is a public limited liability company (“naamloze vennootschap” / “société anonyme”), incorporated and operating under Belgian law. The Company's shares are listed on the regulated market of Euronext Brussels.

The Company is registered with the Crossroad Bank for Enterprises (LER Brussels) under enterprise number 0405.666.668. The Company's registered office is located in Belgium, at 1130 Brussels, Bourgetlaan 42.

The Company's website is www.recticel.com.

This Charter and the most recent coordinated version of the Company's Articles of Association are each available in the corporate governance section of the Company's website: <https://www.recticel.com/investors/corporate-governance>.

3.1.2 Governance structure

3.1.2.1 Board of Directors

7. The Company confirms its explicit choice for the one-tier governance structure under the BCCA. This one-tier governance structure consists of the Board, which is the main decision-making body of the Company and exercises all the powers that are not reserved by law or the Articles of Association to the General Shareholders' Meeting.

8. At least once every five (5) years, the Board reviews whether the chosen governance structure is still appropriate, and if not, it must propose a new governance structure to the General Shareholders' Meeting.

The Terms of Reference of the Board are set out in Chapter 3.2 of this Charter.

9. The Board has set up two (2) advisory committees to assist the Board in specific matters: the Audit & Sustainability Committee and the Remuneration & Nomination Committee. The Terms of Reference of these Committees are set out in Chapter 3.3 of this Charter.

3.1.2.2 The Executive Management

10. The Board of Directors has delegated the daily management (“*dagelijks bestuur*” / “*gestion journalière*”) of the Company (within the meaning of article 7:121 of the BCCA) and the representation of the Company in this regard to its CEO.

11. In the execution of his or her tasks, the CEO is assisted by the Executive Chairman and the Management Committee, composed of the CEO and other members of the Company's senior management. The CEO, the Executive Chairman and the members of the Management Committee are jointly referred to as the "Executive Management". The Terms of Reference of the Executive Management can be found in Chapter 3.4.

3.2 Terms of Reference of the Recticel Board of Directors

3.2.1 Composition

3.2.1.1 Size

12. The Board has a minimum of five (5) members, while the actual number may vary according to the needs of the Company.

The non-executive Directors shall constitute the majority of the Board, and there shall be a minimum of three (3) independent Directors within the meaning of article 7:87 of the BCCA.

The Board shall include at least one (1) executive Director. In light of the execution of the strategic plan of the company, the Board has decided that the chairman will take up an executive role. The Board will reevaluate the situation when appropriate.

In addition, the provisions of Article 7:86 of the BCCA on gender diversity are complied with.

A list of the members of the Board is disclosed in the CG Statement of the Company's annual report, indicating which members of the Board are independent Directors.

3.2.1.2 Term of office

13. The Directors are appointed for a term of up to four (4) years and may be reappointed at the end of each term.

Independent Directors shall only be able to be reappointed for consecutive terms of twelve (12) years in total, after which they shall no longer be able to qualify as "independent" within the meaning of article 7:87 of the BCCA.

14. Non-executive Directors must retire at the first General Shareholders' Meeting after their 70th birthday, unless the Board grants an exception in the interest of the Company.

Executive Directors retire on the first General Shareholders' Meeting after their 67th birthday.

3.2.1.3 Appointment

15. The Directors are appointed by the General Shareholders' Meeting in accordance with the relevant provisions of the BCCA and the Articles of Association. If a Director mandate becomes vacant, the remaining members of the Board may provisionally fill the vacancy in accordance with the procedure as set forth in article 7:88 of the BCCA and article 18 of the Articles of Association.

16. The Remuneration & Nomination Committee recommends one or several candidates to the Board, taking into account the needs of the Company and in accordance with the appointment procedure and the selection criteria drawn up by the Board for that purpose (see also further below).

17. On the basis of the recommendation of the Remuneration & Nomination Committee, the Board then makes proposals for appointment or re-appointment to the General Shareholders' Meeting. The (re)appointment proposal put to the General Shareholders' Meeting includes a recommendation from the Board.

18. Any proposal by the Board specifies the proposed term of the mandate (which should not exceed four (4) years) and includes relevant information on the candidate's professional qualifications together with a list of the positions the candidate already holds.

19. If the procedure pursuant to article 7:88 of the BCCA is applied, the Board shall provisionally fill the vacancy upon recommendation from the Remuneration & Nomination Committee.

20. If the Board submits the candidacy of an independent Director to the General Shareholders' Meeting, it expressly confirms that it has no indication of any circumstance that could call into question the independence of the proposed candidate pursuant to article 7:87 §1 of the BCCA. If, however, any element could cast doubt on the candidate's independence, the Board will describe the relevant circumstances and set out the reasons why it nevertheless considers the candidate to be independent within the meaning of Article 7:87, §1 BCCA. Any independent Director who ceases to satisfy the requirements of independence must immediately inform the Board thereof, through the chairman of the Board.

21. The Board should ensure that, when considering nominating a former CEO as a Board member, the necessary safeguards are in place so that the new CEO has the required autonomy.

3.2.1.4 Criteria for membership

22. Any appointment and re-appointment shall allow an appropriate balance of skills, knowledge, experience and diversity to be maintained on the Board and its Committees.

In particular, the Remuneration & Nomination Committee, when giving its recommendations to the Board, and the Board, when proposing candidates for membership to the General Shareholders' Meeting, shall apply the following principles :

- (i) The Remuneration & Nomination Committee and the Board shall seek a Board composition appropriate to the Company's purpose, its operations, phase of development, structure of ownership and other specifics.
- (ii) Each candidate must be selected on the basis of his or her particular knowledge, skills and/or experience, so that the Board as a whole shall have sufficient expertise in the Company's areas of activity and, more generally, have the necessary competences and qualifications to fulfil its duties;
- (iii) The Remuneration & Nomination Committee and the Board shall ensure that the candidates demonstrate their willingness and availability required to fulfil their responsibilities as members of the Board and/or its Committees; and

- (iv) The Remuneration & Nomination Committee and the Board shall take into account gender diversity and diversity in general, with a view to achieving an appropriate balance of skills, backgrounds, ages and genders on the Board.

3.2.2 Role and responsibilities

3.2.2.1 Role

23. The Board, as a collegial body, is entrusted with the general management of the Company with a view to ensure its long-term development and sustainable value creation. It provides entrepreneurial leadership and at the same time assesses and manages the risks of the Company.

The Board develops an inclusive approach that balances the legitimate interests and expectations of shareholders and other stakeholders (including, the customers of the Company, its employees and the society as a whole).

The Board is accountable to the General Shareholders' Meeting.

The Board monitors and supports the Executive Management in the fulfilment of their duties and constructively challenges the Executive Management whenever appropriate. The Board members are available to give advice, also outside Board meetings.

3.2.2.2 Responsibilities

24. The primary task of the Board is to decide on the strategic direction for the Recticel Group and to monitor its business affairs.

The main responsibilities of the Board are as follows :

- Identifying and understanding the strategic challenges and related risks facing the Recticel Group;
- Deciding on the Company's medium and long-term strategy, its risk appetite, its values and key policies;
- Evaluate Recticel Group's actual market position, and monitoring and evaluating Recticel Group's performance compared to its strategic objectives, plans and budget;
- Setting the Recticel Group values, policies and standards allowing the strategic objectives to be met;
- Ensuring that the necessary financial and human resources are in place for the Company to meet its strategic objectives;
- Reviewing the existence and functioning of the internal control system, including appropriate processes for conducting business in compliance with legislation, regulations, and internal policies and procedures, and ensuring the adequate identification and management of risks;

- Deciding on the Executive Management structure of the Company, determining its role and responsibilities (including the roles and responsibilities of the Executive Chairman and the CEO), developing a clear delegation policy and supervising and assessing the Executive Management's performance;
- Appointing and dismissing the CEO and the other members of the Management Committee, taking into account the need for a balanced executive team, and satisfying itself that there is a succession plan in place for the Executive Chairman, the CEO and the other members of the Executive Management, and reviewing this plan periodically;
- Approving the main terms and conditions of the contracts of the Executive Chairman, the CEO and other members of the Executive Management further to the advice of the Remuneration & Nomination Committee;
- Maintaining continuous interaction and dialogue with the Executive Management, in order to ensure a climate of trust and transparency;
- Ensuring the quality and completeness of the disclosed financial information and in particular ensuring the integrity of the financial statements;
- Deciding on the candidate external auditor to be nominated by the General Shareholders' Meeting and supervising the performance of the external auditor and the Internal Audit Executive;
- Setting and reviewing the Corporate Governance structure of the Company and regularly reviewing its compliance with the provisions of the Corporate Governance Code;
- Deciding on all proposals to be submitted to the ordinary, special and extraordinary General Shareholders' Meeting in accordance with the provisions of the BCCA;
- Ensuring an effective dialogue with shareholders and potential shareholders through appropriate investor relation programs, in order to achieve a better understanding of their objectives and concerns. Feedback of such dialogue should be given to the Board, on at least an annual basis;
- Encouraging shareholders, and in particular, institutional investors, to communicate their evaluation of the Company's corporate governance prior to the General Shareholders' Meetings and at least through participation in the General Shareholders' Meeting;
- Approving a code of conduct (or several activity-specific codes of conduct), setting out the expectations for the company's leadership and employees in terms of responsible and ethical behaviour. The Board monitors compliance with such code of conduct at least on an annual basis;
- Deciding on major business policies including the approval of the strategic plan and the annual budget;

- Deciding on any transaction, regardless of the amount, which in view of the Executive Chairman or the CEO should be decided by the Board, based on the nature and/or importance of the risk involved;
- Deciding on the accounting principles used, and the determination of all financial information to be published; and
- Evaluating its own performance.

25. When performing its duties, the Board shall at all times act in the interest of the Company.

3.2.3 Chairman & Vice-Chairman

3.2.3.1 Appointment

26. The Board appoints one of its members as chairman of the Board.

The Board appoints its chairman on the basis of his/her knowledge, skills, experience and mediation strengths. The chairman is a person trusted for their professionalism, independence of mind, coaching capabilities, ability to build consensus, and communication and meeting management skills.

The chairman of the Board and the CEO shall not be the same individual. There is a clear division of responsibilities between the chairman of the Board and the CEO.

27. Should the Board consider appointing the former CEO of the Company as chairman, it carefully considers the positive and negative implications of such a decision and disclose in the CG Statement why such appointment will not hamper the required autonomy of the CEO.

28. The Board may, at its sole discretion, appoint one (or more) vice-chairman from among its members. In the absence of the chairman, the vice-chairman will assume the role and responsibilities of chairman of the Board as described in this Chapter 3.2.3. For the avoidance of doubt, where the chairman also serves as Executive Chairman, the vice-chairman will not assume the executive responsibilities attributed to that role as described in Chapter 3.4.2. In case there are more than one vice-chairman present, the most senior vice-chairman will assume the role and responsibilities of the chairman of the Board.

3.2.3.2 Role and responsibilities

29. The chairman of the Board is responsible for the leadership of the Board and for the effectiveness of the Board in all its aspects.

The chairman of the Board shall take the necessary measures to develop a climate of trust within the Board which promotes open discussion, constructive challenge and support for the Board's decisions.

The chairman of the Board shall promote effective interaction between the Board and the Executive Management. The chairman of the Board will establish a close relationship with the CEO, providing support and advice, while fully respecting the executive responsibilities of the CEO.

30. Within the Board, the chairman of the Board is primarily responsible for :

- Setting the agenda of the Board meetings, after consultation with the CEO and the General Secretary;
- Ensuring that procedures relating to the preparatory work, deliberations, passing of resolutions and implementation of decisions are properly followed;
- Ensuring, assisted by the General Secretary, that the Directors receive accurate, timely and clear information before the meetings and, where necessary, between meetings, and that all Directors receive the same information;
- Chairing the meetings of the Board and ensuring that the Board operates and takes decisions as a collegial body;
- Monitoring the implementation of decisions taken and determining whether further consultation within the Board with regard to the implementation is necessary;
- Ensuring a regular assessment of the corporate structure and the corporate governance of the Company and assessing whether their operation is satisfactory;
- Ensuring that newly appointed Directors receive an appropriate induction;
- Facilitating the nomination process of Directors;
- Ensuring that the Board appoints Committee members and chairmen;
- Being accessible to the Directors, the members of the Executive Management and the Internal Audit Executive to discuss issues relating to the management of the Company.

31. The Board may decide at all times to entrust the chairman of the Board with additional responsibilities.

32. With regard to shareholders and third parties, the chairman of the Board is mainly responsible:

- for chairing the General Shareholders' Meeting and ensuring that relevant questions from shareholders are answered;
- for ensuring effective communication with shareholders and that Directors develop and maintain an understanding of the views of the shareholders and other significant stakeholders;

- for maintaining an effective dialogue with the Company's significant shareholder(s) and, in view thereto, setting up regular meetings with the(s) significant shareholder(s).

33. In addition to the roles and responsibilities of the chairman of the Board as described in this Chapter, the Executive Chairman shall have the powers and responsibilities set out in Chapter 3.4.

3.2.4 Organisation

3.2.4.1 Board meetings

34. The Board meets at least four (4) times a year and whenever a meeting is deemed necessary or advisable for its proper functioning.

The number of Board and Board Committee meetings and the individual attendance record of the Directors are disclosed in the CG Statement.

The non-executive Directors meet at least once a year without the CEO and the other executive Directors being present.

Board meetings are convened in the manner set forth in the Articles of Association.

The Company may organize, where necessary and appropriate, Board meetings using video, telephone or internet-based means.

35. Directors are required to attend the Board meetings in person (or by video conference, teleconference, virtual meeting or otherwise, depending on the format authorised by the chairman of the Board) as much as possible, and to devote the required amount of time to their office. Directors who cannot attend are encouraged to give a proxy to one of their colleagues.

36. In the event that all members of the Board are present, it can validly deliberate on the items of the agenda and there is no need to verify compliance with the convening formalities.

At least half of the members of the Board need to be present or be validly represented at the meeting to constitute the meeting quorum.

37. Without prejudice to the provisions of the Articles of Association, decisions are taken by majority of the votes cast by the members present or represented at the Board meeting.

Decisions of the Board may be taken by unanimous written decision of all directors, except for those decisions for which the Articles of Association exclude this possibility, in accordance with the provisions of the BCCA.

No individual or group of directors dominates the Board's decision-making.

38. Board meetings are chaired by the chairman of the Board. In the absence of the chairman of the Board, the most senior vice-chairman shall chair the meeting. In the absence of both the chairman and vice-chairman, the Board members present shall designate another Board member to chair the meeting by a simple majority of the votes cast.

The chairman ensures that there is sufficient time for consideration and discussion before decision-making during the Meeting.

39. The General Secretary of the Company, draws up minutes of the deliberations of a meeting of the Board. The minutes of meeting describe and/or summarize the discussions that took place, specify the decisions that were adopted and include any diverging views expressed by the respective members of the Board. The names of the interveners are only recorded if specifically requested by them. The minutes are approved by the Board at the next meeting.

3.2.4.2 Board Committees

40. The Board of Directors has set up specialised Committees to analyse specific issues and advice the Board on those issues.

Without prejudice to the right to set up other Committees, the Board has set up an Audit & Sustainability Committee and a Remuneration & Nomination Committee.

The role of the Committees is strictly advisory, as the actual decision-making remains at all times the responsibility of the Board.

41. The Board determines the terms of reference for each Committee, in which the composition, the role and responsibilities and the operation of the relevant Committee are specified. These terms of reference are included in Chapter 3.3 of this Charter.

The Board shall pay particular attention to the composition of each Committee. It ensures that each Committee, as a whole, has a balanced composition and has the necessary independence, skills, knowledge, experience and capacity to execute its duties effectively. The Board ensures that a chairman is appointed for each Committee. The Board may revoke Committee members at all times.

3.2.4.3 General Secretary of the Company

42. The Board appoints a General Secretary, who assists the Board, its Committees and the chairman of the Board in the performance of their duties. All Board members have access to the General Secretary of the Company for advice and services.

The core responsibilities of the General Secretary are :

- to ensure that the Recticel corporate bodies comply with their requirements under the law, the Articles of Association, this Charter and any other internal rules and procedures;
- to ensure the continuous development of the governance structure in accordance with the best practices and the long term needs of the Company;
- to organise the General Shareholders' Meetings;
- to act as Secretary of the Board of Directors and its Committees.

43. The General Secretary is accountable to the Board regarding the abovementioned responsibilities through the chairman of the Board and the CEO.

The General Secretary of the Company assists the chairman of the Board in the organisation of matters relating to the Board (preparing meetings, reporting on meetings, information requirements, etc.).

The General Secretary of the Company may be assisted in his or her tasks by a deputy, to whom he/she may delegate his/her duties arising under this Charter, in consultation with the chairman of the Board and the CEO.

3.2.5 Professional development and evaluation

3.2.5.1 Professional development

44. Newly appointed Directors shall receive an appropriate induction, geared to their role, including an update on the legal and regulatory environment, to ensure their capacity to swiftly contribute to the Board.

The purpose of the induction process is to help the new Directors grasp the fundamentals of the Company, including its governance, strategy, key policies, financial and business challenges.

For Directors joining Board Committees, the induction process will include a description of the specific role and duties of the Committee.

For Directors joining the Audit & Sustainability Committee, the induction covers the Audit & Sustainability Committee's Terms of Reference and provides an overview of the company's internal control organisation and risk management systems. They are provided, in particular, with full information on the Company's specific accounting, financial and operational features. This induction also includes a meeting with the external auditor and with the relevant corporate officers.

45. The Directors are individually responsible for developing and updating the knowledge and qualifications that are required to perform their duties in the Board and in the Committees of which they are members. For that purpose, the Company shall make the necessary (financial) resources available, if required.

3.2.5.2 Evaluation

46. The Board is responsible for a periodic assessment of its own effectiveness with a view to ensuring continuous improvement in the governance of the Company.

The Board assesses at least every three (3) years its own performance and its interaction with the Executive Management, as well as its size, composition, functioning and that of its Committees. The evaluation is carried out through a formal process, whether or not externally facilitated, in accordance with a methodology approved by the Board.

The Board reviews the Executive Management's performance and the realisation of the Company's strategic objectives annually against agreed performance measures and targets.

47. At the end of each Board member's term, the Remuneration & Nomination Committee evaluates this Board member's presence at the Board or Committee meetings, its commitment and its constructive involvement in discussions and decision-making in accordance with a pre-established and transparent procedure. The Remuneration & Nomination Committee also assesses whether the contribution of each Board member is adapted to changing circumstances. In order to facilitate such evaluation, the Directors give their full assistance to the Remuneration & Nomination Committee and any other persons, whether internal or external to the Company, entrusted with the evaluation of the Directors.

48. The Board acts on the results of the performance evaluation. Where appropriate, this will involve proposing new Board members for appointment, proposing not to re-appoint existing Board members or taking any measure deemed appropriate for the effective operation of the Board.

3.2.6 Remuneration

49. The remuneration of the Directors is decided upon by the General Shareholders' Meeting, upon proposal by the Board and recommendation by the Remuneration & Nomination Committee.

The Remuneration & Nomination Committee is responsible for outlining a Remuneration Policy for the executive and non-executive directors, taking into account the overall remuneration framework of the Company in accordance with article 7:89/1 of the BCCA.

The Company's current Remuneration Policy, as approved by the Company's General Shareholders' Meeting, is available in the corporate governance section of the Company's website (<https://www.recticel.com/investors/corporate-governance.html>).

Details of the remuneration of the Directors are published each year in the Remuneration Report.

3.3 Recticel Board Committees

3.3.1 Terms of reference of the Audit & Sustainability Committee

3.3.1.1 Composition

50. The Audit & Sustainability Committee consists of at least three (3) Directors. All members of the Audit & Sustainability Committee are non-executive Directors, with at least one (1) being an independent Director.

The members of the Audit & Sustainability Committee shall be appointed by the Board of Directors, upon recommendation of the Nomination and Remuneration Committee, for the duration of their mandate as a Director of the Company, unless decided otherwise by the Board. For the avoidance of doubt, the duration of the mandate of a member of the Audit & Sustainability Committee shall not exceed the duration of his/her mandate as a Director of the Company.

The members of the Audit & Sustainability Committee must have of a collective expertise regarding the activities of the Company. At least one (1) member has the necessary expertise regarding accountancy and audit.

The members of the Audit & Sustainability Committee elect the chairman of the Audit & Sustainability Committee among its members. The mandates of chairman of the Audit & Sustainability Committee and chairman of the Board of Directors cannot be combined.

3.3.1.2 Role and responsibilities

51. The Audit & Sustainability Committee supports the Board in fulfilling its monitoring responsibilities in respect of control in the broadest sense, including risks. It assists the Board in the specific areas mentioned hereafter, regarding which it makes recommendations to the Board. The Audit & Sustainability Committee is an advisory committee. Only the Board of Directors has the power to take decisions.

52. The Audit & Sustainability Committee discusses significant financial reporting issues with both the Executive Management and the external auditor.

53. The Audit & Sustainability Committee performs all duties set out in article 7:99 of the BCCA. This includes monitoring, reviewing and making recommendations to the Board of Directors regarding :

Financial reporting

- the integrity of the financial information provided by the Company, in particular by reviewing the relevance and consistency of the accounting standards used by the Company and the Group, taking into account the criteria for the consolidation of the accounts of the companies in the Group;
- the assessment of the correctness, completeness and consistency of the Company's yearly and half-yearly statutory and consolidated financial information;
- the periodic information before it is made public, including the draft press releases containing the annual and semi-annual results;
- the impact of new accounting rules, and potential prognoses;

It shall also inform the Board of the result of the audit of the annual accounts and the consolidated annual accounts and inform the Board about the contribution of the audit to the integrity of the financial reporting and about the role of the Audit & Sustainability Committee in this process;

Internal control and risk management

- at least once a year, the internal control and risk management systems set up by the executive management, thus ensuring that the main risks (including those relating to compliance with existing legislation and regulations) are properly identified, managed and disclosed;
- the statements included in the annual report on internal control and risk management.

- the specific arrangements made, by which staff of the Company may, in confidence, raise concerns about possible improprieties in financial reporting or other matters;
- the arrangements made for proportionate and independent investigation of such matters, for appropriate follow-up action and arrangements whereby staff can inform the chairman of the Audit & Sustainability Committee directly;
- the effectiveness of the internal control and risk management;

Internal audit process

- the internal auditor's work programme, having regard to the complementary roles of the internal and external audit functions. At least once a year, the Internal Audit Executive is heard by the Committee and it receives his internal audit reports or a periodic summary thereof;
- the effectiveness of the internal audit;
- the internal audit budget;
- the responsiveness of management to the committee's findings and recommendations
- the selection, appointment, reappointment and removal of the Internal Audit Executive.

External audit process

- in collaboration with the CEO and the CFO, the selection, appointment and reappointment of the external auditor and the terms of his or her engagement, in accordance with the applicable regulations;
- the external auditor's independence in accordance with applicable legal provisions;
- the nature and extent of non-audit services, to which extent they are appropriate, provide pre-approval when required;
- the work programme of the external auditor;
- all issues arising from the audit;
- the effectiveness of the external audit process, and the responsiveness of management to the recommendations made in the external auditor's management letter;
- in case the external auditor resigns, the issues giving rise to this resignation;
- analysis with the external auditor of potential threats regarding the independence of the external auditor and the measures taken to reduce these threats.

3.3.1.3 Operation

54. The Audit & Sustainability Committee meets at least four (4) times a year, and whenever a meeting is deemed necessary for the proper functioning of the Committee.

55. The meetings of the Audit & Sustainability Committee are convened by the chairman of the Audit & Sustainability Committee. Any member may however request the convening of a special meeting.

56. Except where urgent issues have arisen (as determined by the chairman of the Audit & Sustainability Committee), agenda of the meetings must be sent to all members of the Audit & Sustainability Committee at least two (2) calendar days prior to the date set for the meeting. Every agenda item must be accompanied by the relevant documents and information. The chairman of the Board may propose agenda topics for meetings of the Audit & Sustainability Committee.

57. The quorum for a meeting is minimum half the members attending the meeting in person (or by video conference, teleconference, virtual meeting or otherwise, depending on the format authorised by the chairman).

Members can give a proxy to another member of the Audit & Sustainability Committee. No member can however represent more than one other member through proxy.

58. The chairman of the Audit & Sustainability Committee will take the necessary measures to develop a climate of trust within the Committee, contributing to open discussion, constructive dissent and support for the Committee's decisions.

59. Decisions must be taken by a simple majority of the members present or represented. In case of an equality of votes, the chairman of the Committee has the casting vote.

60. The Audit & Sustainability Committee should be entitled to meet with any relevant person without any executive being present.

The Audit & Sustainability Committee shall meet at least twice a year with the external auditor and the Internal Audit Executive to discuss all matters relating to the powers and operation of the Audit & Sustainability Committee and any issues arising from the audit process.

61. Matters relating to the audit plan and all matters which result from the audit process will be put on the agenda of each meeting of the Audit & Sustainability Committee and are discussed at least once a year specifically with the external auditor and the Internal Audit Executive.

62. The external auditor and the Internal Audit Executive have at all times access to the chairman of the Board and the chairman of the Audit & Sustainability Committee.

63. The Audit & Sustainability Committee is entitled to receive all information required for the performance of its duties from the Board and the executive management and the company staff. The chairman of the Board has the right to attend the meetings of the Audit & Sustainability Committee. The Audit & Sustainability Committee may request the attendance of any member of the Executive Management, any senior employee of the Company, the Internal Audit Executive, and/or the external auditor.

The Audit & Sustainability Committee is allowed to seek external professional advice, at the Company's expense, about issues that fall within its responsibilities.

The Audit & Sustainability Committee has access to the books, data and offices of the Company and may have conversations with executives and employees of the Company.

64. Any member of the Audit & Sustainability Committee must immediately inform the Committee of :

- any personal financial interest (except as shareholder) in any matter on which the Committee decides;
- any possible conflict of interest which may arise as a consequence of any other mandates he or she holds.

This member cannot participate in the deliberations and the vote relating to those issues involving such an interest or conflict of interests.

65. After each meeting, the General Secretary or his/her substitute drafts a report on the findings and recommendations of the Audit & Sustainability Committee to be submitted to the Board of Directors. All members of the Committee are to be provided with this draft as soon as possible after the meeting in order to allow remarks and corrections to be made, before the report is submitted to the Board of Directors.

The Audit & Sustainability Committee reports regularly to the Board on the exercise of its duties and on any other matters in respect of which the Audit & Sustainability Committee considers that action or improvement is needed, and may make recommendations as to the necessary steps to be taken.

The Audit & Sustainability Committee reports annually, or, if necessary, more frequently to the Board on the developments in the relationship with the external auditor, and in particular on the viewpoint of the Committee on the external auditor's independence.

66. Each member of the Board of Directors shall have unlimited access to the data provided for the Audit & Sustainability Committee and may exercise this right through the General Secretary.

67. The Audit & Sustainability Committee shall annually check and review the adequacy of these terms of reference and of its own effectiveness and shall report thereon to the Board of Directors, and make recommendations for changes.

The Board of Directors may modify these terms of reference at all times.

68. It is hereby specifically confirmed that the Audit & Sustainability Committee has no authority to conduct audits itself nor to determine whether the Company's financial statements are complete and accurate and in accordance with generally accepted accounting principles. These duties are the responsibility of the external and internal auditor, and the Executive Management respectively.

3.3.2 Terms of reference of the Remuneration & Nomination Committee

3.3.2.1 Composition

69. The Remuneration & Nomination Committee is composed of at least three (3) Directors. All members of the Remuneration & Nomination Committee are non-executive directors and the majority of its members are independent Directors.

The members of the Remuneration & Nomination Committee shall be appointed by the Board of Directors, for the duration of their mandate as a Director, unless decided otherwise by the Board. For the avoidance of doubt, the duration of the mandate of a member of the Remuneration & Nomination Committee shall not exceed the duration of his/her mandate as a Director of the Company.

The Remuneration & Nomination Committee has the necessary expertise with regard to remuneration policies.

The members of the Remuneration & Nomination Committee shall elect the chairman of Remuneration & Nomination Committee among its members.

3.3.2.2 Role and responsibilities

70. The Remuneration & Nomination Committee assists the Board in the specific areas mentioned hereafter, regarding which they make recommendations to the Board as a whole. The Committee is an advisory committee. Only the Board of Directors has the power to take decisions.

71. In its capacity as “Nomination Committee”, the Remuneration & Nomination Committee shall ensure that the processes for the appointment and re-appointment of Board members and senior executive managers are organised objectively and professionally.

72. The Remuneration & Nomination Committee shall :

- develop procedures and selection criteria (independence requirements, competence and qualification) to be implemented for the appointment of Directors and members of the Committees;
- develop procedures to be implemented for the re-appointment of Directors and members of the Committees;
- nominate candidates for any vacant directorships, for approval by the Board;
- advise on proposals of and assess candidates for (re)appointment or removal of directors and members of the Executive Management;
- periodically assess the size and composition of the Board and the Executive Management and, make recommendations to the Board on potentially desired changes;

- analyse issues related to succession planning of the Directors, CEO and the other members of the Executive Management;
- develop procedures and selection criteria to be implemented for the appointment of members of the Executive Management;
- ensure that sufficient and regular attention is paid to the succession of executives and that the appropriate talent development programs and programs to promote diversity in leadership are in place; and
- develop and assist with the evaluation procedure for the Board, the Board Committees and the members of the Executive Management.

73. In its capacity as “Remuneration Committee”, the Committee shall advise the Board on the remuneration policy of the Company, and perform all duties set out in article 7:100 of the BCCA.

In this respect, the Remuneration & Nomination Committee shall :

- make recommendations to the Board on the remuneration of executive and non-executive Directors, members of the Executive Management and senior management. The extent and nature of the remuneration should be in accordance with the function and the benefit to the Company;
- make recommendations to the Board on the remuneration policy for the members of the Executive Management, including :
 - the main contractual terms, including the main characteristics of the pension schemes and termination arrangements;
 - the key elements for determining the remuneration, including :
 - the relative importance of each component of the remuneration;
 - the performance criteria applicable to the variable elements;
 - the fringe benefits.
- make recommendations to the Board on the individual remuneration of Directors and of the members of the Executive Management, including on variable remuneration and long-term incentives – whether or not stock-related – in the form of stock options or other financial instruments,
- make recommendations to the Board regarding arrangements on early termination;
- prepare the disclosure of the remuneration of Directors and the members of the Executive Management in the Company’s annual report;
- prepare annual Remuneration Report for approval by the Board of Directors,

- comment on the Remuneration Report at the annual General Shareholders Meeting.

74. Each year, the Remuneration & Nomination Committee shall discuss and, on the basis of a proposal by the Executive Chairman, set the goals and objectives for the CEO, which will subsequently serve as benchmarks of the CEO's performance. Each year, the Remuneration & Nomination Committee, in consultation with the Executive Chairman, discusses and evaluates the performance of the CEO in the preceding year based on the goals and objective set for that year. The performance evaluation will allow the determination of the performance-linked part of the CEO's remuneration. The CEO shall not be allowed to attend the meeting when the Remuneration & Nomination Committee and/or the Board discusses or decides on his or her compensation.

75. Each year, the Remuneration & Nomination Committee shall, on the basis of a proposal by the CEO, set the goals and objectives for the other members of the Executive Management, and discuss with the CEO the performance of the other members of the Management Committee in light of these goals and objectives. The Remuneration & Nomination Committee makes recommendations to the Board with respect to the compensation level of the other members of the Management Committee, based on such evaluations and discussions, and based on a review of compensation levels for similar positions at comparable companies. The performance evaluation will allow to determine the performance-linked part of their remuneration. No executive Director or member of the Management Committee shall be allowed to attend any portion of a meeting of the Remuneration & Nomination Committee or the Board at which his or her compensation is discussed or decided.

3.3.2.3 Operation

76. The Remuneration & Nomination Committee meets at least twice a year, and whenever a meeting is deemed necessary for its proper functioning, or whenever changes to the composition of the Board or the Executive Management (including appointments and re-appointments) are necessary. The dates of the meetings will be fixed as much as possible in advance each year.

77. The meetings of the Remuneration & Nomination Committee are convened by the chairman of the Remuneration & Nomination Committee, in consultation with the Executive Chairman and/or the CEO when appropriate. Any member may however request the convening of a special meeting.

78. Except where urgent issues have arisen (as determined by the chairman of the Remuneration & Nomination Committee), the agenda of the meetings must be sent to all members of the Remuneration & Nomination Committee at least two (2) calendar days prior to the date set for the meeting. Every agenda item must be accompanied by the relevant documents and information. The chairman of the Board may propose agenda topics for meetings of the Remuneration & Nomination Committee.

79. The quorum for a meeting is at least two (2) members attending the meeting in person (or by video conference, teleconference, virtual meeting or otherwise, depending on the format authorised by the chairman).

Members can give a proxy to another member of the Remuneration & Nomination Committee. No member can, however, represent more than one other member through proxy.

80. The chairman of the Remuneration & Nomination Committee will take the necessary measures to develop a climate of trust within the Committee, contributing to open discussion, constructive dissent and support for the Committee's decisions.

81. Decisions must be taken by a simple majority of the members present or represented. In case of an equality of votes, the chairman of the Committee has the casting vote.

82. The Committee is entitled to receive all information required for the performance of its duties from the Board, the members of the Executive Management and the Company staff. The chairman of the Board has the right to attend the meetings of the Remuneration & Nomination Committee meetings, in order to ensure the lien with the Board as a whole. The CEO attends the meetings of the Remuneration & Nomination Committee when this Committee discusses the remuneration of other members of the Management Committee. Members of the Executive Management or any senior employee may be invited to attend the meetings to provide relevant information and insights into their areas of responsibility.

83. Any member of the Board or the Executive Management shall not attend the meeting of the Remuneration & Nomination Committee when it deals with his or her own individual remuneration and may not be involved in decisions concerning his or her own individual remuneration. This does not prevent the members of the Board to review and discuss the general fee levels of the Directors, pending that any proposal is approved by the General Shareholders' Meeting.

84. The Committee is allowed to seek external professional advice, at the Company's expense, about issues that fall within its responsibilities, in agreement with the chairman of the Board or the CEO.

85. Any member of the Remuneration & Nomination Committee must immediately inform this Committee of :

- any personal financial interest (except as shareholder) in any matter on which the Committee decides;
- any possible conflict of interest which may arise as a consequence of any other mandates he or she holds.

This member cannot participate in the deliberations and the vote relating to those issues involving such an interest or conflict of interests.

86. After each meeting, the General Secretary or his/her substitute drafts a report on the findings and recommendations of the Remuneration & Nomination Committee to be submitted to the Board of Directors. All members of the Committee are to be provided with this draft as soon as possible after the meeting in order to allow remarks and corrections to be made, before the report is submitted to the Board of Directors.

The Remuneration & Nomination Committee reports regularly to the Board on the exercise of its duties and on any other matters in respect of which the Committee considers that action or improvement is needed, and may make recommendations as to the necessary steps to be taken.

87. Each member of the Board of Directors shall have unlimited access to all data of the Remuneration & Nomination Committee and may exercise his right after consultation with the Committee chairman.

88. The Remuneration & Nomination Committee shall annually check and review the adequacy of these terms of reference and of its own effectiveness and shall report thereon to the Board of Directors, and make recommendations for changes.

The Board of Directors may modify these terms of reference at all times and revoke the powers granted to the Committee as it sees fit.

3.4 Terms of reference of the Recticel Executive Management

3.4.1 General

89. The Executive Management of the Recticel Group is composed of the Executive Chairman and the members of the Management Committee. The CEO is a member of the Management Committee. Their role is to manage the Recticel Group in accordance with its values, strategies, policies, plans and budgets, as decided by the Board of Directors.

3.4.2 Executive Chairman

90. Without prejudice to the powers of the Board as collegiate body, the Executive Chairman oversees the strategic framework of the Recticel Group.

91. The Executive Chairman, together with the Board and the CEO, monitors and supervises the implementation of the Company's long-term strategy. In collaboration with the CEO and the CFO, the Executive Chairman will study, draft and prepare proposals to the Board regarding the strategic options (long-term targets, mergers & acquisitions, investments and divestments) that will help in ensuring the future development of the Recticel Group.

92. The Executive Chairman supervises all M&A and major CAPEX files. This includes, in coordination with CEO and CFO and without prejudice to the powers of the Board, the identification of targets, the thorough assessment and validation of M&A or greenfield opportunities, the negotiations, and the pre-approval of CAPEX of EUR 5 million or more.

93. The Executive Chairman is responsible for investor and shareholder relations and serves as the Company's principal external spokesperson, in coordination with the CEO. The Executive Chairman oversees and manages all external communications with the press, analysts, and investors, unless otherwise pre-approved by the Executive Chairman (see also Chapter 3.5.2.3).

94. The Executive Chairman holds regular one-to-one meetings with the CEO to discuss strategic and organisational matters.

The Executive Chairman may engage with the members of the Management Committee and, where relevant, senior employees on Recticel Group's operations, as the case may be, during regular operational reporting meetings.

3.4.3 The Chief Executive Officer

3.4.3.1 Appointment

95. The CEO is appointed and removed by the Board, in consultation with the Executive Chairman and upon advice of the Remuneration & Nomination Committee. The CEO reports directly to the Board.

3.4.3.2 Role and Responsibilities

96. The CEO is in charge of the daily management of the Company (“*dagelijks bestuur*” / “*gestion journalière*”) within the meaning of article 7:121 of the BCCA, and the representations of the Company in this respect. Upon decision by the Board, the CEO may from time to time be entrusted with other duties and responsibilities.

97. The Board has delegated the daily management of the Company and the representation relating to the daily management to the CEO, and vests him or her with the adequate and necessary authority for the proper exercise of his or her responsibilities. The Board may from time to time delegate additional powers and responsibilities to the CEO. The CEO is accountable to the Board for properly discharging the duties and responsibilities entrusted to the CEO

The daily management of the Company and the Company’s representation in this regard include, among other things:

- Reviewing and approving annually the financial budget planning supporting the long-term growth strategy, including the annual budget, multi-year financial plans and related capital expenditure plans, to be presented for decision to the Board of Directors;
- Preparing the yearly and half-yearly financial statements of the Company in accordance with applicable accounting standards and Company policies, and the related press releases to be issued by the Company, and ensuring that they are timely, reliably and accurately prepared;
- Preparing proposals to the Board to ensure that the proper human resources are available and allocated as needed to realise the Company strategy;
- Making recommendations to the Board with respect to matters within its competency, notably due to their materiality or because of the nature of the risks involved;
- Reporting to the Board on the performance of the Group;
- Ensuring that the daily management of the Company is appropriately managed by creating the right organisation to execute the strategy and ensuring compliance with applicable laws, regulations and the Company’s policies and standards;
- Ensuring that the Company achieves and maintains a satisfactory competitive position by setting targets for the Management Committee and Group performance;

- Giving direction, guidance and support to the Company's divisions;
- Monitoring and managing the Company's results and performance against strategic and financial plans;
- Formulating and overseeing the implementation of major corporate policies;
- Approving the entry into, revision or termination of any transaction, investment or divestitures, which are not reserved to the Board;
- Managing the Company's corporate support functions and monitoring and reviewing reports from Treasury, Legal & Risk management, Information Technology, Human Resources and other key functional areas as required, on a regular basis;
- Setting up adequate risk management systems, internal controls and internal audit systems taking into consideration the size and risk profile of the Recticel Group;
- Developing recommendations to the Executive Chairman regarding hiring, termination and compensation of the members of the Management Committee, and deciding on hiring, termination and compensation for other levels of management;
- Ensuring that the Company has an effective management team by reviewing regularly an active plan of development and succession planning for the members of the Management Committee and making appropriate recommendations to the Executive Chairman and the Nomination & Remuneration Committee;
- Clearly communicating and embodying the Recticel Group corporate culture and thus promoting the Company values, ethics, diversity, individual integrity and social responsibility in order to ensure sustainable development;
- Advocates the strategy, vision and values of the Company;
- Maintaining continuous interaction and dialogue and open communication channels with the Board and providing the Board with the information that it needs to carry out its duties in a climate of respect, trust and candour;
- Regularly meeting with the chairman of the Board to review and discuss the items on the Board and Board committee agendas and any other relevant issues and to involve the chairman from the outset in any major initiatives;
- Chairing, organizing and leading the Management Committee; and
- Providing guidance, direction and support to the members of the Management Committee in the performance of their individual responsibilities as determined by the CEO.

3.4.3.3 Remuneration

98. The remuneration of the CEO is decided by the Board, upon proposal of the Executive Chairman and recommendation from the Remuneration & Nomination Committee in accordance with the Company's Remuneration Policy.

The Company's current Remuneration Policy, as approved by the Company's General Shareholders' Meeting, is available in the corporate governance section of the Company's website (<https://www.recticel.com/investors/corporate-governance.html>).

Details of the remuneration of the CEO on an individual basis are disclosed each year in the Company's Remuneration Report.

3.4.4 Recticel Group Management Committee

3.4.4.1 Composition

99. The Management Committee is composed of the CEO and other executives usually appointed amongst the Company's senior management. The Executive Chairman is not a member of the Management Committee. The members of the Management Committee (other than the CEO) shall be appointed by the Board of Directors, upon proposal by the Executive Chairman in collaboration with the CEO and following consultation of the Nomination and Remuneration Committee. The Board of Directors shall decide upon the appropriate number of members of the Management Committee.

The CEO shall chair the Management Committee.

The Board of Directors may remove the Management Committee as a whole, or any individual member thereof, at any time and in its discretion

3.4.4.2 Role and Responsibilities

100. The Management Committee supports the CEO in the performance of all of his or her duties. The Management Committee has a strictly executive role and is chaired by the CEO. The Management Committee is not an executive committee ("*directieraad*" / "*conseil de direction*") within the meaning of article 7:104 and following of the BCCA, but an informal executive committee within the meaning of article 3:6, §3 of the BCCA.

101. The Board of Directors has entrusted the Management Committee with the responsibility for preparing and establishing proposals for approval by the Board of Directors regarding the management of the Company without prejudice to the powers of the Board of Directors, the Executive Chairman and the CEO in that respect.

Such proposals will concern the subjects as set out in the Company's Business Approval Authority Guide, including among other things:

- the strategic plan;

- the annual budget;
- the capex budget; and
- any merger & acquisition transaction in an amount exceeding € 5,000,000.

3.4.4.3 Operation

3.4.4.3.1 Organisation and Functioning

102. The Management Committee shall meet every two (2) months or at the request of the chairman of the Management Committee, whenever deemed necessary for its proper functioning.

The Management Committee shall decide upon its internal regulations and procedures.

103. The chairman of the Management Committee shall determine the location, date, time, and agenda for meetings of the Management Committee. If the chairman is unable to act in a timely manner, any two (2) members acting jointly may make such determinations. Each member of the Management Committee may add supplementary items to the agenda of any meeting by providing written notice to all members of the Management Committee.

All meetings of the Management Committee shall be chaired by its chairman, or, in his/her absence, by the most senior member present.

104. The Management Committee shall act as a collegiate body. It shall validly deliberate and decide provided that the majority of its members are present or validly represented at a meeting.

Any given member may not represent more than one of his/her colleagues; proxies must be made in writing. Should it appear not to be possible to decide unanimously, it will be by the majority of the votes. In case there is a tied vote, the chairman of the meeting shall have a casting vote.

105. Meetings of the Management Committee may be held using any telecommunication means permitting joint discussion, such as virtual meeting or telephone or videoconferencing.

3.4.4.3.2 Reporting and Supervision

106. With a view to enabling the Board of Directors to adequately supervise the activities of the Management Committee, the chairman of the Management Committee shall, prior to each meeting of the Board of Directors, report in writing to the Board of Directors, through the Executive Chairman, on the decisions made and on the proposals adopted by the Management Committee.

107. The Management Committee regularly reviews and assesses its own performance. This evaluation shall be discussed at the Nomination and Remuneration Committee and shall be presented to the Board of Directors.

3.4.4.4 Remuneration

108. The remuneration of the members of the Management Committee (other than the CEO) is decided by the Board upon proposal by the CEO in collaboration with the Executive Chairman and

upon recommendation from the Remuneration & Nomination Committee, in accordance with the Company's Remuneration Policy.

The Company's current Remuneration Policy, as approved by the Company's General Shareholders' Meeting is available in the corporate governance section on the Company's website (<https://www.recticel.com/investors/corporate-governance.html>).

Details of the remuneration of the members of the Management Committee are disclosed each year in the Company's Remuneration Report, which forms part of the CG Statement in the Company's annual report.

3.5 Codes of Conduct

3.5.1 General

109. Each member of the Board, the Committees and the Executive Management shall adhere to and comply with (i) the Group Code of Conduct and (ii) the Group Dealing Code.

Each member of the Executive Management shall also adhere to and comply with the Company's Business Approval Authority Guide (as amended from time to time).

Additionally, each member of the Board, the Committees and the Executive Management shall adhere to the rules of conduct set out under Chapter 3.5.2 below.

3.5.2 Rules of Conduct

3.5.2.1 Integrity and independence of mind

110. The members of the Board, the Committees or the Executive Management shall:

- engage actively in their duties, demonstrate integrity and commitment, and perform their duties in an honest, ethical and justified manner;
- in the exercise of their respective mandates, make their own sound, objective and independent judgment when discharging their responsibilities;
- ensure to receive pertinent and accurate information, which they will study carefully so as to acquire and maintain a clear understanding of the key issues relevant to the Company's business and for the exercise of their mandates. They shall ask clarification whenever they deem it necessary;
- not use the information obtained in their respective capacities for purposes other than for the exercise of their mandate(s), and shall handle the confidential information received in such capacities with utmost care; and
- communicate to the Board, the relevant Committee or the Management Committee (as applicable) any information that could be relevant to the Board, the Committee

and/or Management Committee's decision-making. In the case of sensitive or confidential information, they shall first consult the chairman of the Board or, the chair of the Committee or the Management Committee (as applicable).

3.5.2.2 Conflict of interests

3.5.2.2.1 Rules of conduct for members of the Board

111. The Board is subject to the rules on conflict of interest procedures as set out in articles 7:96 and 7:97 of the BCCA.

112. In the exercise of their mandate, the Directors shall each place the Company's interests above their own. The Directors have the duty to look after the interests of all shareholders of the Company on an equivalent basis, and shall act according to the principles of reasonableness and fairness. When the Board takes a decision, the Directors shall disregard their personal interests. They shall not use business opportunities intended for the Company for their own benefit.

113. Without prejudice to the procedures set out in articles 7:96 and 7:97 of the BCCA, if a Director has, or reasonably believes that they have, a conflict of interest in relation to a matter on which the Board has to deliberate or resolve, which could in this Director's opinion affect its capacity of judgment, the Director shall inform the other Directors thereof in advance. In particular, at the beginning of each Board or Committee meeting, the Directors shall declare whether they have any conflict of interests regarding the items on the agenda.

114. Each Director should, in particular, be attentive to conflicts of interests that may arise between the Company, the Directors, the Company's significant or controlling shareholder(s) and other shareholders. The Directors who are appointed upon proposal of significant or controlling shareholder(s) shall ensure that the interests and intentions of these shareholder(s) are sufficiently clear and communicated to the Board in a timely manner.

115. The Board should act in such a manner that a conflict of interests, or the appearance of such a conflict, is avoided. In the possible case of a conflict of interests, the Board should, under the lead of its chairman, decide which procedure it will follow to protect the interests of the Company and all its shareholders. In the next Annual Report, the Board should explain why they chose this procedure. However, where there is a substantial conflict of interests, the Board should carefully consider communicating as soon as possible on the procedure followed, the most important considerations and the conclusions.

3.5.2.2.2 Rules of conduct for members of the Executive Management

116. In the exercise of its mandate, each member of the Executive Management shall place the Company's interests above its own. The members of the Executive Management have the duty to look after the interests of all shareholders of the Company on an equivalent basis, and shall act according to the principles of reasonableness and fairness. When any member of the Executive Management or the Management Committee takes a decision, the relevant member or the members of the Management Committee shall disregard their personal interests. They shall not use business opportunities intended for the Company for their own benefit.

117. If a member of the Executive Management has, or reasonably believes it has, a conflict of interest in relation to a matter that comes under the authority of the Executive Management and on

which the relevant member or the Management Committee has to deliberate or resolve, which could in such member's opinion affect its capacity of judgment, the member shall inform the other members of the Executive Management thereof in advance. At the beginning of each meeting of the Management Committee, the members of the Management Committee shall declare whether they have any conflict of interest regarding the items on the agenda.

118. Each member of the Executive Management, acting individually or jointly with other members of the Executive Management, should act in such a manner that a conflict of interests, or the appearance of such a conflict, is avoided insofar as reasonably possible.

3.5.2.3 Interaction

3.5.2.3.1 Interaction between the Board and the Executive Management

119. Interaction between the members of the Board and the members of the Executive Management shall take place in a transparent way. The chairman of the Board shall always be informed.

120. Non-executive Directors have at all times direct access to the CFO and the General Secretary of the Company. In other cases, non-executive Directors are asked to consult the CEO prior to contacts with other corporate officers and to use common sense to ensure that these contacts do not detract the contacted officers from their business operations and responsibilities.

121. The Board and the members of the Management Committee should agree on whether the members of the Management Committee may accept memberships of other corporate boards. Time constraints and potential conflicts of interests should be considered and balanced against the opportunity for the executive's professional development.

3.5.2.3.2 Interaction with investors, media and others

122. Directors and corporate officers must refrain from independently contacting investors, analysts or journalists regarding issues concerning the Company or its affiliates. This belongs to the exclusive responsibilities of the Executive Chairman and the Group Communications department, in coordination with the CEO. Discretion is the key obligation in this regard.

123. However, members of the Board or Executive Management may, on invitation from the Executive Chairman, participate in communication activities undertaken by the Recticel Group.

124. Furthermore, members of the Board, the Executive Management or senior employees are requested to support, in private and in public, the position of the Recticel Group regarding strategy, policies and actions.

3.6 Miscellaneous

3.6.1 Amendment

125. This Charter may be amended by the Board from time to time and without prior notification.

The CG Statement describes all relevant information on events affecting the Company's governance during the year under review, including any material amendments made to this Charter.

Any amendment must be published on the Company's website without delay. A third party will not be entitled to derive any rights from any such amendment.

3.6.2 Partial invalidity

126. In the case of a discrepancy between a provision of this Charter and a (stricter) legal provision or provision of the Articles of Association, the latter provision will prevail.

127. If one or several provisions of this Charter are or become invalid, this invalidity will not affect the validity of the remaining provisions. The Board can replace the invalid provisions by valid provisions the effect of which, given the contents and the purpose of this Charter, corresponds to the largest possible extent, to that of the invalid provisions.

3.6.3 Applicable law and jurisdiction

128. This Charter is governed by Belgian law. The Belgian courts have exclusive jurisdiction to settle disputes resulting from or relating to this Charter (including disputes relating to the existence, validity or termination of this Charter).

4 Related documents

Group Code of Conduct

Group Dealing Code

5 Attachments

None.

6 Revision information

Version n°	Publication/Validity Date	Drafted by	Function	Reason
1.0	27 April 2020			First issue
2.0	26 February 2026	Jenna Auwerx	Group Legal Counsel	Review