



RECTICEL

Public Limited Company
Registered Office :
Avenue des Olympiades 2
1140 Brussels (Evere)
R.L.P. Brussels 0405.666.668

ON TUESDAY MAY 26, 2020
AT 10 AM

ORDINARY GENERAL MEETING and EXTRAORDINARY GENERAL MEETING

Conditions to Access - Practical Provisions

On Thursday 9 April 2020, within the framework of the COVID 19 pandemic, the Royal Decree number 4 relating to various provisions with respect to co-property as well as with respect to company law and associations law, was published. This Royal Decree grants the right to the Board of Directors to, even without any statutory provision, impose to the participants to the ordinary and the extraordinary general meeting the obligation to exercise their rights only by granting a power of attorney or by voting by letter and to prohibit all physical presence of shareholders.

The Board of Directors of Recticel confirms that it wishes to make use of this right and that the Ordinary and Extraordinary General Meeting of Tuesday 26 May 2020 shall be held behind closed doors, in the presence only of the Bureau, the proxy holders, the managing director and the notary-public.

The shareholders can only exercise their rights through the granting of a power of attorney or by voting by letter in accordance with the practical provisions mentioned hereunder. Questions shall only be answered in writing in accordance with the practical provisions mentioned below.

Registration and confirmation of attendance

In order to attend the General Meetings or to be represented and exercise voting rights, every shareholder must fulfil the two conditions set out below, pursuant to Article 31 of the Company's Articles of Association:

1. **Registration** of their shares **on 12 May 2020** at midnight (Belgian time) ("Registration Date"), either by entry in the register of nominative shares of the Company, or by entry on the accounts of an official accountholder or a liquidation institution.
2. **Confirmation** to the Company, **at the latest on 20 May 2020**, that they wish to attend the General Meetings. At the same time, they must also announce the number of shares with which they wish to vote at the General Meetings.

The holder of *dematerialised shares* must also submit a certificate from the official accountholder or liquidation institution to the Company which indicates with how many shares, registered in the name of the shareholder on the Registration Date, they intend to take part in the General Meetings.

The holders of bonds, subscription rights or certificates issued in cooperation with the Company, who may attend the General Meeting with an advisory vote, pursuant to Article 7:135 of the Companies and Associations Code, are requested to comply with the formalities of registration and prior notification referred to above.

Only those being registered as shareholders on the Registration Date shall have the right to attend and vote at the General Meetings.

Additional items on the agenda and/or motions for resolutions

Pursuant to Article 30 of the Company's Articles of Association, one or more shareholders, who together hold at least 3% of the share capital, may add items to be discussed to the agenda of the General Meetings and submit motions for resolutions with regard to the items on or to be placed on the agenda. The Company must receive such requests, together with the evidence of the required participation, **no later than 4 May 2020**. In the case at hand, an additional agenda shall be published latest on 11 May 2020.

Powers of attorney/Voting by letter

Pursuant to Article 32 of the Company's Articles of Association, every shareholder is given the opportunity to be represented at the General Meetings by a special agent or to vote by letter before the meeting.

In view of the Royal Decree nr. 4 relating to various provisions with respect to co-property as well as with respect to company law and associations law in the framework against the COVID-19 pandemic, only voting through power of attorney or by letter is allowed.

In case of representation through power of attorney, power of attorney should be granted in accordance with the models with specific voting instructions present on the Recticel website (www.recticel.com/investors/general-meetings.html).

The Company must receive, **on 22 May 2020 at the latest**, the powers of attorney and voting forms. These documents can be provided to the bureau by all possible means, including the sending of a scanned copy or a picture of the form by e-mail to the e-mail address mentioned hereunder.

Written questions / right to ask questions of the shareholders

Pursuant to Article 33 of the Company's Articles of Association, shareholders who have fulfilled the aforementioned conditions to access, may ask written questions to the Directors and the Auditor regarding their report or items on the agenda.

In view of the Royal Decree nr. 4 relating to various provisions with respect to co-property as well as with respect to company law and associations law in the framework against the COVID-19 pandemic, shareholders will only be able to exercise their right to ask questions **in writing**. The Company should receive all questions **no later than 22 May 2020**. The answers to these questions shall be made in writing and published on the website of the Company. (www.recticel.com/investors/general-meetings.html).

Proof of identity and powers of representation

In order to attend, or to be represented at, the General Meeting, holders of shares, bonds, warrants or certificates issued with the cooperation of the Company, as well as authorised agents, must present proof of their identity (identity card or passport) and representatives of legal entities must, in addition, provide proof of their powers of representation (relevant company documents). The Company must receive this proof, at the latest, on the day of the General Meetings.

Documentation

All documents related to these General Meetings are made available on the Company's website (www.recticel.com) and are also available at the Company's registered office.

Notification and sending of documents

The notification and all other notices or correspondence to the Company must be for the attention of Mr Dirk Verbruggen, General Counsel & General Secretary, as follows:

- either by post: Recticel SA/NV, Avenue des Olympiades 2, B-1140 Brussels;
- by e-mail: companysecretary@recticel.com;
- by fax: +32 (0)2 775 19 92.

THE BOARD OF DIRECTORS
