

VOTING FORM

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

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

hereby states that it wishes to participate in **the online Extraordinary General Meeting** of the above-mentioned Company, which will take place **via Microsoft Terms** (see "Conditions to access – Practical provisions") immediately after the Ordinary General Meeting, **on Tuesday 25 May 2021 at 10 am**, in accordance with the provisions of article 7:153 of the Companies and Associations code

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

and wishes to enforce the following irrevocable voting instructions (see instruction 2 below):

Voting instructions on the agenda for the Extraordinary General Meeting

1. Renewal of the powers granted to the Board of Directors in the context of the authorized share capital.

1.1. Proposal forming the subject of the first resolution:

Special report of the Board of Directors prepared in accordance with Article 7:199 of the Belgian Companies and Associations Code in support of the renewal of the authorized share capital.

FOR: _____

AGAINST : _____

ABSTAIN : _____

1.2. Proposal forming the subject of the second resolution:

Decision to create a new authorized capital, equal to five (5) percent of the issued capital on the date of this resolution, for a period of validity of five years from the date on which the resolution will be included in the annexes to the Belgian Official Gazette announced.

The aforementioned new authorized capital can only be used by the Board of Directors for the warrant plans for the leading executives and personnel of the Recticel Group.

FOR: _____

AGAINST : _____

ABSTAIN : _____

1.3. Proposal forming the subject of the third resolution:

Decision to create a new authorized capital, equal to twenty (20) percent of the issued capital on the date of this resolution, with a validity of five years from the date on which the resolution will be included in the annexes to the Belgian Official Gazette announced.

The aforementioned authorized capital, equal to twenty (20) percent of the issued capital, can only be used by the Board of Directors for the realization of strategic acquisitions by the Recticel Group.

FOR: _____

AGAINST : _____

ABSTAIN : _____

1.4. Amendments to the Articles of Association to mention the new authorized share capital.

Proposal forming the subject of the fourth resolution:

Decision to restate the new authorized share capital as set forth above in the Articles of Association as follows, by replacing the text of Article 6 by the following text:

Article six:

“By decision of the extraordinary general meeting of [date] 2021, 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] 2021).

The aforementioned new initial authorized capital can only be used by the Board of Directors for the benefit of the warrant plans for the leading executives and personnel of the Recticel Group.

By decision of the extraordinary general meeting of [date] 2021, the board of directors was authorized to increase, in one or more times, the capital (second authorized capital) by [amount] (amount equal to 20% of the issued capital on [date] May 2021) The aforementioned new second authorized capital can only be used by the Board of Directors for the realization of strategic acquisitions by the Recticel Group.

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

These authorizations are valid for a period of five years from the publication in the Annex to the Belgian Official Gazette of the amendment to the articles of association decided by the aforementioned general meeting. They will be renewable in accordance with legal provisions.

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

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

FOR: _____

AGAINST : _____

ABSTAIN : _____

2. Amendments to the articles of association to bring them further into line with the new Companies and Associations Code and to align the French text.

2.1. Proposal that is the subject of the fifth resolution:

Decision to replace the words "Code des sociétés" in the French version of Article 39, first paragraph, by "Code des sociétés et des associations"

FOR: _____

AGAINST : _____

ABSTAIN : _____

2.2. Proposal that is the subject of the sixth resolution:

Resolves to refer to article 181 et seq. Of the Companies Code in article 43 of the Dutch version of the articles of association. to be replaced by a reference to Article 2:71 of the Companies and Associations Code and to replace in the French version of the Articles of Association the reference to Article 141 and following of the Companies Code with a reference to Article 2:71 of the Code of companies and associations.

FOR: _____

AGAINST : _____

ABSTAIN : _____

2.3. Proposal that is the subject of the seventh resolution:

Decision to delete the word "social" in the French version of article 45 of the articles of association after the word "siège" and to replace it with "of the company".

FOR: _____

AGAINST : _____

ABSTAIN : _____

Name and surname :

Function:

Place and date :

Signature :

* * * * *

RELEVANT INSTRUCTIONS

- (1) In order to attend, or to be represented at, the Extraordinary General Meeting, shareholders 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 the relevant proof must be attached to this form.

The Company must receive the voting form **no later than 19 May 2021**. The signed voting form, together with the relevant proof, can be provided by all possible means to the bureau, including by sending a scanned copy or picture of the form via e-mail at the address mentioned hereunder. In the absence of the form and relevant proof at the Extraordinary General Meeting, the voting form is made null and void.

(2) A vote by correspondence is final.

A lack of voting choices is regarded as abstention.

If shareholders exercise their right under the legal and statutory provisions to submit new motions for resolutions regarding the items on the agenda, the votes by correspondence submitted before the publication of the updated agenda remain valid for the unchanged agenda items included in the current form. Votes on agenda items for which new motions for resolutions have been submitted, shall be considered as abstentions if there is no new vote.

In this case, shareholders can vote by correspondence on these new motions for resolutions by using the updated voting by correspondence form that the Company shall make available.

If shareholders exercise their right under the legal and statutory provisions to put new items on the agenda of the Extraordinary General Meeting, shareholders can vote by correspondence on these new agenda items by using the updated voting by correspondence form that the Company shall make available in that case. The votes included in the current form on existing and unchanged agenda items shall remain valid. If no vote is cast on the new agenda items, this is considered as abstention.

* * * * *