

CHAPTER I - LAW OF 2 MARCH 1989

**Form B : subsequent declaration of interest held in a listed company
consequently a percentage change or updating¹**

0. To be sent to:

- the listed company concerned
- Banking, Finance and Insurance Commission
Supervision of Financial Information and Markets
For the attention of Mr. G. Delaere
Rue du Congrès 12-14, 1000 BRUSSELS - BELGIUM
Fax: +32 2 220 59 03 – e-mail: fmi fin@cbfa.be

1. Name of company concerned : RECTICEL S.A./N.V.

2. Details of the person making the declaration² in the capacity as declarant acting for own account / in the capacity as declarant acting on behalf of a third party³ / in the capacity as agent⁴

a) natural person

surname + first name
 address
 phone number (optional)

b) legal person

legal form + company name	Fidelity International Limited and its direct and indirect subsidiaries
registered office	Pembroke Hall, 42 Crow ane, Hamilton, HMCX, Bermuda
phone number	+44 1737 837148
fax number	+44 1737 837450
name and capacity of the signatory of the declaration	Rani Jandu Regulatory Reporting Manager, FIL – Investment Compliance Duly authorized under Powers of Attorney dated August 25, 2004 by Eric D. Roiter by and on behalf of FMR Corp. and its direct and indirect subsidiaries, and Fidelity International Limited and its direct and indirect subsidiaries

3. Items covered by the declaration

Preliminary remarks

Where the declaration is made by related persons or persons acting in concert, tables I and II shall be completed as many times as necessary:

- first for each of these persons *separately*, even where none of them reach a threshold as defined by law (see Article 8, § 1, 3°, of the Royal Decree of 10 May 1989)¹;

¹ See Article 8, § 2, and Article 8, § 4, of the Royal Decree of 10 May 1989

² Cross out what is not appropriate

³ I.e. where a third party holds rights for the account of another person

⁴ Each time a person who is subject to declaration entrusts this task to another person.

- then for the *group* of related persons or persons acting in concert (see Article 2, §§ 1 and 2, of the Law of 2 March 1989).

Table I : general information

Name of the company concerned	Fidelity International Limited and its direct and indirect subsidiaries
Rights held by/ for the account of ¹ (cross out what is not appropriate)	
Related to	
Acting in concert with	
Date of completion of the situation giving rise to the declaration	15 March 2005
Sources relating to the denominator	Company website and Bloomberg

Where a third party holds rights for the account of another person.

* For natural persons: surname and first name + address; for legal persons: legal form, company name and address of registered office.

Table II : calculation of the stake

	previous declaration		Modification (+ or -)	new declaration	
	numerator	% ²		Numerator	numerator
1 Effective voting rights attaching to securities <ul style="list-style-type: none"> • representing the capital • not representing the capital 	1 418 944	5,09	- 16.300	1 402 644	4,95
2 Future voting rights , potential or not, resulting from <ul style="list-style-type: none"> • rights and commitments for conversion into or subscription of securities to be issued, viz : <ul style="list-style-type: none"> ◇ bond conversions ◇ loan conversions ◇ exercise of warrants ◇ others (give details as appropriate) • rights and commitments for acquisition of issued securities, viz : <ul style="list-style-type: none"> ◇ options ◇ warrants relating to issued securities ◇ commitments arising from a contract ◇ others (give details as appropriate) 					
Total	1.418.944	4,61	- 16.300	1.402.644	4,55
Mention Rights and commitments for conversion into, subscription of or acquisition of securities, subject to conditional clauses: <ul style="list-style-type: none"> • bond conversion • exercise of warrants • others (give details as appropriate) 					
For rights and commitments from which future voting rights may arise, please specify the waiting or exercise period					

¹ Except in the case of natural persons acting in concert none of whom possess a number of securities representing 5% or more of effective voting rights: these may make a joint declaration, without indicating the individual holders (Article 2, § 3, paragraph 2, of the Law of 2 March 1989).

² This percentage is to be calculated on the basis of the denominator used in the preceding declaration

(Type + waiting/exercise period)

4. Description of the denominator

1. Effective voting rights attaching to securities <ul style="list-style-type: none"> • representing the capital • not representing the capital 	28 333.010
2. Future voting rights , potential or not, resulting from rights and commitments for conversion into or subscription of securities to be issued , viz.: <ul style="list-style-type: none"> ◇ bond conversions ◇ loan conversions ◇ exercise of warrants ◇ others (give details as appropriate) 	2 473.654
Total	30.806.664

5. Additional information to be provided if the number of securities held is equal to or greater than 20 % (see Article 8, § 1, paragraph 3, of the Royal Decree of 10 May 1989)

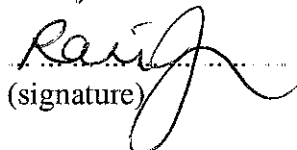
a Description of the overall strategy in the course of which the acquisition or sale is made:

b. Number of securities rights acquired during the 12 months preceding this declaration, and manner of acquisition:

	number	manner of acquisition
1. Effective voting rights attaching to securities <ul style="list-style-type: none"> • representing capital • not representing capital 		
2. Future voting rights , potential or not, resulting from <ul style="list-style-type: none"> • rights or commitments for conversion into or subscription of securities to be issued, viz.: <ul style="list-style-type: none"> ◇ bond conversions ◇ loan conversions ◇ exercise of warrants ◇ others (give details as appropriate) • rights and commitments for subscription or acquisition of issued securities, viz.: <ul style="list-style-type: none"> ◇ options ◇ warrants relating to issued securities ◇ commitments arising from a contract ◇ others (give details as appropriate) 		

6. Description, possibly in the form of an organizational chart, of the structure of control of the company(ies) subject to declaration (optional)

Done on 24 May 2005 in.


(signature)

Annexes to be sent only to the Banking, Finance and Insurance Commission (mandatory by virtue of Article 4, § 1, paragraph 1, of the Law of 2 March 1989): the documents relating to the operation(s) giving rise to the declaration.