

Disclosure in accordance with the provisions of the Act of 2 May 2007

CAPITAL INCREASE THROUGH EXERCISE OF WARRANTS

Recticel announces that on 22 December 2014 its share capital has been increased following the exercise of 50,400 warrants of the warrant plan issued on 24 December 2008. This resulted in the issuance of 50,400 new ordinary shares, which are admitted for trading on Euronext Brussels as of 24 December, 2014.

This results in the following overview:

	before	current
Total subscribed capital (in EUR)	74 034 640	74 160 640
Total number of shares in issue (with voting rights)	29 613 856	29 664 256
Total number of outstanding warrants ¹	2 620 900	2 442 800
Total number of outstanding convertible bonds ²	1 149	1 149

¹ Each warrant entitles the holder to subscribe to 1 new ordinary share. On 23 December 2014 127,700 warrants matured without being exercised.

² Each bond (nominal value: EUR 50 000) can be converted into 4,233.7 new ordinary shares on the basis of the current conversion price (EUR 11.81). If all the bonds are converted, an additional **4,864,522** ordinary shares can therefore be created. The conversion price is adjustable in accordance with the usual conditions. The convertible bonds bought back by the Group between 2008 and 2011 have **not** been deducted. On 31 July 2014, one bond (EUR 50,000) has been reimbursed prematurely following the exercise of the put option by the investor.

Financial calendar

FY2014 Results	27.02.2015 (before opening of the stock exchange)
First quarter 2015 trading update	07.05.2015 (before opening of the stock exchange)
Annual General Meeting	26.05.2015 (at 10:00 AM CET)
First half-year 2015 results	28.08.2015 (before opening of the stock exchange)

For additional information

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Recticel in a nutshell

Recticel is a Belgian Group with a strong European dimension, but also operates in the rest of the world. Recticel has 100 establishments in 28 countries.

Recticel contributes to daily comfort with foam filling for seats, mattresses and slat bases of top brands, insulation material, interior comfort for cars and an extensive range of other industrial and domestic applications.

Recticel is the Group behind well-known bedding brands (Beka®, Lattoflex®, Literie Bultex®, Schlaraffia®, Sembella®, Swissflex®, Superba®, Ubica®, etc.) and GELTEX® inside. Within the Insulation sub-segment high-quality thermal insulation products are marketed under the well-known brands Eurowall®, Powerroof®, Powerdeck® and Powerwall®.

Recticel is driven by technological progress and innovation, which has led to a revolutionary breakthrough at the biggest names in the car industry.

In 2013 Recticel achieved combined sales of EUR 1.26 billion (IFRS 11 consolidated sales: EUR 0.98 billion).

Recticel (Euronext: REC – Reuters: RECTt.BR – Bloomberg: REC:BB) is listed on Euronext in Brussels.

The press release is available in English, Dutch and French on the website www.recticel.com