

ANNOUNCEMENT MADE PURSUANT TO BELGIAN COMPANY CODE

Recticel NV/SA

limited liability company having made or making a public appeal on savings

(société anonyme faisant ou ayant fait publiquement appel à l'épargne/naamloze vennootschap die een openbaar beroep doet of heeft gedaan op het spaarwezen)

avenue des Olympiades 2, 1140 Brussels (Evere)

Register of Legal entities: 0405.666.668 (Brussels)

This announcement is made in accordance with article 593 of the Belgian Company Code and does not constitute an offer for sale or for subscription of securities.

This announcement is subject to (i) the approval of the prospectus by the Belgian Financial Services and Markets Authority (FSMA), and (ii) a decision of the board of directors of the company to increase the share capital of the company with preferential subscription rights in the framework of the authorised capital of the company.

In view of the date of publication of the present announcement and of the applicable provisions of the Belgian Company Code, the subscription period for the capital increase with preferential subscription right (which will last for at least 15 days) will start on Thursday 23 April 2015 at the earliest. The final amount of the capital increase, the number of new shares to be issued, the final starting and ending date of the subscription period, the issue price of the new shares, the subscription ratio and the other modalities relating to the capital increase will be determined by the board of directors and will be included in a future announcement, which will be released in due course, but before the opening of the subscription period at the latest, on the website of Recticel NV/SA (www.recticel.com) and in the Belgian financial press. A prospectus with detailed information about Recticel NV/SA will be made available, free of charge, on the website of Recticel NV/SA after approval by the FSMA.

In the framework of this public offer for subscription of new shares with preferential subscription right, ING Belgium, KBC Securities and BNP Paribas Fortis act as Joint Global Coordinators and Joint Bookrunners.

In accordance with articles 491 and 501 of the Belgian Company Code, the holders of warrants and of automatically convertible bonds of the company will have the right to exercise their warrants, or to obtain the conversion of their bonds, respectively. The requests in connection thereto, and, as regards the warrants, the payment of the subscription price, must be submitted to Recticel NV/SA no later than Tuesday 21 April 2015, to be able to participate to the envisaged capital increase.

This announcement does not constitute an offer document or a prospectus in connection with the offer of securities by Recticel NV/SA. Investors shall not accept an offer of securities referred to in this announcement, nor acquire any such securities, unless on the basis of the information set out in the applicable prospectus or in the offer document that will be published or distributed by Recticel NV/SA. This announcement does not constitute an offer for sale, nor an invitation to buy or to subscribe to securities, and cannot be used as basis for an agreement or decision to buy or subscribe to securities, or for any agreement or investment decision. No approval in relation to the securities has been requested outside Belgium. Furthermore, the present announcement cannot be distributed in other jurisdictions where an offer of securities is subject to prior approval. Neither Recticel NV/SA, nor ING Belgium NV, nor KBC Securities NV, nor BNP Paribas Fortis SA can be held liable in case of breach of these restrictions by any person. Recticel NV/SA is responsible for the contents of the present announcement.

Financial calendar

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)
Third quarter 2015 trading update	30.10.2015 (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 employs 7,578 people in 99 establishments in 27 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®. Technological progress and innovation have led to breakthrough at the biggest names in the Automotive industry thanks to Colofast®, Colosense® and Colosense Lite®.

In 2014 Recticel achieved combined sales of EUR 1.28 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