

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

CAPITAL INCREASE THROUGH EXERCISE OF WARRANTS

Recticel announces that on 23 December 2015 its share capital has been increased following the exercise of 97,851 warrants of the warrant plan issued on 22 December 2009 and 3,580 warrants of the warrant plan issued on 22 December 2011. This resulted in the issuance of 101,431 new ordinary shares, which are admitted for trading on Euronext Brussels as of 24 December 2015.

This results in the following overview:

| | before | current |
|------------------------------------------------------------|-------------|-------------|
| Total subscribed capital (in EUR) | 134 075 443 | 134 329 020 |
| Total number of shares in issue (with voting rights) | 53 630 177 | 53 731 608 |
| Total number of outstanding warrants ¹ | 2 845 745 | 2 701 356 |
| 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 2015 42,958 warrants matured without being exercised.

² Each bond (nominal value: EUR 50 000) can be converted into 5,175,98 new ordinary shares on the basis of the current conversion price (**EUR 9.66**). If all the bonds are converted, an additional 5,947,204 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 (in total 597 bonds for a nominal amount of EUR 29,85 million) have **not** been deducted.

Financial calendar

| | |
|-----------------------------------|---------------------------------------------------|
| FY2015 Results | 26.02.2016 (before opening of the stock exchange) |
| First quarter 2016 trading update | 06.05.2016 (before opening of the stock exchange) |
| Annual General Meeting | 31.05.2016 (at 10:00 AM CET) |
| First half-year 2016 results | 26.08.2016 (before opening of the stock exchange) |
| Third quarter 2016 trading update | 31.10.2016 (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