

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 des Olympiades/Olympiadenlaan 2, 1140 Evere, Brussels,

hereby states that he/she/it wishes to participate in the **Extraordinary General Meeting** of the above-mentioned Company, which shall take place at the Company's registered office at Avenue des Olympiades/Olympiadenlaan 2 in Evere, **on 31 July 2014 at 5.30 PM**,

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

Change in the Articles of Association providing for a $\frac{3}{4}$ majority vote required within the Board of Directors for all resolutions related to the use of the authorized capital, as laid down under Article six of the Articles of Association.

Proposal forming the subject of the resolution to change Article 21 of the Company's Articles of Association through inserting, after the fifth paragraph, a new paragraph reading as follows:

"All resolutions within the framework of the authorized capital, in conformity with article 6 of the Articles of Association, shall be taken by a $\frac{3}{4}$ majority of the votes present or represented."

FOR: _____

AGAINST : _____

ABSTAIN : _____

Name and surname : _____

Function: _____

Place and date : _____

Signature : _____

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RELEVANT INSTRUCTIONS

- (1) In order to attend, or to be represented at, the 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 25 July 2014**. The signed original form, together with the relevant proof, must be handed to the members of bureau no later than the day of the General Meeting.
In the absence of the original form and relevant proof at the 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 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.