



Recticel SGM

Date of Meeting: 10:00 AM CET - December 6, 2021

Welcome to Lumi AGM!

Lumi AGM is a legal platform for Shareholder Meeting registration and voting.

By clicking on the button below, you can now register for the Recticel Special General Meeting (SGM) on 6 December 2021, nominate a Proxy or cast a vote before the meeting (Direct Vote). **There are no costs associated for you as a shareholder to register and vote via the Lumi platform.**

The deadline for registration on the Lumi platform is 30 November 2021 midnight. The deadline for voting in advance by electronic vote (Direct Vote) is 5 December midnight.

Please read the following information carefully before proceeding.

Step 1

If you don't have a Lumi AGM account, please sign up first. You will receive an email to activate your account. After confirmation, please login with your email address and password.

Step 2

You now have to update your account.

- After filling in your **phone number** and **National ID number**, you need to select the **intermediary** through whom you have bought the Recticel shares. A dropdown menu automatically fills in the BIC/LEI number. If your intermediary is not on the list, choose **OTHER** and fill in the data manually.
- Now fill in your **share dealing account number** (enter only numbers).
- Indicate the total number of Recticel shares you own in your previously indicated share dealing account number.
- If you wish you can add additional information. For instance, you require special assistance (wheelchair) to join the General Meeting.
- You can also register a question you wish to ask the Chairman of the Recticel Special General Meeting.

All fields must be correctly filled in.

You will see a confirmation page that you need to check before pressing **SAVE** at the bottom.

Step 3

You are now requested to indicate how you would like to participate:

- **Request to attend** (in person in the room, with voting during the SGM on 6 December 2021)
- **Request to attend the virtual meeting** (with remote voting during the virtual SGM on 6 December 2021)
- **Appoint the Chairman** (You give proxy to the Chairman of Recticel, with voting instructions on your behalf.)
- **Nominate a proxy** (You nominate someone who may vote on your behalf, with or without voting instructions.)
- **Direct vote** (Cast a vote before the meeting. You will still be able to join the virtual SGM, but as you have casted your vote already, you can not vote anymore during the SGM.)

If you choose **Direct Vote**, you will automatically be directed to the voting card of the Recticel SGM.

At the top of the Direct Voting card, a box shows 'Vote as per board's recommendation'. If you select this, all your votes for the 2 resolutions will move to discretionary, **but you can override individual resolutions by pressing your preferred instruction.**

IMPORTANT

You must press **SAVE** at the top to submit your votes.

You will see a green flash confirming that you have submitted your votes successfully.

The voting process is now completed. You can now close your browser.

If you do not cast a vote on this card or fail to save, your status is returned to "do not wish to participate". You can at any time log in again and change your status by pressing cancel and reselect your preferred meeting participation option.

What will happen next?

On 22 November 2021 midnight, the legal registration date ends. In order to vote you should own the shares on this date.

Starting 23 November 2021, Lumi will check with your intermediary if you are the beneficiary of your indicated shares of Recticel, based on the registration data you have provided.

After verification, you will be notified by email that your registration and your direct votes have been approved. In the email, you will receive a new login and password to attend the (virtual) Special General Meeting of Recticel on 6 December 2021 10:00.

If you have not yet casted your votes before the meeting, you will be able to do so during the virtual Recticel SGM. If you attend the Recticel SGM in person in the room, upon verification with your ID card at the registration desk, you will receive an electronic voting box.

If you have casted your votes before the meeting, you are also welcome to join the virtual Recticel SGM.

Where can I find more information on the Recticel Special General Meeting?

You will find all information about the Recticel Special General Meeting on 6 December 2021 in a dedicated digital information room [RECTICEL - FOR SHAREHOLDERS \(recticel-smg-yourvotecounts.azurewebsites.net\)](https://recticel-smg-yourvotecounts.azurewebsites.net).

Below you can find the 2 resolutions of the SGM.

1. Approval of the proposed sale of the Engineered Foams business in accordance with article 7:152 of the Belgian Code for Companies and Associations

Proposed resolution: The shareholders approve the proposed sale of the Engineered Foams business by the Company to Carpenter Co. (or any of its subsidiaries) for a cash consideration based on an enterprise value of EUR 656 million on a cash and debt free basis, whereby the equity price will be determined on the basis of the actual net financial debt position and working capital position at completion of the transaction.

2. Powers

Proposed resolution: The shareholders grant the power to the board of directors to negotiate, agree and execute the share purchase agreement and any other related transaction agreements, determine the final equity purchase price based on the net financial debt and the working capital position and any other terms and conditions for the sale, and to sign any further documents and perform any further acts that are required for the implementation of the proposed sale, including the carve-out of the Engineered Foams business.