

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

ROYAL GROUP TECHNOLOGIES LIMITED (the "Company")
1 Royal Gate Boulevard
Vaughan, Ontario L4L 8Z7

Item 2 Date of Material Change

May 16, 2005

Item 3 News Release

A press release was issued on May 16, 2005 in Toronto, Ontario and disseminated across Canada by Canada Newswire

Item 4 Summary of Material Change

On May 16, 2005, the Company announced that Cerberus Capital Management L.P. has stated its desire to conduct "due diligence investigations" in connection with a potential offer for shares of the Company. Subject to Cerberus being satisfied with these investigations, it then will make an offer for all shares of the Company at a price of \$14.00 per share.

Cerberus Capital Management L.P. has entered into an agreement with Mr. Vi De Zen, Mr. Domenic D'Amico and certain of their affiliates which provides that if an offer is made, Mr. De Zen, Mr. D'Amico and their affiliates will tender up to 18,600,929 shares and will not withdraw those shares except in certain limited circumstances.

A Special Committee of the Board chaired by Robert Lamoureux, and which includes James Sardo, Ralph Brehn, Ronald Slaght and Irvine Hollis, has been established to consider a response to the request.

Item 5 Full Description of Material Change

Please see the press release attached hereto as Schedule "A".

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

For further information, please contact:

Mark Badger,
Vice President, marketing and Corporate Communications
Tel: (905) 264-0701
Fax: (905) 264-0702

Item 9 Date of Report

May 20, 2005

SCHEDULE "A"

TORONTO, May 16 /CNW/ - Royal Group Technologies Limited (RYG.SV-TSX; RYG-NYSE) today announced that Cerberus Capital Management L.P. has stated its desire to conduct "due diligence investigations" in connection with a potential offer for shares of the Company. Subject to Cerberus being satisfied with these investigations, it then will make an offer for all shares of Royal Group at a price of \$C14.00 per share.

If made, Cerberus stated that its offer will be subject to certain conditions, including a minimum deposit of at least two-thirds of the shares of Royal Group and receipt of any required regulatory approvals. Cerberus stated that it has entered into an agreement with Mr. Vic De Zen, Mr. Domenic D'Amico and certain of their affiliates which provides that if an offer is made, Mr. De Zen, Mr. D'Amico and their affiliates will tender up to 18,600,929 shares, representing approximately 19.9% of the outstanding equity of Royal Group, and will not withdraw those shares except in certain limited circumstances.

Royal Group's Board of Directors has established a Special Committee of the Board to consider a response to Cerberus' request and such other actions as appropriate in the circumstances. The Special Committee is being Chaired by Robert Lamoureux, and includes James Sardo, Ralph Brehn, Ronald Slaght and Irvine Hollis.

Royal Group Technologies Limited is a manufacturer of innovative, polymer-based home improvement, consumer and construction products. The company has extensive vertical integration, with operations dedicated to provision of materials, machinery, tooling, real estate and transportation services to its plants producing finished products. Royal Group's manufacturing facilities are primarily located throughout North America, with international operations in South America, Europe and Asia. Additional investment information is available on Royal Group's web site at www.royalgrouptech.com under the "Investor Relations" section.

The information in this document contains certain forward-looking statements with respect to Royal Group Technologies Limited, its subsidiaries and affiliates. These statements are often, but not always made through the use of words or phrases such as "expect", "should continue", "continue", "believe", "anticipate", "estimate", "contemplate", "target", "plan", "budget", "may", "will", "schedule" and "intend" or similar formulations. By their nature, these forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management, are inherently subject to significant, known and unknown, business, economic, competitive and other risks, uncertainties and other factors affecting Royal specifically or its industry generally that could cause actual performance, achievements and financial results to differ materially from those contemplated by the forward-looking statements. These risks and uncertainties include the outcome of the ongoing internal review and investigations by the Special Committee of the Board of Directors; fluctuations in the level of renovation, remodeling and construction activity; changes in product costs and pricing; an inability to achieve or delays in achieving savings related to the cost reductions or increases in revenues related to sales price increases; the sufficiency of our restructuring activities, including the potential for higher actual costs to be incurred in connection with restructuring activities compared to the estimated costs of such actions; the ability to recruit and retain qualified employees; the level of outstanding debt and our current debt ratings; the ability to meet the financial covenants in our credit facilities; changes in product mix; the growth rate of the

markets into which Royal's products are sold; market acceptance and demand for Royal's products; changes in availability or prices for raw materials; pricing pressures resulting from competition; difficulty in developing and introducing new products; failure to penetrate new markets effectively; the effect on foreign operations of currency fluctuations, tariffs, nationalization, exchange controls, limitations on foreign investment in local business and other political, economic and regulatory risks; difficulty in preserving proprietary technology; adverse resolution of any litigation, investigations, administrative and regulatory matters, intellectual property disputes, or similar matters; changes in securities or environmental laws, rules and regulations; currency risk exposure and other risks described from time to time in publicly filed disclosure documents and securities commission reports of Royal Group Technologies Limited and its subsidiaries and affiliates. In view of these uncertainties we caution readers not to place undue reliance on these forward-looking statements. Statements made in this document are made as of May 16, 2005 and Royal disclaims any intention or obligation to update or revise any statements made herein, whether as a result of new information, future events or otherwise.