

Catalis S.E.

**Amsterdam, the Netherlands**  
**Notice to attend the**  
**Annual General Meeting of Shareholders**

Shareholders of Catalis SE (the "Company") are hereby invited to attend the Annual General Meeting of Shareholders of the Company ("AGM"). The meeting will take place on Friday September 23, 2016 at 11:00 hour (CET) at the Company's main office at Laan van Diepenvoorde 3, 35582 LA Waalre, The Netherlands and will be held in the English language.

The agenda for the meeting is as follows:

**AGENDA**

1. Opening
2. Report of the Board of Directors in respect of the financial year 2015
3. Remuneration in respect of the financial year 2015
4. Adoption of the annual accounts for the financial year 2015 (voting item)
5. Allocation of the result for the financial year 2015
6. Discharge of the Executive Directors with respect to the performance of their duties during the financial year 2015 (voting item)
7. Discharge of the Non-Executive Directors with respect to the performance of their duties during the financial year 2015 (voting item)
8. Appointment of Mr. Robert Haxton as Executive Director and Chief Financial Officer (voting issue)
9. Proposal to authorize the Board of Management to acquire, privately or via the stock market, for valuable consideration shares in the Company for a period of 18 months as of September 23, 2016. The number of shares that may be acquired shall be limited to a maximum equal to 10% of the issued share capital. The price per share may not be less than the par value and not more than 110% of the Stock Exchange Price. For purpose of the foregoing the Stock Exchange Price will be the average of the closing price on the Frankfurt Stock Exchange/ Entry Standard of the last five days on which business was done, preceding the date of acquisition (voting issue)
10. Appointment of KPMG Accountants N.V., Amsterdam, The Netherlands as auditors for the financial year 2016 (voting item)
11. Miscellaneous
12. Closing

All information and documents in connection with the Annual General Meeting can be obtained free of charge at the Company's office address, Laan van Diepenvoorde 9, 35582 LA Waalre, the Netherlands and on the Company's website ([www.catalisgroup.com](http://www.catalisgroup.com)).

#### Admittance to the AGM and voting rights

The Record Date for the 2015 AGM is September 2, 2016. This is the date on which one has to be registered as a shareholder in order to exercise meeting and voting rights at the AGM. The shares will not be blocked until the date of the AGM. On shares registered after September 2, 2016, the holder cannot exercise meeting rights or voting rights at the AGM.

Shareholders who wish to attend the meeting are requested via their bank or broker to lodge with

Catalis S.E.  
c/o Computershare Operations Center  
80249 München

by fax under +49 89 30903-74675 or by mail to: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de), a confirmation that their shares are registered in their name on the Record Date, being September 2, 2016.

The written confirmation must be received by Computershare Operations Center not later than September 13, 2016, by 18:00 hours. Shareholders will receive a certificate of registration (certificate of deposit) together with the certificate of deposit number by email or post. Shareholders will be admitted to the meeting on presentation of their certificate of deposit number, which serves as identification on registration.

Shareholders having notified their attendance with Computershare Operations Center as mentioned above, have several options to vote without attending the meeting. A shareholder can appoint a proxy to represent him at the AGM or can give a voting instruction to the Company Representative, Mr. Peter Biewald, of Catalis SE. A voting instruction shall be sent to the following address: Catalis SE, Mr. Biewald, Laan van Diepenvoorde 9, 35582 LA Waalre, the Netherlands. Forms for the authorization of and giving instructions to the proxy are available on Catalis SE's website at <http://www.catalisgroup.com/index.php?id=153>. On request they will be sent in text form to any person entitled to vote.

#### Registration of attendance

Following registration, shareholders or their proxies can only exercise their meeting/voting rights at the AGM if they register in person directly prior to the AGM. This attendance registration will take place at the entrance of the meeting room as from 10.00 a.m. until the start of the AGM at 11.00 a.m. Shareholders or their proxies must provide evidence of their identity by way of valid identification papers. Proxies must also provide proof of their authorization in writing.

At the day of this announcement the company has issued 700,332 shares. One vote is attached to each share, so the total number of voting rights is 700,332.

**Catalis SE - The Board of Directors  
Waalre, 10 August 2016**