

Catalis S.E.

Explanatory Notes to the Agenda of the Annual General Meeting of Shareholders

The shareholders of Catalis SE (the “Company”) are invited to attend the Annual General Meeting of Shareholders of the Company (the “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 9, 5582 LA Waalre, The Netherlands and will be held in the English language.

The agenda for the meeting is as follows:

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

Introduction

These explanatory notes should be read in conjunction with the agenda for the AGM of the Company to be held on Friday September 23, 2016 at 11:00 am CET at the Company's main office at Laan van Diepenvoorde 3, 5582 LA Waalre, The Netherlands. The paragraph numbering below corresponds with the numbering of the agenda items.

All proposals submitted to the AGM are fully supported and recommended by the Board of Directors.

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**

In accordance with Dutch legislation which is aimed at improving the transparency regarding the execution of the remuneration policy of Dutch listed companies, the Company invites its shareholders to discuss the execution of the Company's remuneration policy.

The Company's remuneration policy as well as the remuneration paid in the financial year 2015 to the Company's Executive Directors and Non-Executive Directors can be found on page 7 and note 28 to the 2015 annual report, which is available on the Company's website: www.catalisgroup.com.

4. **Adoption of the annual accounts for the financial year 2015 (voting item)**

The annual accounts for the financial year 2015 as included in the 2015 annual report were prepared by the Board of Directors, and audited and provided with an unqualified auditor's report by KPMG Accountants N.V., the Company's external auditor. The Executive Directors and Non-Executive Directors have signed the 2015 annual accounts.

5. **Allocation of the result for the financial year 2015**

The result after non-recurring cost for the fiscal year 2015 is negative. The Board of Directors has decided to add the net result to the accumulated deficit.

6. **Discharge of the Executive Directors with respect to the performance of their duties during the financial year 2015 (voting item)**

This agenda item proposes to discharge the members of the Executive Directors from liability in respect of the fulfilment of their task in the financial year 2015.

7. **Discharge of the Non-Executive Directors with respect to the performance of their duties during the financial year 2015 (voting item)**

This agenda item proposes to discharge the Non-Executive Directors from liability in respect of the fulfilment of their task in the financial year 2015.

8. Appointment of Mr. Robert Haxton as Executive Director and Chief Financial Officer (voting issue)

Mr. Robert Haxton joined the management team in January 2016, when he took up the role of Group Financial Director. The Board of Director now proposes to appoint Mr. Haxton to the Board of Directors as Executive Director, holding the position of Chief Financial Officer, for a period of three years and until the annual general meeting of shareholders of 2019.

Nationality: British

Date of birth: 23/08/1968

Mr. Haxton is a qualified accountant and holds a degree from the University of Reading. He has an established career with 20 years' experience working in the media sector in various senior financial positions.

Mr. Haxton currently is director at the following companies:
Several directorships of Catalis SE subsidiaries

Below is an overview of the most important elements of Mr. Haxton's terms of appointment, including the remuneration.

The propose salary for Mr. Haxton is a fixed salary of Pound 130,000 (Euro 165.000)

Mr. Haxton holds no shares and no options for shares in the Company

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 2015 (voting item)

11. Miscellaneous

12. Closing