

Written proxy

For the Annual General Meeting of Shareholders (“AGM”) of Catalis SE to be held on October 26, 2012 at 11:00 hour (CET) at the company’s main office at Geldropseweg 26-28, 5611 SJ Eindhoven, The Netherlands.

The undersigned,

.....(name)

.....(address)

.....(postal code/city/country)

hereinafter referred to as “the Principal”, acting in his capacity as holder of (number) ordinary shares in Catalis SE that are duly registered at Bankhaus Gebr. Martin AG (Certificate of Deposit Number:.....) hereby grants a power of attorney to:

.....(name)

.....(address)

.....(postal code/city/country)

to represent the Principal at the AGM of Catalis SE and to speak and to vote on the ordinary shares on behalf of the Principal in respect of the items on the agenda for the AGM,

0 without specific voting instruction (A proxy granted without a specific voting instruction will be regarded to include a voting instruction in favour of all proposals made by the Board)
0 in the manner set out below

(Please indicate which is applicable)

No.	Agenda	For	Against	Abstain
1.	Opening	n.a.	n.a.	n.a.
2.	Report of the Board of Management in respect of the financial year 2011	n.a.	n.a.	n.a.
3.	Adoption of the annual accounts for the financial year 2011			
4.	Distribution of the result for the financial year 2011			
5.	Discharge of the Executive Members of the Board with respect to the performance of their duties during the financial year 2011			
6.	Discharge of the Non-Executive Members of the Board with respect to the performance of their duties during the financial year 2011			
7.	Proposal to authorize the Board of Management to distribute shares in the capital of the company’s subsidiaries as interim dividend or as chargeable to the capital reserves of the Company			
8.	Proposal to authorize the Board of Management to cancel, wholly or in part, the distributable reserves of the company by converting such reserves into shares and distribute these shares to the shareholders at the same ratio as the pre-emptive right of the shareholders			

No.	Agenda	For	Against	Abstain
9.	Proposal to give approval (Article 2:94 Dutch Civil Code) to the Board of Management for all acts in law concerning the payment on the shares to be issued			
10.	<p>Capital Reduction. Proposal to pass the following resolutions (voting issue):</p> <p>a) Proposal to decrease the par value of each issued share from € 0.10 to € 0.01 without repayment to the shareholders and to amend the articles of association accordingly. The reduction of the capital shall be carried out in accordance with applicable regulation as stipulated by law and articles of association.</p> <p>b) Proposal to consolidate the number of issued shares of the Company at a ratio 10:1 and to increase the par value per share from € 0.01 to € 0.10 and to amend the articles of association in accordance with the draft deed of amendment of the articles of association prepared by VDB Notarissen. The number of issued shares after the amendment will be 6,242,333, each share with a par value of € 0.10 .</p> <p>c) Proposal to authorise each Member of the Management Board of the company and each employee of VDB Notarissen, severally, to execute the deed of amendment of the articles of association.</p>			
11.	Proposal to authorize the Board of Management for a period of 24 months as of October 26, 2012 to restrict or exclude the preemptive rights accruing to shareholders			
12.	Proposal to authorize the Board of Management to acquire for valuable consideration shares in the Company for a period of 18 months as of October 26, 2012. The number of shares to be acquired shall be limited by the maximum percentage of shares the Company may hold in its capital at any moment. This acquisition may take place by all kinds of agreements, including on a Stock Exchange. 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 of the last five days on which business was done, preceding the date of acquisition			
13.	Appointment of BDO LLP, Amsterdam, The Netherlands auditors for the financial year 2012			
14.	The applicability of the Dutch Corporate Governance Code			
15.	Miscellaneous	n.a.	n.a.	n.a.
16.	Closing	n.a.	n.a.	n.a.

Signature:

Place:

Date:

A shareholder can appoint a proxy to represent him at the AGM or can give a voting instruction to the Company Representative, Mr. Dennis Neyndorff, of Catalis SE.

A voting instruction shall be sent to the following address: Catalis SE, Mr. Dennis Neyndorff, Geldropseweg 26-28, 5611 SJ Eindhoven, Netherlands.