

Catalis S.E.

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

Shareholders of Catalis SE (the "Company") are invited to attend the Extraordinary General Meeting of Shareholders of the Company ("EGM"). The meeting will take place on Tuesday, March 20, 2018, at 11:00 hour (CET) at the Company's main office at Laan van Diepenvoorde 3, 5582LA Waalre, The Netherlands and will be held in the English language.

The agenda for the meeting is as follows:

AGENDA

- 1. Opening**
- 2. Management proposal on the delisting of Catalis SE shares on Frankfurt stock exchange (unregulated market segment)**

The Board of Directors of Catalis SE ("Company") plans to terminate the inclusion of the shares of the Company for trading in the Basic Board segment of the Regulated Exchange Market (Open Market) of the Frankfurt Stock Exchange. As the Company has little business in Germany, the Board of Directors believes that a listing of the shares in Germany is not appropriate and no longer justifies the associated costs.

The Board of Directors proposes to the shareholders to vote in favour of the delisting. In the opinion of the Board a listing of the Company in Frankfurt is not appropriate to justify the associated costs. This is inter alia because of the following reasons:

In the video gaming industry there are very few comparable companies listed in Frankfurt, so that, in the opinion of the Board, the market on the Frankfurt Stock Exchange does not fully appreciate the business model of the Company. In case of a listing on a stock exchange with comparable companies - such as the AIM market in London - a higher valuation should be possible to achieve.

Although the Company has a comparatively low market capitalization, it has a rather complex structure (Dutch Company with listing in Germany but main business in several counties excluding Germany). A delisting in Germany would, therefore, help to reduce the complexity and to save costs.

Notwithstanding the foregoing, the Board discussed that a delisting in Frankfurt would have a material impact on the shareholder rights. Taking this into consideration and with view to legal uncertainties in The Netherlands the Board asks the shareholders for consent to the delisting.

If the EGM votes in favour of the delisting the Board of Directors will immediately file a corresponding termination letter with Deutsche Börse AG. The period until the termination will then become effective is three months. It must be assumed that the Frankfurt Stock Exchange will cease trading the shares of the Company immediately

following the expiry of the notice period. As a result of this, the Company anticipates that the other stock exchanges on which shares of the Company are traded (Stuttgart, Munich, Berlin and Dusseldorf) will also cease trading such shares.

3. Closing

All information and documents in connection with the Extraordinary General Meeting can be obtained free of charge at the Company's office address, Laan van Diepenvoorde 3, 5582LA Waalre, the Netherlands and on the Company's website (www.catalisgroup.com).

Admittance to the EGM and voting rights

The Record Date for the EGM is February 20, 2018. This is the date on which one has to be registered as a shareholder in order to exercise meeting and voting rights at the EGM. The shares will not be blocked until the date of the EGM. On shares registered after February 20, 2018, the holder cannot exercise meeting rights or voting rights at the EGM.

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,
a confirmation that their shares are registered in their name on the Record Date, being March 13, 2018.

The written confirmation must be received by Computershare Operations Center not later than March 13, 2018, 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 EGM 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, 5582LA 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 EGM if they register in person directly prior to the EGM. This attendance registration will take place at the entrance of the meeting room as from 10.00 a.m. until the start of the EGM 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 745,332 shares. One vote is attached to each share, so the total number of voting rights is 745,332.

**Catalis SE - The Board of Directors
Waalre, February 2018**