

Catalis SE
Amsterdam, The Netherlands
Minutes of the
Annual General Meeting of Shareholders September 2016

On this day, September 23th of the year 2016 the Annual General Meeting of Shareholders of Catalis SE (the 'Company') was held at the Company's main office at Laan van Diepenvoorde 3, 5582 LA Waalre, the Netherlands.

Present were:

1. Peter Biewald
2. Arthur de Cooker, notary;

1. *Opening.*

After having opened the meeting at approximately 11.00 hours, Mr. Peter Biewald was appointed chairman of the meeting, who invited Mr. Arthur de Cooker, notary to the company in the Netherlands, to take the minutes of this meeting.

The chairman concluded that:

- 237,871 shares were represented at this meeting representing approximately 33.97% of the total capital;
- the Board of Directors was represented at the meeting;
- according to Dutch law and the articles of association of the Company, the invitation to attend the Annual General Meeting of Shareholders was procedurally correct and legally effective.

2. *Report of the Board of Directors in respect of the financial year 2015.*

There was no discussion on this item.

This item is not a voting item.

3. *Remuneration in respect of the financial year 2015.*

There was no discussion on this item.

This item is not a voting item.

4. *Adoption of the annual accounts for the financial year 2015.*

The proposal was adopted with:

- in favour: 237,871 votes;
- against: 0 votes.

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

The proposal was adopted with:

- in favour: 237,871 votes;
- against: 0 votes.

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

The proposal was adopted with:

- in favour: 237,871 votes;
- against: 0 votes.

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

The proposal was adopted with:

- in favour: 237,871 votes;
- against: 0 votes.

8. *Approval of Appointment of Mr. Rob Haxton as Executive Director and Chief Financial Officer as of January 2016 and determination of remuneration.*

The proposal was adopted with:

- in favour: 237,871 votes;
- against: 0 votes.

9. *Proposal to authorize the Board of Directors to acquire shares in the capital of the Company.*

The proposal was adopted with:

- in favour: 237,871 votes;
- against: 0 votes.

10. Appointment of KPMG Accountants B.V., Amsterdam, The Netherlands, as auditors for the financial year 2016.

The proposal was adopted with:

- in favour: 237,871 votes;
- against: 0 votes.

11. Miscellaneous

No further subjects were discussed

12. Closing

The chairman closed the meeting at approximately 11.30 hours

Waalre, September 23, 2016

Peter Biewald
(Chairman of the meeting)

Arthur de Cooker
(minutes)