

Catalis SE
Amsterdam, The Netherlands
Minutes of the
Annual General Meeting of Shareholders July 2014

On this day, July 4th of the year 2014 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. Hans de Rooij, BDO Audit & Assurance
3. Jeffrey Bouwmeester, BDO Audit & Assurance
4. Arthur de Cooker, notary, VDB Notarissen;

1. *Opening.*

After having opened the meeting at approximately 13.00 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:

- 1,952,009 shares were represented at this meeting representing approximately 31.27% 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 2013.*

There was no discussion on this item.

This item is not a voting item.

3. *Remuneration in respect of the financial year 2013.*

There was no discussion on this item.

This item is not a voting item.

4. *Adoption of the annual accounts for the financial year 2013.*

The proposal was adopted with:

- in favour: 1,952,009 votes;
- against: 0 votes.

5. *Allocation of the result for the financial year 2013.*

There was no discussion on this item.

This item is not a voting item.

6. *Discharge of the Executive Directors with respect to the performance of their duties during the financial year 2013.*

The proposal was adopted with:

- in favour: 1,952,009 votes;
- against: 0 votes.

7. *Discharge of the Non-Executive Directors with respect to the performance of their duties during the financial year 2013.*

The proposal was adopted with:

- in favour: 1,952,009 votes;
- against: 0 votes.

8. *Appointment of Mr. Brett Morris as Executive Director and determination of remuneration.*

The proposal was adopted with:

- in favour: 1,952,009 votes;
- against: 0 votes.

9. *Appointment of Mr. Peter Biewald as Non-Executive Director and determination of remuneration.*

The proposal was adopted with:

- in favour: 1,952,009 votes;
- against: 0 votes.

10. *Appointment of Mr. Nick Winks as Non-Executive Director and determination of remuneration.*

The proposal was adopted with:

- in favour: 1,283,809 votes;
- against: 668,200 votes.

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

The proposal was adopted with:

- in favour: 1,952,009 votes;
- against: 0 votes.

12. *Appointment of BDO LLP, Amsterdam, The Netherlands, as auditors for the financial year 2014.*

The proposal was adopted with:

- in favour: 1,952,009 votes;
- against: 0 votes.

13. *Miscellaneous*

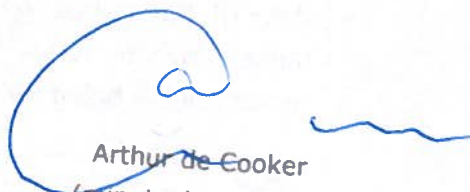
No further subjects were discussed

14. *Closing*

The chairman closed the meeting at approximately 13.30 hours

Waalre, July, 2014

Peter Biewald
(Chairman of the meeting)



Arthur de Cooker
(minutes)