

Catalis S.E.

Notice of an Extraordinary General Meeting of Shareholders

The shareholders of Catalis SE (the “Company”) are hereby invited to attend an Extraordinary General Meeting of Shareholders of the Company (the “EGM”). The meeting will take place on Monday 16 June 2014, at 11:00 am CET at the Company’s main office at Laan van Diepenvoorde 3, 5582 LA, Waalre, The Netherlands and will be held in the English language.

The agenda for the EGM is as follows:

AGENDA

1. Opening
2. Approval of the issuance of the €2 million 10% unsecured convertible loan notes, and grant of rights to acquire such number of ordinary shares as can be obtained from time to time by dividing the principle amount of the notes by the conversion price and exclusion of the pre-emption rights of the shareholders of the Company in respect of the granting of such rights*
3. Delegation to the Board of Directors of (a) the power to allot and issue ordinary shares and grant rights in or to acquire ordinary shares and/or instruments or securities convertible into ordinary shares and (b) the power to restrict or exclude the pre-emptive rights in connection with such allotment or issue of ordinary shares or grant of rights in or to acquire ordinary shares and/or instruments or securities convertible into ordinary shares, each for a number of ordinary shares up to 11,257,667 and for a period of five years from the date of the EGM and therefore until 16 June 2019*
4. Approval of options granted to directors*
5. Resignation and discharge of Dr. Michael Hasenstab as non-executive director*
6. Resignation and discharge of Mr. Robert Käß as non-executive director*
7. Resignation and discharge of Mr. Jens Bodenkamp as non-executive director*
8. Appointment of Mr. Nigel Hammond as non-executive director and determination of remuneration*
9. Appointment of Mr. Tom Chaloner as non-executive director and determination of remuneration*
10. Miscellaneous
11. Closing

The agenda items marked * are for voting. All other agenda items are discussion items.

All information and documents in connection with the Extraordinary General Meeting of Shareholders can be obtained free of charge at the Company's office address, at Laan van Diepenvoorde 3, 5582 LA, Waalre, The Netherlands 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 Monday 19 May 2014. 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 Monday 19 May 2014, the holder cannot exercise meeting rights or voting rights at the EGM.

Shareholders who wish to attend the meeting, either in person or by proxy, are requested via their bank or broker to lodge with VEM Aktienbank AG, Prannerstr. 8, 80333 Munich, Germany a confirmation that their shares are registered in their name on the Record Date, being Monday 19 May 2014.

The written confirmation must be received by VEM Aktienbank AG not later than Tuesday 20 May 2014, by 6pm CET. 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 VEM Aktienbank AG, 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 3, 5582 LA, Waalre, The Netherlands. Forms for the authorization of and giving instructions to the proxy are available on Catalis SE's website at www.catalisgroup.com. 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 am CET until the start of the EGM at 11.00 am CET. 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 6,242,333 ordinary shares, with no shares currently being held by the Company or any of its subsidiaries. One vote is attached to each share, so the total number of voting rights is 6,242,333.

**Catalis SE - The Board of Director
Waalre, 7 May 2014**