

Catalis N.V.
Eindhoven, the Netherlands
Notice to attend the
Annual General Meeting of Shareholders

Shareholders of Catalis N.V. (the 'Company') are hereby invited to attend the Annual General Meeting of Shareholders of the Company. The meeting will take place on December 14, 2007 at 12:00 hour in Motel Eindhoven, Aalsterweg 322, 5644 RL Eindhoven, The Netherlands.

The agenda for the meeting is as follows:

1. Opening;
2. Report of the Management Board in respect of the fiscal year 2006;
3. Adoption of the annual accounts for the fiscal year 2006;
4. Distribution of the result for the fiscal year 2006;
5. Discharge of the Members of the Management Board with respect to the performance of their duties during the fiscal year 2006;
6. Discharge of the Members of the Supervisory Board with respect to the performance of their duties during the fiscal year 2006;
7. The honorable discharge of mr. Erich Hoffmann as member of the Management Board of the Company, granting him acquittal and discharge for the management conducted
8. Approval to the appointment of mr. Klaus Nordhoff, who has declared to accept this appointment, as new member of the Management Board of the company;
9. Approval to change the legal form of Catalis N.V. from a N.V. into a S.E. and to adopt the board structure and the articles of association accordingly;
10. Proposal to authorize the Board of Management to distribute shares in the capital of the companies subsidiaries as interim dividend;
11. Proposal to authorize the Management Board to acquire for valuable consideration shares in the Company for a period of 18 months as of December 14, 2007. The number of shares to be acquired shall be limited by the maximum percentage of shares the company may – by law or its articles of association hold in its own capital at any moment, taking into account the possibility to cancel the acquired shares as proposed under agenda 12. In practice, this will mean that the company may acquire up to 10% of its own shares, cancel these shares, and acquire a further 10%. This acquisition may take place by all kinds of agreements, including transactions on a Stock Exchange. The price per share may not be less than the par value of the shares 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;
12. Proposal to reduce the capital through cancellation of shares held by the company not exceeding the number of shares it acquired. The number of shares that will be cancelled based on this resolution, will be determined by the Board of Management and is restricted to a maximum of 10% of the issued capital. Each time the amount of the capital reduction will be stated in the resolution of the Board of Management that shall be filed at the Chamber of Commerce in Eindhoven. Furthermore the reduction of the issued capital shall be carried out in accordance with applicable regulation as stipulated by law and articles of association;
13. Appointment of Moore Stephens DRV as auditors for the fiscal year 2007;
14. The applicability of the Dutch Corporate Governance Code;
15. Remuneration policy of the Management Board;
16. Remuneration policy of the Supervisory Board;
17. Approval to the extension of the term for preparing the annual accounts 2006 with a period of 6 months;
18. Approval to extend the term the annual accounts 2007 have to be prepared with 6 months to a maximum of 11 months under the condition that special circumstances appear;
19. Miscellaneous;
20. Closing;

Beginning today a complete agenda, the remuneration policy of the Management Board and the Supervisory Board, a draft of the articles of association as well as the annual accounts for the fiscal year 2006 will be made available at the offices of the Company, Aalsterweg 181A, 5644 RA Eindhoven, as well as at Bankhaus Gebr. Martin AG, Kirchstrasse 35, 73033 Göppingen until the end of the Annual General Meeting of Shareholders.

Shareholders who wish to attend the meeting are requested via their bank or broker to lodge with Bankhaus Gebr. Martin AG, Kirchstrasse 35, 73033 Göppingen, a confirmation that their shares are registered in their name on the registration date. The Board of Management has set the registration date as December 07, 2007. The written confirmation must be received by Bankhaus Gebr. Martin AG no later than December 10, 2007, by 12:00 hours. You will receive a certificate of registration (certificate of deposit) together with your certificate of deposit number by email or post. You will be admitted to the meeting on presentation of your certificate of deposit number, which serves as identification on registration.

Catalis N.V.

The Supervisory Board
Jens Bodenkamp
Chairman

The Management Board
Dr. Michael Hasenstab
Member, CEO

Eindhoven, November 28, 2007