

**Catalis S.E.**  
**Amsterdam, the Netherlands**  
**Notice to attend the**  
**Annual General Meeting of Shareholders**

Shareholders of Catalis SE (the 'Company') are hereby invited to attend the Annual General Meeting of Shareholders of the Company (AGM). The meeting will take place on August 13, 2013 at 11:00 hour (CET) at the company's main office at Geldropseweg 26-28, 5611 SJ Eindhoven, The Netherlands and will be held in the English language.

The agenda for the meeting is as follows:

**AGENDA**

1. Opening;
2. Report of the Board of Management in respect of the financial year 2012;
3. Adoption of the annual accounts for the financial year 2012; (voting issue)
4. Distribution of the result for the financial year 2012; (voting issue)
5. Discharge of the Executive Members of the Board with respect to the performance of their duties during the financial year 2012; (voting issue)
6. Discharge of the Non-Executive Members of the Board with respect to the performance of their duties during the financial year 2012; (voting issue)
7. Proposal to authorize the Board of Management to acquire for valuable consideration shares in the Company for a period of 18 months as of August 14, 2013. The number of shares to be acquired shall be limited by the maximum percentage of shares the Company may hold in its capital at any moment. This acquisition may take place by all kinds of agreements, including on a Stock Exchange. The price per share may not be less than the par value 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; (voting issue)
8. Appointment of BDO LLP, Amsterdam, The Netherlands auditors for the financial year 2013; (voting issue)
9. Miscellaneous;
10. Closing.

All information and documents in connection with the Annual General Meeting can be obtained free of charge at the Company's office address, at Geldropseweg 26-28, 5611 SJ Eindhoven, the Netherlands and on the Company's website ([www.catalisgroup.com](http://www.catalisgroup.com)).

Admittance to the AGM and voting rights

The Record Date for the 2013 AGM is July 16, 2013. This is the date on which one has to be registered as a shareholder in order to exercise meeting and voting rights at the AGM. The shares will not be blocked until the date of the AGM. On shares registered after July 16, 2013, the holder cannot exercise meeting rights or voting rights at the AGM.

Shareholders who wish to attend the meeting 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 registration date. The Board of Management has set the registration date as July 16, 2013.

The written confirmation must be received by VEM Aktienbank AG not later than July 17, 2013, 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 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 AGM 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, Geldropseweg 26-28, 5611 SJ Eindhoven, 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 AGM if they register in person directly prior to the AGM. This attendance registration will take place at the entrance of the meeting room as from 10.00 a.m. until the start of the AGM 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 62,423,328 shares. One vote is attached to each share, so the total number of voting rights is 62,423,328.

Eindhoven, June 26, 2013

Catalis SE  
Dominic Wheatley (CEO, Executive Director)  
([www.catalisgroup.com](http://www.catalisgroup.com))