

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 October 26, 2012 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 2011;
3. Adoption of the annual accounts for the financial year 2011; (voting issue)
4. Distribution of the result for the financial year 2011; (voting issue)
5. Discharge of the Executive Members of the Board with respect to the performance of their duties during the financial year 2011; (voting issue)
6. Discharge of the Non-Executive Members of the Board with respect to the performance of their duties during the financial year 2011; (voting issue)
7. Proposal to authorize the Board of Management to distribute shares in the capital of the company's subsidiaries as interim dividend or as chargeable to the capital reserves of the Company; (voting issue)
8. Proposal to authorize the Board of Management to cancel, wholly or in part, the distributable reserves of the company by converting such reserves into shares and distribute these shares to the shareholders at the same ratio as the pre-emptive right of the shareholders; (voting issue)
9. Proposal to give approval (Article 2:94 Dutch Civil Code) to the Board of Management for all acts in law concerning the payment on the shares to be issued; (voting issue)
10. Capital Reduction. Proposal to pass the following resolutions (voting issue):
 - a) Proposal to decrease the par value of each issued share from € 0.10 to € 0.01 without repayment to the shareholders and to amend the articles of association accordingly. The reduction of the capital shall be carried out in accordance with applicable regulation as stipulated by law and articles of association.
 - b) Proposal to consolidate the number of issued shares of the Company at a ratio 10:1 and to increase the par value per share from € 0.01 to € 0.10 and to amend the articles of association in accordance with the draft deed of amendment of the articles of association prepared by VDB Notarissen. The number of issued shares after the amendment will be 6,242,333, each share with a par value of € 0.10 .
 - c) Proposal to authorise each Member of the Management Board of the company and each employee of VDB Notarissen, severally, to execute the deed of amendment of the articles of association.
11. Proposal to authorize the Board of Management for a period of 24 months as of October 26, 2012 to restrict or exclude the pre-emptive rights accruing to shareholders (voting issue).
12. Proposal to authorize the Board of Management to acquire for valuable consideration shares in the Company for a period of 18 months as of October 26, 2012. 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)

13. Appointment of BDO LLP, Amsterdam, The Netherlands auditors for the financial year 2012; (voting issue)
14. The applicability of the Dutch Corporate Governance Code; (voting issue)
15. Miscellaneous;
16. 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).

Admittance to the AGM and voting rights

The Record Date for the 2012 AGM is September 28, 2012. 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 September 28, 2012, 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 Bankhaus Gebr. Martin AG, Kirchstrasse 35, 73033 Göppingen, 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 September 28, 2012.

The written confirmation must be received by Bankhaus Gebr. Martin AG not later than September 29, 2012, 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 Bankhaus Gebr. Martin 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. Dennis Neyndorff, of Catalis SE. A voting instruction shall be sent to the following address: Catalis SE, Mr. Dennis Neyndorff, 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, September 08, 2012

Catalis SE
Dominic Wheatley (CEO, Executive Director)
(www.catalisgroup.com)