

**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 Thursday August 31, 2017 at 11:00 hour (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 meeting is as follows:

**AGENDA**

1. Opening
2. Report of the Board of Directors in respect of the financial year 2016
3. Remuneration in respect of the financial year 2016
4. Adoption of the annual accounts for the financial year 2016 (voting item)
5. Allocation of the result for the financial year 2016 (voting item)
6. Discharge of the Executive Directors with respect to the performance of their duties during the financial year 2016 (voting item)
7. Discharge of the Non-Executive Directors with respect to the performance of their duties during the financial year 2016 (voting item)
8. Re- Appointment of the Executive Director and CEO, Dominic Wheatley (voting item)
9. Re-Appointment of the Non-Executive Directors Nigel Hammond, Tom Chaloner, Nick Winks and Peter Biewald (Chairman) for another term of three years (voting items)

The Non-Executive Directors over the last three years supported the Executives very well to achieve important company goals by contributing a lot of individual expertise in relevant business areas. The Executive management therefore proposes their re- appointment.

10. Appointment of Grant Thornton Accountants, Amsterdam, The Netherlands as auditors for the financial year 2017 (voting item)
11. Extension of the exercise date of share options in the name of Leo Capital 1 LLP to coincide with the repayment date of a Convertible Loan Note in the name of Leo Capital 1 LLP (voting item).

In May 2014, Leo Capital 1 LLP acquired share options over 100,000 shares exercisable at €20 per share (adjusted share basis). In 2015, Leo Capital 1 LLP exercised 20,000 of these options and, in 2017, a further 45,000 to

support the investment and working capital requirements of the Group leaving a residual option over 35,000 shares. In view of the early partial exercise of the option and the support given to the Group by Leo Capital 1 LLP, the Board now proposes to extend the exercise date of the remaining 35,000 option from 31 December 2017 to 31 March 2019 which provides alignment with the scheduled repayment/exercise date of the Convertible Loan Note in the name of Leo Capital I LLP.

## 12. Miscellaneous

## 13. Closing

All information and documents in connection with the Annual General Meeting can be obtained free of charge at the Company's office address, Laan van Diepenvoorde 9, 5582 LA Waalre, 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 2016 AGM is August 10, 2017. 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 August 10, 2017, 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

Catalis S.E.  
c/o Computershare Operations Center  
80249 München

by fax under +49 89 30903-74675 or by mail to: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de), a confirmation that their shares are registered in their name on the Record Date, being August 10, 2017.

The written confirmation must be received by Computershare Operations Center not later than August 21, 2017, 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 Computershare Operations Center 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, 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 <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 700,233 shares. One vote is attached to each share, so the total number of voting rights is 700,233.

**Catalis SE - The Board of Directors**  
**Waalre, 18 July 2017**