

**Catalis SE**  
**Amsterdam, The Netherlands**  
**Minutes of the**  
**Extraordinary Meeting of Shareholders June 2014**

On this day, June 20th of the year 2014 the Extraordinary Meeting of Shareholders of Catalis SE (the 'Company') was held at the company's main office at Laan van Diepenvoorde 3, 5582 LA Waalre, the Netherlands.

Present were:

1. Peter Biewald;
2. Tom Chaloner;
3. Michiel Wurfbain, lawyer, Simmons & Simmons;
- 4 Reinhard Ender;
- 5 Arthur de Cooker, notary, VDB Notarissen;

1. *Opening.*

After having opened the meeting at approximately 9.00 hours, Mr. Peter Biewald was appointed chairman of the meeting, who invited Mr. Arthur de Cooker, notary to the company in the Netherlands, to take the minutes of this meeting.

The chairman concluded that:

- 1,128,976 shares were represented at this meeting representing approximately 18.09% of the total capital;
- the Board of Directors was represented at the meeting;
- according to Dutch law and the articles of association of the Company, the invitation to attend the Extraordinary Meeting of Shareholders was procedurally correct and legally effective.

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*

Mister Reinhard Ender requested a deferment of the resolution because in his view the decision would be made without taking into consideration the interest of shareholders which he potentially represented.

Mr Peter Biewald confirmed that the EGM invitation and process had been properly

communicated and there were no grounds for deferment and wants to vote on the item. Mr Biewald proposed that a meeting be held in July (if a mutually convenient date can be found) between the Board and Mr Ender to discuss any issues arising from the EGM. The proposal was adopted with:

- in favour: 1,020,476 votes;
- against: 108,500 votes.

Mr Ender informs the meeting that he expressly reserves the right to challenge the validity of the resolution.

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 20 June 2019*

Mister Reinhard Ender requested a vote on this resolution be deferred again because in his view the decision would be made without taking into consideration the interest of shareholders which he potentially represented.

Mister Peter Biewald again confirmed that the EGM invitation and process had been properly communicated and there were no grounds for deferment and wants to vote on the item.

Mr Biewald again proposed that a meeting be held in July (if a mutually convenient date can be found) between the Board and Mr Ender to discuss any issues arising from the EGM.

The proposal was adopted with:

- in favour: 1,020,476 votes;
- against: 108,500 votes.

Mr Ender informs the meeting that he expressly reserves the right to challenge the validity of the resolution.

4. *Approval of options granted to directors*

Mister Reinhard Ender requested background information on the issuance of the options and indicated that the approval process should have taken place before their grant. Mr Biewald advised that the options were necessary in order to retain competent and capable people to the Catalis Board.

The proposal was adopted with:

- in favour: 1,020,476 votes;
- against: 108,500 votes.

5. *Resignation and discharge of Dr. Michael Hasenstab as non-executive director*

Proposal to pass the following resolutions:

- a. resignation of Dr. Michael Hasenstab as non-executive director
  - in favour: 1,128,976 votes
- b. discharge of Dr. Michael Hasenstab as non-executive director
  - In favour: 1,020,476 votes
  - against: 108,500 votes

6. *Resignation and discharge of Mister Robert Käss as non-executive director*

Proposal to pass the following resolutions:

- a. resignation of Mister Robert Käss as non-executive director
  - in favour: 1,128,976
- b. discharge of Mister Robert Käss as non-executive director
  - in favour: 1,020,476
  - against: 108,500

7. *Resignation and discharge of Mister Jens Bodenkamp as non-executive director*

Proposal to pass the following resolution:

- resignation and discharge of Mister Jens Bodenkamp as non-executive director
- in favour: 1,128,976

8. *Appointment of Mister Nigel Hammond as non-executive director and determination of remuneration*

Proposal to pass the following resolution:

- to appoint Mister Nigel Hammond as non-executive director as per today,  
and determination of remuneration
- in favour: 1,128,976 votes

9. *Appointment of Mister Tom Chaloner as non-executive director and determination of remuneration*

Proposal to pass the following resolution:

- to appoint Mister Tom Chaloner as non-executive director as per today,  
and determination of remuneration
- in favour: 1,128,976 votes

10. *Miscellaneous*

No further subjects were discussed

11. *Closing*

The chairman closed the meeting at approximately 9.45 hours

Waalre, June, 2014

Peter Biewald  
(Chairman of the meeting)



Arthur de Cooker  
(minutes)

