

**Catalis SE**  
**Amsterdam, The Netherlands**  
**Official Report of the**  
**Annual General Meeting of Shareholders July 2015**

On this day, 10 July of the year 2015, the Annual General Meeting of Shareholders of Catalis SE (hereinafter referred to as: the "Company") was held at the company's main office at 5582 LA Waalre, Laan van Diepenvoorde 3, the Netherlands.

Present were:

1. Peter Robert Biewald, acting as an attorney in writing for the Board of Directors (Executive Directors and Non-Executive Directors);
2. Adrianus Johannes van Hoof, deputy-civil law notary at De Cooker Notariaat.

According to Dutch law and the articles of association of the Company the invitation to attend the Annual General Meeting of Shareholders of Catalis SE was published electronically on the website of the company in due form and time 42 days before the shareholders' meeting. Therefore the notice of the meeting was carried out legally effective. Chairman of the meeting was, Peter Robert Biewald, who invited Adrianus Johannes van Hoof, deputy-civil law notary to the Company in the Netherlands, to draft the minutes of this meeting.

1. *Opening.*

After having opened the meeting at approximately 11:00 hours (CET), the chairman concluded that 1.857.667 shares were represented at this meeting representing approximately 28,35% of total capital. The presence was calculated on shares issued of 6.552.333 as per the date of July 10, 2015.

After having opened the meeting the chairman proposed to amend the agenda of this meeting by withdrawing agenda point number 9. "Appointment of BDO, LLP Amsterdam, The Netherlands, as auditors for the financial year 2015" from the agenda, because of the fact that the commercial terms and conditions of the engagement are not yet finally agreed upon. The proposal to withdraw agenda point 9. was agreed upon unanimously (all affirming votes) by the shareholders represented at the meeting.

2. *Report of the Board of Directors in respect of the financial year 2014.*

Regarding the report of the Board of Directors for the financial year 2014, none of the attending shareholders had any questions or remarks.



3. *Remuneration in respect of the financial year 2014.*

Regarding the remuneration for the financial year 2014, none of the attending shareholders had any questions or remarks.

4. *Adoption of the annual accounts for the financial year 2014 (voting item).*

The annual accounts for the financial year 2014 were adopted unanimously (all affirming votes).

5. *Allocation of the result for the financial year 2014*

Regarding the allocation of the result for the financial year 2014, none of the attending shareholders had any questions or remarks.

6. *Discharge of the Executive Members of the Board with respect to the performance of their duties during the financial year 2014 (voting item)*

Executive Members of the Management Board abstained from this vote. The resolution to discharge the Executive Members of the Board was adopted unanimously (all affirming votes) by the remaining votes.

7. *Discharge of the Non-Executive Members of the Board with respect to the performance of their duties during the financial year 2014.*

Non-Executive Members of the Board abstained from this vote. The resolution to discharge the Non-Executive Members of the Board was adopted unanimously (all affirming votes) by the remaining votes.

8. *Share consolidation. Proposal to pass the following resolutions (voting item)*

- a. *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 ten eurocent (€ 0.10) to one euro (€ 1.00) and to amend the articles of association in accordance with the draft deed of amendment of the articles of association as prepared by De Cooker Notariaat;*
- b. *proposal to authorise each member of the Board of Directors and each employee of De Cooker Notariaat, severally, to execute the deed of amendment of the articles of association.*

The aforementioned resolutions were adopted unanimously (all affirming votes). Therefore the chairman concludes that these resolutions have been adopted in accordance with Dutch law and



the articles of association of the Company.

9. *Appointment of BDO LLP, Amsterdam, the Netherlands, as auditors for the financial year 2015 (voting item).*

This item was withdrawn from the agenda.

10. *Miscellaneous*

No further subjects were discussed

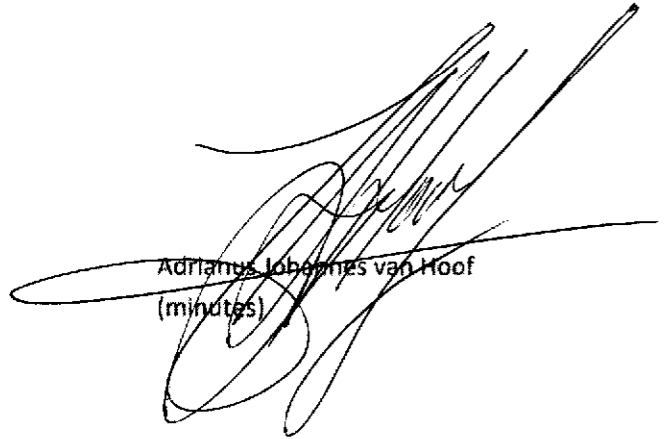
11. *Closing*

The chairman closed the meeting at approximately 11:40 hours (CET).

Waalre (the Netherlands), July 10, 2015



Peter Robert Biewald  
(chairman of the meeting)



Adrianus Johannes van Hoof  
(minutes)