

Amsterdam, the Netherlands
Notice to attend an
Extraordinary General Meeting of Shareholders

Shareholders of Catalis SE (the "**Company**") are hereby invited to attend an Extraordinary General Meeting ("**EGM**") of shareholders of the Company ("**Shareholders**"). The meeting will take place on Monday October 8th, 2018 at 11:00 hour (CET) at the Company's registered 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 Approval of the transfer of the Company's registered office to the United Kingdom and the adoption of new articles of association of the Company with effect from the Transfer becoming effective.
- 3 Close

RESOLUTION TO BE PROPOSED AT THE EGM

The following resolution will be proposed at the EGM.

Resolution

*That (1) the Company's registered office be transferred to the United Kingdom, subject to and in accordance with Council Regulation (EC) No.2157/2001 of 8 October 2001 (the "**Transfer**"), and (2) in connection with the Transfer, the articles of association in the form attached as Annex 1 to the notice of the meeting of shareholders of the Company at which this resolution is proposed ("**EGM Notice**") and made available at the Company's office be adopted as the new articles of association of the Company, in substitution for, and to the exclusion of, the Company's existing articles of association, with effect from the date on which the Transfer becomes effective and (3) the execution of the deed containing the new articles of association is authorised.*

BACKGROUND TO THE RESOLUTION

The Company is currently a Societas Europaea ("**SE**") registered in The Netherlands. As has been noted previously to Shareholders, it is proposed that the Company transfer its registered office to the United Kingdom (a "**Transfer**").

Under the SE Regulation, the Transfer can only proceed if approved by the Company's shareholders. The EGM has therefore been convened to seek this approval from the Shareholders. The Resolution is proposed to approve the Transfer, and the adoption of new

articles of association of the Company suitable for an SE which has its registered office in the United Kingdom (the form of which is attached as Annex 1 to this Notice).

It should be noted that, subject to the Transfer being approved and effected, the intention is to subsequently convert the Company to a public limited company registered in England and Wales ("**PLC**") in accordance with the provisions of article 66 of Council Regulation (EC) No.2157/2001 of 8 October 2001 (the "**SE Regulation**") ("**Conversion**"). The Conversion can only take place once the Company has transferred its registered office to the United Kingdom and will therefore be proposed by the Board to the Shareholders, as a separate resolution and at a separate general meeting, once the Transfer has been effected.

Subject to approval by the Shareholders at the EGM, the Transfer will each take effect on the date on which notice of the approval of the Transfer is registered by Companies House in England and Wales.

Further details of the Transfer can be found in the following documents which accompany this Notice:

Transfer Documents

- Transfer Proposal signed by each of the directors of the Company.
- Report on the Transfer Proposal signed by each of the directors of the Company.

All information and documents in connection with the EGM can be obtained free of charge at either the Company's address at Laan van Diepenvoorde 3, 5582 LA Waalre, The Netherlands or on the Company's website (www.catalisgroup.com).

The Board believe that the Transfer is in the best interests of the Company and the Shareholders, and unanimously recommends that the Shareholders vote in favour of the Transfer and the connected amendment of the articles of association at the EGM.

ADDITIONAL INFORMATION REGARDING THE EGM

Admittance to the EGM and voting rights

Shareholders who wish to attend the meeting are requested via their bank or broker to lodge with:

Catalis SE
c/o Computershare Operations Center
80249 München

by fax under +49 89 30903-74675 or by mail to: anmeldestelle@computershare.de,

a confirmation that their shares are registered in their name.

The written confirmation must be received by Computershare Operations Center not later than 1 October 2018, by 18:00 hours (CET). 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 them at the EGM 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 the Company'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 EGM if they register in person directly prior to the EGM. This attendance registration will take place at the entrance of the meeting room as from 10.00 a.m. until the start of the EGM 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 850,350 shares. One vote is attached to each share, so the total number of voting rights is 850,350.

Catalis SE - The Board of Directors
September 2018