

## CERTIFICATE

AS REFERRED TO IN ARTICLE 8 PARAGRAPH 8 OF THE COUNCIL REGULATION (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE)

Maria Francisca Elisabeth de Waard-Preller, civil law notary at Rotterdam, the Netherlands, hereby declares that she has established that the following formalities and acts as referred to in Article 8 of the Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE) (the "**Regulation**") and the Dutch act to implement the Regulation ("*Uitvoeringswet verordening Europese vennootschap*") have been accomplished before the transfer to the United Kingdom of the registered office of **Catalis SE** (the "**Transfer**"), this company being a European company formed under the laws of the Netherlands ("*Europese naamloze vennootschap*"), having its registered office at Amsterdam (address: 5582 LA Waalre, the Netherlands, Laan van Diepenvoorde 3), Netherlands trade register (the "**Trade Register**") number: 17123178, hereinafter referred to as the "**Company**":

- (i) on the thirty-first day of July two thousand and eighteen, a transfer proposal for the transfer of the registered office of the Company to Croydon in the United Kingdom, as referred to in Article 8(2) of the Regulation ("**Transfer Proposal**") has been filed at the Trade Register.
- (ii) the Company's management board has drawn up a report as referred to in Article 8(3) of the Regulation explaining and justifying the legal and economic aspects of the Transfer and explaining the implications of the Transfer for shareholders, creditors and employees ("**Report**") and has deposited it at the offices of the Company on the thirty first day of July two thousand and eighteen, together with the Transfer Proposal;
- (iii) notice of the filing of the Transfer Proposal and the Report had been published in the daily newspaper Trouw on the second day of August two thousand and eighteen;
- (iv) on the second day of August two thousand and eighteen the filing of the Transfer Proposal had been announced on the website of the Trade Register;
- (v) no objection has been filed against the Transfer, as evidenced by (a) a declaration by the clerk of the court of first instance of Amsterdam, the Netherlands issued on the fifth day of October two thousand and eighteen and (b) a declaration by the Trade Register issued on the fourth day of October two thousand and eighteen;
- (vi) the general meeting of the Company, amongst others, has adopted a resolution to Transfer and a resolution to amend the Company's articles of association on the eighth day of October two thousand and eighteen;
- (vii) on the tenth day of October two thousand and eighteen I, civil law notary at Rotterdam, have executed a notarial deed of Transfer and amendment of the Company's articles of association in the Dutch language. A true copy of the notarial deed and a translation into English are to be attached hereto (Annexes 1 and 2).

I, civil law notary at Rotterdam, hereby attest that the acts and formalities to be accomplished before the Transfer are completed.

Rotterdam, the Netherlands, 10 October 2018.



*[Handwritten signature in blue ink]*