

**Catalis N.V.**  
**Eindhoven, the Netherlands**  
**Notice to attend the**  
**Annual General Meeting of Shareholders**

Shareholders of Catalis N.V. (the 'Company') are hereby invited to attend the Annual General Meeting of Shareholders of the Company. The meeting will take place on July 19, 2006 at 13:00 hour in Motel Eindhoven, Aalsterweg 322, 5644 RL Eindhoven, The Netherlands.

The agenda for the meeting is as follows:

1. Opening;
2. Report of the Management Board in respect of the fiscal year 2005;
3. Adoption of the annual accounts for the fiscal year 2005;
4. Distribution of the result for the fiscal year 2005;
5. Discharge of the Members of the Management Board with respect to the performance of their duties during the fiscal year 2005;
6. Discharge of the Members of the Supervisory Board with respect to the performance of their duties during the fiscal year 2005;
7. Proposal to appoint the Management Board as the authorized corporate body to issue shares or rights to shares in the Company for a period of 5 years as of July 19, 2006. It is proposed that the amount of shares to be issued is at the Management Board's discretion provided the total number of shares to be issued will not exceed 25,000,000;
8. Proposal to appoint the Management Board as the authorized corporate body to restrict or to exclude the pre-emption right accruing to shareholders for a period of 5 years, as of July 19, 2006 in case of the issue of shares or rights to shares;
9. Proposal to authorize the Management Board to acquire for valuable consideration shares in the Company for a period of 18 months as of July 19, 2006. The number of shares to be acquired shall be limited by the maximum percentage of shares the company may – by law or its articles of association – hold in its own capital at any moment, taking into account the possibility to cancel the acquired shares as proposed under agenda 10. In practice, this will mean that the company may acquire up 10% of its own shares, cancel these shares, and acquire a further 10%. This acquisition may take place by all kinds of agreements, including transactions on a Stock Exchange. The price per share may not be less than the par value of the shares and not more than 110% of the Stock Exchange price. For purpose of the foregoing the Stock Exchange Price will be the average of the closing price on the Frankfurt Stock Exchange of the last five days on which business was done, preceding the date of acquisition.

10. Proposal to reduce the capital through cancellation of shares held by the company not exceeding the number of shares it acquired. The number of shares that will be cancelled based on this resolution, will be determined by the Board of Management and is restricted to a maximum of 10% of the issued capital. Each time the amount of the capital reduction will be stated in the resolution of the Board of Management that shall be filed at the Chamber of Commerce in Eindhoven. Furthermore the reduction of the issued capital shall be carried out in accordance with applicable regulation as stipulated by law and articles of association.
11. Appointment Moore Stephens DRV as auditors for the fiscal year 2006;
12. The applicability of the Dutch Corporate Governance Code;
13. Miscellaneous;
14. Closing;

Beginning today a complete agenda, will be made available at the offices of the Company Aalsterweg 181A, 5644 RA Eindhoven, Netherlands until the end of the Annual General Meeting of shareholders.

Shareholders who wish to attend the meeting are requested via their bank or broker to lodge with Bankhaus Gebr. Martin AG, Kirchstrasse 35, 73033 Göppingen, a confirmation that their shares are registered in their name on the registration date. The board of management has set the registration date as July 12, 2006. The written confirmation must be received by Bankhaus Gebr. Martin AG no later than July 13, 2006, by 12:00 hours. You will receive a certificate of registration (certificate of deposit) together with your certificate of deposit number by email or post. You will be admitted to the meeting on presentation of your certificate of deposit number, which serves as identification on registration.

Eindhoven, July 3, 2006  
Catalis N.V.



The Supervisory Board  
Dr. Jens Bodenkamp  
Chairman



The Management Board  
Erich Hoffmann  
Member, CEO