

NOTICE AND AGENDA
ANNUAL GENERAL MEETING 2016 CURETIS N.V.

The Management Board and the Supervisory Board of Curetis N.V. hereby invite you to attend the annual general meeting to be held at the Steigenberger Hotel, Stationsplein Zuid-West 951, 1117 CE Schiphol-Oost/Amsterdam, the Netherlands, on Thursday, 16 June 2016. The meeting shall commence at 13.30 hours CEST, registration starts at 12.30 hours CEST.

The items on the agenda are:

1. opening of the meeting;
2. the presentation of the management report 2015 (discussion item);
3. the explanation of the Management Board remuneration policy (discussion item);
4. the adoption of the annual accounts 2015 and the allocation of profits (voting item);
5. the explanation on the company's reserves and dividend policy (discussion item);
6. the discharge of the Managing Directors for their management during the financial year 2015 (voting item);
7. the discharge of the Supervisory Directors for their supervision during the financial year 2015 (voting item);
8. the appointment of Supervisory Directors (voting item);
9. the appointment of the auditor for the financial year 2016 (voting item);
10. the establishment of a stock option plan and, in connection therewith, (i) the amendment of the Management Board remuneration policy and (ii) the amendment of the Supervisory Board Remuneration (voting item);
11. the extension of the authorisation of the Management Board to issue new shares and rights to subscribe for shares (voting item);
12. the extension of the authorisation of the Management Board to limit or exclude pre-emption rights on newly issued shares or rights to subscribe for shares (voting item);
13. the extension of the authorisation of the Management Board to repurchase shares (voting item);
14. the amendment of the articles of association of Curetis N.V. (technical aspect concerning the regulation on the adoption of the annual accounts due to new legislation) (voting item);
15. questions and close of meeting.

At the date of this notice, the issued share capital of Curetis N.V. comprises of 15,538,411 ordinary shares with a nominal value of EUR 0.01 each. Each share confers the right to cast one vote.

As of the date hereof, this notice, the agenda, the explanatory notes to the agenda, the annual accounts 2015, the management report 2015 and the draft deed of amendment of the articles of association are available for inspection at www.curetis.com. Furthermore, these items can be obtained free of charge:

- (a) at the offices of ABN AMRO Bank N.V. at Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands, or by e-mail via corporate.broking@nl.abnamro.com, or phone by +31 20 344 2000; and
- (b) at the offices of Curetis N.V. at Max-Eyth-Straße 42, 71088 Holzgerlingen, Germany, or by e-mail via ir@curetis.com.

Record date

The persons who (i) on **19 May 2016** (after processing the purchases and orders on that date) (the "**Record Date**") are registered in the administration of the Intermediaries of Euroclear Nederland as persons entitled to shares in the share capital of Curetis N.V., and (ii) have duly registered for participation in the meeting, shall have the right to attend and vote at or prior to the meeting, irrespective of who are entitled to the shares at the time of the meeting.

Registration for attending the meeting

Shareholders who wish to attend the meeting either in person or by proxy must notify ABN AMRO Bank N.V. ("**ABN AMRO**"), via their bank or broker (the "**Intermediaries**"), that they wish to attend the meeting. Shareholders may also register for the meeting via www.abnamro.com/evoting. Registration requests via Intermediaries or the website of ABN AMRO may be submitted as from Friday 20 May 2016 and not later than on Thursday 9 June 2016, 17.30 hours CEST.

No later than on Friday 10 June 2016 10.00 hours CEST, the Intermediaries must provide ABN AMRO with a statement mentioning (i) the number of shares held by each of the shareholders on the Record Date on whose behalf they make the registration and (ii) as per shareholder, for which number of shares registration for the meeting is requested. At the moment of registration, the Intermediaries are requested to state the complete address details of the shareholders in order to efficiently verify shareholding.

ABN AMRO shall provide the shareholders who have duly registered with an admission card directly or via their Intermediary. Such admission card is to be presented at the registration desk at the meeting. The registration desk shall be open from 12:30 hours until 13:30 hours CEST. It is not possible to register after this time. Attendees may be asked to produce proof of identity and may be denied access in case of inability to prove identity.

Voting by proxy and voting prior to the meeting

Shareholders who do not wish to attend the meeting in person, may grant a proxy including voting instructions to ABN AMRO authorising such person to attend the meeting on their behalf. In order to vote by proxy, shareholders must have registered their shares in the manner as described above. Shareholders can submit their proxy and voting instructions online via www.abnamro.com/evoting or by e-mail via corporate.broking@nl.abnamro.com or Corporate Broking (HQ7050), not later than on Thursday 9 June 2016, 17.30 hours CEST.

A proxy form can be found here www.curetis.com/en/investors/share-information/annual-general-meeting.html. A paper version of the proxy form can be obtained free of charge at the offices of:

- (a) ABN AMRO Bank N.V. at Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands, or by e-mail via corporate.broking@nl.abnamro.com, or phone by +31 20 344 2000; or
- (b) Curetis N.V. at Max-Eyth-Straße 42, 71088 Holzgerlingen, Germany, or by e-mail via ir@curetis.com

Alternatively, shareholders who do not wish to attend the meeting in person may also cast their votes electronically prior to the meeting. In order to vote electronically prior to the meeting, shareholders must have registered their shares in the manner as described above. Shareholders can **vote online** via www.abnamro.com/evoting from **Friday 20 May 2016, 08:00 hours** and **not later than on Thursday 9 June 2016, 17.30 hours CEST**.

Questions in respect of agenda items

As from the date of this notice and not later than on Thursday 9 June 2016 17.30h CEST, shareholders may submit written questions in respect of the agenda items by e-mail via ir@curetis.com. These questions shall, where appropriate and as much as possible in combined form, be discussed at the meeting.

Holzgerlingen, Germany, 2 May 2016

Curetis N.V.
The Management Board and Supervisory Board

**EXPLANATORY NOTES TO THE AGENDA
ANNUAL GENERAL MEETING 2016 CURETIS N.V.**

Agenda item 2: the presentation of the management report 2015 (discussion item)

The Management Board will give a presentation on the performance of Curetis N.V. (the "Company") in 2015 as described in the management report 2015. Subsequently, the shareholders will be invited to discuss the management report 2015.

Agenda item 3: the explanation of the Management Board remuneration policy (discussion item)

Pursuant to section 2:135 subsection 5a of the Dutch Civil Code ("DCC"), this agenda item aims to discuss the implementation of the Management Board remuneration policy in 2015.

The discussion shall take place on the basis of the relevant information as referred to in section 2:383c up to and including 2:383e DCC. This information is included in the remuneration report and in the explanatory notes to the annual accounts. The Management Board remuneration policy and the remuneration report are published on www.curetis.com. Reference is also made to pages 60 up to and including 64 of the management report 2015 ("ANNUAL REPORT 2015").

Agenda item 4: the adoption of the annual accounts 2015 and the allocation of profits (voting item)

On 6 April 2016, each Managing Director and each Supervisory Director signed the annual accounts 2015, as drawn up by the Management Board. The annual accounts 2015 were published on 12 April 2016 and are now submitted for adoption by the General Meeting.

Agenda item 5: the explanation on the company's reserves and dividend policy (discussion item)

Reference is made to page 68 of the management report 2015 ("ANNUAL REPORT 2015").

Agenda item 6: discharge of the Managing Directors for their management during the financial year 2015 (voting item)

It is proposed to grant a discharge from liabilities to each of the Managing Directors for the performance of their duties as Managing Director of the Company during the financial year 2015, insofar as the performance of such duties is disclosed in the annual accounts 2015 and the management report 2015 or has otherwise been communicated to the General Meeting.

Agenda item 7: discharge of the Supervisory Directors for their supervision during the financial year 2015 (voting item)

It is proposed to grant a discharge from liabilities to each of the Supervisory Directors for the performance of their duties as Supervisory Director of the Company during the financial year 2015,

insofar as the performance of such duties is disclosed in the annual accounts 2015 and the management report 2015 or has otherwise been communicated to the General Meeting.

Agenda item 8: the appointment of Supervisory Directors (voting item)

Dr. Frank Mühlenbeck, Dr. Rudy Dekeyser and Dr. Holger Reithinger were appointed as Supervisory Directors as per 10 November 2015. Their terms expire as per the end of the Annual General Meeting 2016. Dr. Rudy Dekeyser and Dr. Holger Reithinger are eligible for reappointment, Dr. Frank Mühlenbeck, however, isn't.

The Supervisory Board makes a nomination and proposal to the General Meeting, in accordance with article 24.3 of the articles of association of the Company:

- (a) to reappoint Dr. Rudy Dekeyser for a term as per the end of the Annual General Meeting 2016 and expiring by the end of the Annual General Meeting of the Company to be held in the year 2017;
- (b) to reappoint Dr. Holger Reithinger for a term as per the end of the Annual General Meeting 2016 and expiring by the end of the Annual General Meeting of the Company to be held in the year 2017;
- (c) to appoint Ms. Prabhavathi Fernandes, Ph.D., for a term as per the end of the Annual General Meeting 2016 and expiring by the end of the Annual General Meeting of the Company to be held in the year 2019.

According to the Best Practice provision III.2.2. of the Dutch Corporate Governance Code Ms. Prabhavathi Fernandes, Ph.D. and Dr. Holger Reithinger are independent, Dr. Rudy Dekeyser is not since he is affiliated with LSP Curetis Pooling B.V., who is a major shareholder of the Company (holding more than 10% of the issued and outstanding share capital).

Information on the nominated Supervisory Directors:

- (a) Dr. Rudy Dekeyser, was born on 26 December 1961 in Oostende, Belgium, citizenship: Belgian. He joined LSP in 2012 to become managing partner of LSP's Health Economics Fund. His prime focus and responsibility within LSP is to invest in unlisted securities. Prior to joining LSP, he was Managing Director of VIB (1995 to 2012), the Flanders Institute for Biotechnology, which he helped establish in 1995. Under his leadership, the institute has grown to become one of Europe's most successful incubators in the area of life sciences. Over the years he has been appointed as Director of many companies and has been a senior Advisor to a number of investment firms. He served on the supervisory board of many companies, including Ablynx NV (2001 to 2007), CropDesign (1998 to 2006), Pronota NV (2004 to 2012), ActoGeniX NV (2006 to 2012) and Multiplicom NV (2010 to 2012). He currently serves as a member of the supervisory board of Sequana Medical AG (since 2014), Celyad SA (since 2005), reMYND NV (since 2009), EMBLEM GmbH (since 2001) and Curetis AG (2014-2015). Since the IPO in November 2015 he is a member of the supervisory board at Curetis NV. He is a Co-Founding Board Member of the European Association of Science and Technology Transfer Professionals (ASTP). He has a Master's degree in Zoology and a Ph.D. in Molecular Biology from the Ghent

University and is chairman/member of many international advisory boards on innovation in life sciences.

The reasons for the proposed reappointment are, to keep his comprehensive knowledge available to Curetis and ensure continuity in the Supervisory Board.

He holds no shares in the share capital of the Company;

- (b) Dr. Holger Reithinger was born on 5 March 1966 in Heidelberg, Germany, citizenship: German. He is General Partner and Head of the Munich Office of Forbion Capital Partners (since April 2010). He holds a PhD in Biochemistry, which he obtained under the supervision of Prof. Dr. Arne Skerra (founder of Forbion's portfolio company Pieris AG); all in the department of Prof. Dr. Hartmut Michel (Nobel Laureate 1988) at the Max-Planck-Institute of Biophysics. As an undergraduate, he studied Molecular Biology/Microbial Biology and Biochemistry at the Universities of Heidelberg and Munich. After his studies, he gained operational experience as a product development manager at Biometra/Whatman Plc (now part of GE Healthcare). He started his career in Venture Capital in 1997 as an Investment Manager at Technologieholding VC GmbH which at that time was one of the leading German Venture Capital firm. Technologieholding was acquired by the 3i Group in early 2000, where he became a Director at its Germany's healthcare practice. Following this assignment, he became Principal and later Partner at Global Life Science Ventures, a well-established life sciences-focused partnership with offices in Switzerland and Germany. Dr. Reithinger has served on the Boards of numerous life sciences companies including Epigenomics (IPO 2004), MBT (assets sold to Medigene AG), 4SC (IPO 2005), Fibrex Medical (assets licensed to Ikaria Inc.), Agendia BV, Santaris A/S (sold to Roche 2014), Cellnovo Limited (2014-2015) and Curetis AG (2011-2015). He currently holds board seats at Curetis NV (since 2015, IPO 2015), Cellnovo Group S.A. (since 2015, IPO 2015), Allecra Therapeutics GmbH (since 2013) and Rigontec GmbH (since 2015).

The reasons for the proposed reappointment are, to keep his comprehensive knowledge available to Curetis and ensure continuity in the Supervisory Board.

He holds no shares in the share capital of the Company;

- (c) Ms. Prabhavathi Fernandes, Ph.D., was born on 11 April 1949 in Mangalore, India, citizenship: US-American.

Dr. Prabhavathi Fernandes founded Cempra, Inc. in January 2006 and has served as President and Chief Executive Officer and a Member of the Board of Directors since then. In 2012, she led the initial public offering and listing on Nasdaq for Cempra, Inc. and has successfully raised over half a billion dollars to date for the company, building value for its investors and taking its first antibacterial product candidate, solithromycin, from the bench to the NDA with the plan to launch the product in the U.S. She has licensed solithromycin in Japan to Toyama/Fujifilm. In addition, she has successfully obtained funding from BARDA, the biodefense arm of Health and Human Services in the U.S. for the development of solithromycin for use in pediatric patients and for biodefense. She has also established partnerships with the NIAID for the development of solithromycin. Her career of more than four decades has focused on anti-infectives, first in clinical microbiology and infectious diseases and then in pharmaceutical discovery and development. Prior to Cempra, Dr. Fernandes held executive leadership positions at pharmaceutical corporations including Bristol-Myers Squibb Pharmaceutical Research Institute, Abbott Laboratories and The Squibb Institute for Medical Research. During these

years she was directly involved in the development of antibiotics, four of which have been approved with one, clarithromycin, achieving sales over a billion dollars. After leaving Bristol-Myers Squibb in 1997, she founded and led three biotechnology and CRO companies and was President and Chief Executive Officer of DarPharma, Ricerca and Small Molecule Therapeutics. Dr. Fernandes has served on the U.S. Congressional Panel for Assessment of Impact of Antibiotic Resistant Bacteria and on the American Society for Microbiology Advisory Panel for Antibiotic Resistance. She has continued to work on policy matters to help in combating antibiotic resistance with IDSA and the Anti-infective Working Group. She serves on the editorial board of several journals, was a member of the Product Development working group for Biodefense for the NIAID, and was an Advisory Board Member of Optimer Pharmaceuticals, Inc. as well as the Supervisory Board of GPC Biotech. She has authored over 250 publications and numerous reviews and book chapters. She received her Ph.D. in microbiology from Thomas Jefferson University, Philadelphia.

The reasons for her proposed appointment are her profound knowledge in infectious diseases and antibiotics as well as her professional background in successfully building up and leading a biotech company.

She holds no shares in the share capital of the Company.

Agenda item 9: appointment of the auditor for the financial year 2016 (voting item)

The Supervisory Board makes a proposal to the General Meeting, in accordance with article 3.6.1 of the Supervisory Board Rules of the Company, to reappoint PwC as external auditor for the audit of the annual accounts for the financial year 2016.

Agenda item 10: the establishment of a stock option plan and, in connection therewith, (i) the amendment of the Management Board remuneration policy and (ii) the amendment of the Supervisory Board Remuneration (voting item)

- (a) The Management Board and Supervisory Board make a proposal to establish a stock option plan ("SOP") pursuant to which rights to subscribe for ordinary shares in the share capital of the Company are granted to key employees, Managing Directors and Supervisory Directors. Reference is made to the attached term sheet that sets out the main characteristics of the SOP (annex).
- (b) Whereas the SOP shall also be applicable to the Managing Directors, the Supervisory Board makes a proposal to the General Meeting to adopt an amended Management Board remuneration policy. Reference is made to the attached draft Management Board remuneration policy. Para 3.5 is recently inserted and "definitions" adjusted accordingly; rest remains unchanged (annex).
- (c) Whereas the SOP shall also be applicable to the Supervisory Board, the Supervisory Board makes a proposal to the General Meeting to amend the remuneration of the Supervisory Directors. Reference is made to the attached draft Supervisory Board remuneration. Para 1.4 is recently inserted; rest remains unchanged (annex).

Agenda item 11: the extension of the authorisation of the Management Board to issue new shares and rights to subscribe for shares (voting item)

The Management Board makes a proposal to the General Meeting, in accordance with articles 6.1 and 6.4 of the articles of association of the Company, to authorise the Management Board, subject to the approval of the Supervisory Board, to issue ordinary shares in the share capital of the Company and to grant rights to subscribe for ordinary shares in the share capital of the Company (such future shares and such future options together: the "**Future Securities**"), for a period of 18 months after the date of the Annual General Meeting 2016, with due observance of the following restrictions:

- (a) the Management Board may only resolve to issue Future Securities up to a maximum of 10% of the total number of ordinary shares issued and outstanding on the date of the Annual General Meeting 2016 (the "**AGM 2016 Date**"); and
- (b) the Management Board may resolve to issue Future Securities in addition to the Future Securities as referred to above sub (a), up to maximum of (another) 10% of the total number of ordinary shares issued and outstanding on the AGM 2016 Date, if and to the extent such additional Future Securities are used to in relation to mergers and acquisitions or strategic alliances involving any or more of the Company and its group companies as a party; and
- (c) the Management Board may resolve to issue Future Securities in addition to the Future Securities as referred to above sub (a) and (b), up to maximum of (another) 10% of the total number of ordinary shares issued and outstanding on the AGM 2016 Date, if and to the extent such additional Future Securities are used for the implementation of the SOP.

The Supervisory Board has approved this proposal of the Management Board in accordance with articles 6.1 and 6.4 of the articles of association of the Company.

The authorisations as referred to sub (a) and (b) are in line with standing practice of the Company and market practices in the Netherlands. The authorisation as referred to sub (c) is intended to give the Management Board the mandate to implement the SOP, subject to the approval of the Supervisory Board.

Agenda item 12: the extension of the authorisation of the Management Board to limit or exclude pre-emption rights on newly issued shares or rights to subscribe for shares (voting item)

The Management Board makes a proposal to the General Meeting, in accordance with articles 7.3 and 7.6 of the articles of association of the Company, to authorise the Management Board, subject to the approval of the Supervisory Board, to limit or exclude the pre-emption rights in respect of issues of Future Securities made by making use of the authorisation of the Management Board as referred to in agenda item 11, for a period of 18 months after the AGM 2016 Date.

The Supervisory Board has approved the proposal of the Management Board in accordance with articles 7.3 and 7.6 of the articles of association of the Company.

This authorisation is in line with standing practice of the Company and market practices in the Netherlands.

Agenda item 13: the extension of the authorisation of the Management Board to repurchase shares (voting item)

The Management Board makes a proposal to the General Meeting to authorise the Management Board, subject to the approval of the Supervisory Board of the Company, to repurchase ordinary shares in the share capital of the Company, for a period of 18 months after the date of the AGM 2016 Date, with due observance of the following restrictions:

- (a) the Management Board may only resolve to repurchase:
 - (i) ordinary shares in the share capital of the Company up to a maximum of 10% of the total number of ordinary shares issued and outstanding on the AGM 2016 Date; and
 - (ii) in addition to the shares as referred to above sub (i): (any or all of) the ordinary shares issued pursuant to the exercise of the Roll-Over Options which were granted at the occasion of the IPO of the Company;
- (b) any repurchase under such authorisation shall take place (be it on a stock exchange or in a different manner) against a price per share, excluding expenses, not lower than the nominal value of the ordinary shares and not higher than the opening price of the ordinary shares on Euronext in Amsterdam and Euronext in Brussels on the day of the repurchase increased by 10%.

The authorisations as referred to sub (i) and (ii) are in line with standing practice of the Company and market practices in the Netherlands.

Agenda item 14: the amendment of the articles of association of Curetis N.V. (voting item)

The Management Board makes a proposal to the General Meeting, in accordance with article 38.1 of the articles of association of the Company, to resolve:

- (a) to amend the articles of association of the Company in accordance with the draft of the deed of amendment of articles of association drawn up by CMS Derks Star Busmann N.V.; and
- (b) to grant authorisation to each civil law notary, candidate civil law notary and notarial assistant working with CMS Derks Star Busmann N.V. to have the deed of amendment of articles of association executed and to perform all other legal acts which the authorised person deems necessary in connection therewith.

The amendment concerns minor technical aspects and merely aims to bring the articles of association of the Company in line with (new) legislation. Reference is made to the draft deed of amendment of articles of association (annex).

The Supervisory Board has approved the proposal of the Management Board in accordance with article 38.1 of the articles of association of the Company.

Holzgerlingen, Germany, 2 May 2016

Curetis N.V.

The Management Board and Supervisory Board