

NOTICE AND AGENDA
ANNUAL GENERAL MEETING 2017 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 Airport, the Netherlands, on Friday 23 June 2017. The meeting shall commence at 13.30 hours CEST; registration starts at 13 hours CEST.

The items on the agenda are:

1. opening of the meeting;
2. the presentation of the management report 2016 (discussion item);
3. the explanation of the Management Board remuneration policy (discussion item);
4. the adoption of the annual accounts 2016 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 2016 (voting item);
7. the discharge of the Supervisory Directors for their supervision during the financial year 2016 (voting item);
8. the appointment of Supervisory Directors (voting item);
9. the approval of the granting of stock options to Supervisory Directors (voting item);
10. the appointment of the auditor for the financial year 2017 (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 objects of the company) (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 2016, the management report 2016 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; 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 26 May 2017 (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 Saturday 27 May 2017 and not later than on Friday 16 June 2017 17.30h CEST.

No later than on Monday 19 June 2017 13.00h 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 13 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 Friday 16 June 2017 17.30h 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
- (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 not later than on Friday 16 June 2017 17.30h CEST.

Questions in respect of agenda items

As from the date of this notice and not later than on Friday 16 June 2017 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, 8 May 2017

Curetis N.V.
The Management Board

**EXPLANATORY NOTES TO THE AGENDA
ANNUAL GENERAL MEETING 2017 CURETIS N.V.**

Agenda item 2: the presentation of the management report 2016 (discussion item)

The Management Board will give a presentation on the performance of Curetis N.V. (the "Company") in 2016 as described in the management report 2016. Subsequently, the shareholders will be invited to discuss the management report 2016.

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 2016.

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 2016.

Agenda item 4: the adoption of the annual accounts 2016 and the allocation of profits (voting item)

On 6 April 2017, each Managing Director and each Supervisory Director signed the annual accounts 2016, as drawn up by the Management Board. The annual accounts 2016 were published on 12 April 2017 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 pages 68f of the management report 2016.

Agenda item 6: discharge of the Managing Directors for their management during the financial year 2016 (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 2016, insofar as the performance of such duties is disclosed in the annual accounts 2016 and the management report 2016 or has otherwise been communicated to the General Meeting.

Agenda item 7: discharge of the Supervisory Directors for their supervision during the financial year 2016 (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 2016,

insofar as the performance of such duties is disclosed in the annual accounts 2016 and the management report 2016 or has otherwise been communicated to the General Meeting.

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

Dr. Rudy Dekeyser and Dr. Holger Reithinger were appointed as Supervisory Directors as per 16 June 2016. Their terms expire as per the end of the Annual General Meeting 2017. Dr. Rudy Dekeyser and Dr. Holger Reithinger are eligible for reappointment.

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 2017 and expiring by the end of the Annual General Meeting of the Company to be held in the year 2018;
- (b) to reappoint Dr. Holger Reithinger for a term as per the end of the Annual General Meeting 2017 and expiring by the end of the Annual General Meeting of the Company to be held in the year 2018;
- (c) to appoint Dr. Nils Clausnitzer, for a term as per the end of the Annual General Meeting 2017 and expiring by the end of the Annual General Meeting of the Company to be held in the year 2020.

According to the Best Practice provision III.2.2. of the Dutch Corporate Governance Code 2008 and Best Practice Provision 2.1.8 of the Dutch Corporate Governance Code 2016 Dr. Nils Clausnitzer and Dr. Holger Reithinger are independent, Dr. Rudy Dekeyser is not since he is affiliated with LSP Curetis Pooling B.V., which 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) and Curetis AG (2014-2015). He currently serves as a member of the supervisory board of Sequana Medical AG (since 2014), Celyad SA (since 2005), reMYND NV (since 2009) and EMBLEM GmbH (since 2001). 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), Rigontec GmbH (since 2015) and cataIYm GmbH (since 2016). 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) Dr. Nils Clausnitzer was born on 22.05.1969 in Freiburg i.B, Germany, citizenship: German. Currently he serves as Senior Vice President and President, EMEA-APAC Lab and Distribution Services of VWR International llc./ VWR GmbH, a position he has held since January 2016. In his current role, Dr. Clausnitzer is responsible for sales, marketing, services and operations for the European and Asia-Pacific business. Prior to this assignment Dr. Clausnitzer served as the president and head of commercial operations, EMEA for Qiagen N.V. and before he served as General Manager for Olympus Germany GmbH and Managing Director for Abbott Diagnostics Germany. Dr. Clausnitzer earned an M.D. from the Hamburg Medical School in Hamburg, Germany and an MBA from the Open University in Milton Keynes, England.

The reasons for his proposed appointment are his proven and successful track record of commercializing products in molecular diagnostics and the Life Science Industry. Therefore, his election would further strengthen the commercial expertise at the level of our Supervisory Board.

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

Agenda item 9: approval of the granting of stock options to Supervisory Directors (voting item)

The Management Board and the Supervisory Board make a proposal to the General Meeting to approve the granting of a maximum of 15,000 stock options to each Supervisory Director on 1 July 2017 in accordance with the Stock Option Plan as established in the General Meeting on 16 June 2016 (the "**Stock Option Plan**") and in accordance with the terms included in the remuneration of the Supervisory Directors as adopted by the General Meeting on 16 June 2016. A copy of the remuneration of the Supervisory Directors can be found on www.curetis.com.

Agenda item 10: appointment of the auditor for the financial year 2017 (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 2017.

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 2017, 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 2017 (the "**AGM 2017 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 2017 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 1,553,841 Future Securities, if and to the extent such additional Future Securities are used for the implementation of the Stock Option Plan.

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 Stock Option Plan, 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 2017 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 2017 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 2017 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 a minor technical aspect in the description of the objects of the Company. 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, 8 May 2017

Curetis N.V.
The Management Board