

EXTRAORDINARY GENERAL MEETING 2020 CURETIS N.V.

PRESENTATION

10 MARCH 2020 – SCHIPHOL AMSTERDAM AIRPORT, THE NETHERLANDS



AGENDA I

1. Opening of the meeting
2. Explanation of the transaction with OpGen, Inc. (the “**Transaction**”), the subsequent dissolution of Curetis N.V. (the “**Dissolution**”) and the liquidation distribution in kind consisting of shares in the capital of OpGen, Inc. (the “**Distribution**”) - (DISCUSSION ITEM)
3. (i) Approval of the Transaction in accordance with Section 2:107a of the Dutch Civil Code, (ii) resolution to effect the Dissolution and (iii) approval of the Distribution - (VOTING ITEM)
4. Establishment of remuneration of the liquidators of Curetis N.V. for the performance of their duties during the liquidation process (only to be discussed and voted upon if agenda item 3 is adopted) - (VOTING ITEM)
5. Establishment of remuneration of the supervisory directors of Curetis N.V. for the performance of their duties during the liquidation process (only to be discussed and voted upon if agenda item 3 is adopted) - (VOTING ITEM)

AGENDA II

6. Granting discharge to the managing directors of Curetis N.V., in respect of the performance of their duties - (VOTING ITEM)
7. Granting discharge to the supervisory directors of Curetis N.V., in respect of the performance of their duties - (VOTING ITEM)
8. Appointment of Curetis GmbH as custodian of the books and records of Curetis N.V., in accordance with Section 2:24 of the Dutch Civil Code (only to be discussed and voted upon if agenda item 3 is adopted) - (VOTING ITEM)
9. Close of meeting

1. OPENING OF THE MEETING

DR. WERNER SCHÄFER – VICE CHAIRMAN OF THE SUPERVISORY BOARD



Dr. Werner Schäfer

**Vice Chairman of
the Supervisory
Board**

- > EGM's conformity with the Company's articles of association and law, admitting to pass valid resolutions
- > Issued share capital of Curetis N.V. at the Record Date (11 February 2020) comprising 26,282,366 ordinary shares each with a nominal value of EUR 0.01 and each one vote
- > 3.79 % or 16 shareholders with 995,011 ordinary shares are present or represented at the meeting, including e-voting casted prior to the meeting
- > Discussants shall state their name and legal entity they represent

2. EXPLANATION OF THE TRANSACTION WITH OPGEN

DISCUSSION ITEM

- Transaction
- Dissolution
- Distribution

2. EXPLANATION OF THE TRANSACTION WITH OPGEN

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2. EXPLANATION OF THE TRANSACTION WITH OPGEN

DISCUSSION ITEM

➤ Transaction

➤ Dissolution

➤ Distribution

OVERVIEW

EXPLANATION OF THE TRANSACTION WITH OPGEN - DISCUSSION ITEM

Reasons for Transaction:

- unique opportunity to more rapidly and cost effectively develop their businesses than they would have been able to on a stand-alone basis
- establish a leading AMR precision medicine business and a market leader positioned to capitalise on global opportunities in infectious disease and rapid AMR detection
- possess a broad portfolio of proprietary molecular diagnostics tests and platforms with high impact rapid diagnostics
- premier AMR bioinformatics and premier artificial-intelligence powered bioinformatics solutions for multi-drug resistance diagnostics
- financial leverage, operational synergies, and positive growth-driven business opportunities
- combine the sales, distribution, bioinformatics and operating infrastructure

OVERVIEW

EXPLANATION OF THE TRANSACTION WITH OPGEN - DISCUSSION ITEM

OpGen will through its wholly-owned subsidiary Crystal acquire:

- (i) all of the issued and outstanding capital stock of Curetis GmbH; and
- (ii) all of the assets of the Company that are related to the business being acquired, including its trade name.

OpGen has agreed to assume:

- (i) the Company's 2016 Stock Option Plan (“**ESOP**”) including the outstanding awards thereunder;
- (ii) the outstanding indebtedness of the Company under the Curetis Convertible Notes, including providing for conversion of such notes into shares of OpGen common stock; and
- (iii) all of the liabilities of the Company that are related to the business being acquired.

Fixed consideration of 2,662,564 shares of OpGen common stock

OVERVIEW

DISCUSSION ITEM

➤ Transaction

➤ Dissolution

➤ Distribution

OVERVIEW

EXPLANATION OF THE DISSOLUTION - DISCUSSION ITEM

- Company shall be dissolved
- Managing directors of Company become liquidators of the Company
- Under supervision of the supervisory directors of the Company
- Liquidators shall prepare and publish a final accounting and a plan of distribution
- When liquidation ends without any remaining assets, Company ceases to exist. If not delisted earlier in consultation with Euronext, this also effectively delists the Company from Euronext Amsterdam and Brussels

OVERVIEW

DISCUSSION ITEM

➤ Transaction

➤ Dissolution

➤ Distribution

OVERVIEW

EXPLANATION OF THE DISTRIBUTION - DISCUSSION ITEM

- Distribution by liquidation distribution, to the extent possible, in advance to the shareholders pro rata to each Curetis Share held on the Distribution Record Date.
- Distribution: 2,662,564 new shares of OpGen common stock
 - /- 135,421 shares reserved for Curetis ESOP holders;
 - /- up to 500,000 shares reserved for Curetis Convertible Notes; and
 - /- up to 20% of the remaining received OpGen shares (405,428) for potential sale by liquidators in order to ensure Company's ability to pay it's bills.
- Minimal number of shares of OpGen common stock distributable to shareholders: **1,621,714**

3. (I) APPROVAL OF THE TRANSACTION IN ACCORDANCE WITH SECTION 2:107A OF THE DUTCH CIVIL CODE, (II) RESOLUTION TO EFFECT THE DISSOLUTION AND (III) APPROVAL OF THE DISTRIBUTION

VOTING ITEM

- A combined proposal is made to the general meeting of the Company to approve the Transaction, to resolve upon the Dissolution and to approve the Distribution.

4. ESTABLISHMENT OF REMUNERATION OF THE LIQUIDATORS OF CURETIS N.V. FOR THE PERFORMANCE OF THEIR DUTIES DURING THE LIQUIDATION PROCESS

VOTING ITEM

- Management board of the Company proposes to grant a remuneration to each liquidator of the Company for the performance of their duties during the liquidation process equal to the remuneration such liquidator was entitled to in his/her capacity as managing director of the Company prior to the adoption of agenda item 3, in accordance with the 'Remuneration Policy Managing Directors' as adopted by the Company's general meeting on June 21, 2018 and published on the website of the Company.
- The supervisory board of the Company has approved the proposal of the management board regarding the remuneration in accordance with article 39.2 of the articles of association of the Company.

5. ESTABLISHMENT OF REMUNERATION OF THE SUPERVISORY DIRECTORS OF CURETIS N.V. FOR THE PERFORMANCE OF THEIR DUTIES DURING THE LIQUIDATION PROCESS

VOTING ITEM

- Management board of the Company proposes to grant a remuneration to each supervisory director of the Company for the performance of supervisory duties during the liquidation process equal to the remuneration such supervisory director was entitled to in his/her capacity as supervisory director of the Company prior to the adoption of agenda item 3, in accordance with the 'Remuneration Policy Supervisory Directors' as adopted by the Company's general meeting on June 21, 2018 and published on the website of the Company.
- The supervisory board has approved the proposal of the management board regarding the remuneration in accordance with article 39.2 of the articles of association of the Company.

6. GRANTING DISCHARGE TO THE MANAGING DIRECTORS OF CURETIS N.V., IN RESPECT OF THE PERFORMANCE OF THEIR DUTIES

VOTING ITEM

- The general meeting is requested to grant discharge to the managing directors of the Company, in respect of the performance of their management duties for the period of January 1, 2019 up to the moment of the Dissolution for all acts performed by the managing directors which have been disclosed to the Company's general meeting.

7. GRANTING DISCHARGE TO THE SUPERVISORY DIRECTORS OF THE COMPANY IN RESPECT OF THE PERFORMANCE OF THEIR DUTIES

VOTING ITEM

- The Company's general meeting is requested to grant discharge to the supervisory directors of the Company, in respect of the performance of their supervisory duties for the period of January 1, 2019 up to the moment of the Dissolution for all acts performed by the supervisory directors which have been disclosed to the Company's general meeting.

8. APPOINTMENT OF CURETIS GMBH AS CUSTODIAN OF THE BOOKS AND RECORDS OF CURETIS N.V., IN ACCORDANCE WITH SECTION 2:24 OF THE DUTCH CIVIL CODE

VOTING ITEM

- The Company's general meeting is requested to appoint Curetis GmbH as custodian of the books and records of the Company, in accordance with article 2:24 of the Dutch Civil Code

9. CLOSE OF MEETING

QUESTIONS?

WE ANSWER !

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