

**NOTICE AND AGENDA  
EXTRAORDINARY GENERAL MEETING CURETIS N.V.**

The management board (the “**Management Board**”) and the supervisory board of Curetis N.V. (the “**Supervisory Board**”) hereby invite you to attend the extraordinary general meeting to be held at Steigenberger Airport Hotel, Stationsplein Zuid-West 951, 1117 CE Schiphol, the Netherlands, on Tuesday, March 10, 2020. The meeting shall commence at 13.00 hours CET; registration starts at 12.30 hours CET.

The items on the agenda are:

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);
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.

At the date of this notice, the issued share capital of Curetis N.V. comprises 26,282,366 ordinary shares with a nominal value of EUR 0.01 each (the “**Shares**” and each a “**Share**”). Each Share confers the right to cast one vote.

As of the date hereof this notice, the agenda, the shareholders’ circular in respect of agenda items 2 and 3 and the explanatory notes to the agenda are available for inspection at [www.curetis.com](http://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](mailto: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](mailto:ir@curetis.com).

**Record date**

The persons who (i) on February 11, 2020 (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 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 of Curetis N.V. (the “**Shareholders**” and each a “**Shareholder**”) 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](http://www.abnamro.com/evoting). Registration requests via Intermediaries or the website of ABN AMRO may be submitted as from Wednesday, February 12, 2020 and no later than on Tuesday, March 3, 2020, 17.30h CET.

No later than on Wednesday, March 4, 2020, 13.00h CET, the Intermediaries must provide ABN AMRO with a statement mentioning (i) the number of Shares held by each Shareholder on the Record Date on whose behalf they make the registration and (ii) 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 13.00 hours CET. 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 authorizing 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](http://www.abnamro.com/evoting) or by e-mail via [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com) or Corporate Broking (HQ7212), no later than on Tuesday, March 3, 2020, 17.30h CET.

A proxy form can be found here: <https://curetis.com/investors>. A paper version of the proxy form can be obtained free of charge at the offices of:

- (a) ABN AMRO at Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands, or by e-mail via [corporate.broking@nl.abnamro.com](mailto: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](mailto:ir@curetis.com).

Alternatively, Shareholders 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](http://www.abnamro.com/evoting) no later than on Tuesday, March 3, 2020, 17.30h CET.

### **Questions in respect of agenda items**

As from the date of this notice and no later than on Tuesday, March 3, 2020, 17.30h CET, Shareholders may submit written questions in respect of the agenda items by e-mail via [ir@curetis.com](mailto:ir@curetis.com). These questions shall, where appropriate and as much as possible in combined form, be discussed at the meeting.

Holzgerlingen, Germany, January 27, 2020

Curetis N.V.

The Management Board and the Supervisory Board

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

**Agenda item 2: explanation of the transaction with OpGen, Inc. (the “Transaction”), the subsequent dissolution of Curetis N.V. (the “Dissolution”) and the liquidation distribution in advance in kind consisting of shares in the capital of OpGen, Inc. (the “Distribution”) (discussion item)**

On September 4, 2019, Curetis N.V. (the “**Company**” or “**Curetis N.V.**”) issued a press release in which it announced the entry into an implementation agreement with OpGen, Inc. (“**OpGen**”) and Crystal GmbH, a wholly-owned subsidiary of OpGen incorporated in Germany (the “**Implementation Agreement**”). As a result of the Implementation Agreement, and subject to satisfaction of the conditions precedent provided therein, the two companies’ businesses will be combined. The Transaction is subject to approval of the Shareholders and debt holders of the Company and Curetis GmbH, as well as the stockholders and debt holders of OpGen.

The Transaction is structured as an acquisition by OpGen’s subsidiary of all issued and outstanding shares in the capital of Curetis GmbH, a private limited liability company (*Gesellschaft mit beschränkter Haftung*), an entity which owns all of the Curetis’ group business and is wholly owned by the Company. In consideration for the acquisition of Curetis GmbH by Crystal GmbH, the Company will be entitled to receive 2,662,564 new shares of OpGen common stock, minus an aggregate of 635,421 shares of OpGen common stock to be reserved by OpGen for future issuances (i) to holders of outstanding options under the 2016 Stock Option Plan (as defined in the Shareholder Circular, which is defined below) for a number of 135,421 shares and (ii) upon the conversion, if any, of the Curetis Convertible Notes (as defined in the Shareholder Circular) for a number of 500,000 shares (the “**Transaction Shares**”). Since the date of the Implementation Agreement, the Company has issued additional shares to the holders of the PSOPs (as defined in the Shareholder Circular), and all have been retired.

Following the Transaction, the Company will be dissolved, and the Transaction Shares will be distributed to its shareholders as a liquidation distribution, to the extent possible, in advance. The financial position, and in particular the liquidity position of the Company, may require the Company’s liquidators to sell part of the Transaction Shares. The sale of these shares by the Company’s liquidators shall not exceed an aggregate of 20% of the received Transaction Shares, but shall reduce the number of Transaction Shares to be distributed as part of the Distribution. The managing directors of Curetis N.V. will act as liquidators of the Company, in accordance with article 39.1 of the articles of association of the Company. The Dissolution will be followed by the Company’s delisting from Euronext Amsterdam. The Company published a shareholder circular (the “**Shareholder Circular**”) on its website simultaneously with the convocation of the extraordinary general meeting, in which Shareholder Circular the Transaction, the Dissolution and the Distribution are explained in more detail. Additional information will be given during the extraordinary general meeting.

**Agenda 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)**

A combined proposal is made to the general meeting of the Company (the “**General Meeting**”) to approve the Transaction, to resolve upon the Dissolution and to approve the Distribution, all as further specified in the Shareholder Circular. The supervisory board of the Company (the “**Supervisory Board**”) has approved the proposal to the General Meeting regarding the Dissolution in accordance with articles 20.2 under (h) and 38.1 of the articles of association of the Company.

**Agenda item 4: establishment of remuneration of the liquidators of Curetis N.V. for the performance of their duties during the liquidation process (voting item)**

The management board of the Company (the “**Management Board**”) makes a proposal 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 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 General Meeting on June 21, 2018 and published on the website of the Company. This agenda item shall only be discussed and voted upon if agenda item 3 is adopted.

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.

**Agenda item 5: establishment of remuneration of the supervisory directors of Curetis N.V. for the performance of their duties during the liquidation process (voting item)**

The Management Board makes a proposal 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 General Meeting on June 21, 2018 and published on the website of the Company. This agenda item shall only be discussed and voted upon if agenda item 3 is adopted.

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.

**Agenda item 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 General Meeting.

**Agenda item 7: granting discharge to the supervisory 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 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 its Dissolution for all acts performed by the supervisory directors which have been disclosed to the General Meeting.

**Agenda 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 (voting item)**

The General Meeting is requested to appoint Curetis GmbH as custodian of the books and records of Curetis N.V., in accordance with article 2:24 of the Dutch Civil Code. This agenda item shall only be discussed and voted upon if agenda item 3 is adopted.

Holzgerlingen, Germany, January 27, 2020

Curetis N.V.

The Management Board and the Supervisory Board