**PROXY**

As a shareholder of **Marinomed Biotech AG**, I/we hereby authorize

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Name des Bevollmächtigten in Blockbuchstaben)

to represent me/us at the 3rd Annual General Meeting of Marinomed Biotech AG, FN 276819 m, to be held on Thursday, September 17, 2020, at 13:00 CET, as shareholder(s) and to exercise all rights to which I am/we are entitled as shareholder(s) of Marinomed Biotech AG, including, but not limited to the voting right.

In particular, I/we authorize the above mentioned proxy holder to vote on my/our behalf and pass resolutions regarding the following **agenda items**:

1. Resolution on the discharge of the members of the management board from their responsibility for the fiscal year 2019
2. Resolution on the discharge of the members of the supervisory board from their responsibility for the fiscal year 2019
3. Election of the auditor of the financial statements and the group financial statements for the fiscal year 2020
4. Resolution on the remuneration policy
5. Resolution on the change of the company’s articles of association in § 1 para 2 (change of registered office from Vienna to Korneuburg)
6. Resolution on the cancellation of the existing authorized capital and the creation of a new authorized capital in the amount of 50% of the share capital in exchange for cash and/or in kind with the authorization to exclude the subscription right and partial direct exclusion of the statutory subscription right as well as the corresponding amendment of the articles of association in § 5 (share capital) para 6
7. Resolution on the change of the conditional capital according to § 159 para 2 cif 3 Austrian Stock Corporation Act (AktG) according to the resolution of the general assembly on November 15, 2018, reducing the conditional capital to EUR 43,694 as well as the corresponding amendment of the articles of association in § 5 (share capital) para 7
8. Resolution on the conditional increase of the share capital of the company according to § 159 para 2 cif 3 Austrian Stock Corporation Act (AktG) in the amount of up to EUR 54,000 by issuing up to 54,000 no-par-bearer shares to settle stock options under the Stock Option Plan 2020 as well as the corresponding amendment of the articles of association in § 5 (share capital) para 8

I/we issue the instruction to above mentioned proxy holder to vote on my/our behalf regarding the resolution proposals of the management board and the supervisory board for agenda items 2 to 9 as stipulated in the invitation to the Annual General Meeting made available for download at the website of the Company [www.marinomed.com](http://www.marinomed.com) as follows (please mark with a cross as applicable); without explicit instruction, the proxy holder will abstain from voting:

**AGENDA ITEM 2**

|  |  |  |
| --- | --- | --- |
| YES Vote | NO Vote | Abstention |

**AGENDA ITEM 3**

|  |  |  |
| --- | --- | --- |
| YES Vote | NO Vote | Abstention |

**AGENDA ITEM 4**

|  |  |  |
| --- | --- | --- |
| YES Vote | NO Vote | Abstention |

**AGENDA ITEM 5.1 Remuneration policy for the management board**

|  |  |  |
| --- | --- | --- |
| YES Vote | NO Vote | Abstention |

**AGENDA ITEM 5.2 Remuneration policy for the supervisory board**

|  |  |  |
| --- | --- | --- |
| YES Vote | NO Vote | Abstention |

**AGENDA ITEM 6 Change of articles of association (change of registered office from Vienna to Korneuburg)**

|  |  |  |
| --- | --- | --- |
| YES Vote | NO Vote | Abstention |

**AGENDA ITEM 7 Authorized capital**

|  |  |  |
| --- | --- | --- |
| YES Vote | NO Vote | Abstention |

**AGENDA ITEM 8 Conditional capital (reduction)**

|  |  |  |
| --- | --- | --- |
| YES Vote | NO Vote | Abstention |

**AGENDA ITEM 9 Conditional capital (creation)**

|  |  |  |
| --- | --- | --- |
| YES Vote | NO Vote | Abstention |

In case there is an individual voting on one or multiple agenda items during the Annual General Meeting, the instruction for voting on such agenda item shall be applicable to each subitem.

The above mentioned proxy holder is entitled and authorised to perform all actions and make all declarations free of the restrictions relating to dual representation.

The named proxy holder is empowered and authorized to carry out all actions and declarations under exemption from the restrictions of self-contracting and double representation.

**Information on the protection of shareholder data**

Marinomed Biotech AG processes personal data of its shareholders (including, but not limited to, those pursuant to article 10a para. 2 of the Austrian Stock Corporation Act (AktG), i.e. name, address, date of birth, securities deposit number, number of shares held by the shareholder, class of shares where applicable, voting card number and, where applicable, name and date of birth of the authorised person(s)) on the basis of the applicable data protection provisions and the Austrian Stock Corporation Act (AktG), to enable the shareholders to exercise their rights at the Annual General Meeting.

The processing of personal data of shareholders is an unconditional requirement for the attendance of the shareholders and their representatives at the Annual General Meeting in accordance with the Austrian Stock Corporation Act (AktG). Consequently, article 6 (1) c) of the GDPR provides the legal basis for data processing.

The service providers retained for the purposes of organising the Annual General Meeting, will receive exclusively those personal data from Marinomed Biotech AG which are necessary to deliver the services for which they have been contracted, and they will process such data exclusively in accordance with the instructions of Marinomed Biotech AG.

At any time, each shareholder has the right of information, rectification, restriction, revocation and extinction regarding the processing of his/her personal data, as well as a right to data portability under chapter III of the GDPR. Personal data of shareholders will be deleted at the end of the legal retention period. Shareholders may exercise these rights free of charge by contacting Marinomed Biotech AG at the following contact details:

Marinomed Biotech AG

Attn. Dr. Andreas Grassauer

Telefax: +43 2262 90300

Email: [office@marinomed.com](mailto:office@marinomed.com)

Moreover, the shareholders have the right to file a complaint with the data protection authority in accordance with article 77 of the GDPR.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Name/company and address of the shareholder in capital letters)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Date, personal signature of the shareholder or facsimile of such signature)

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Custodian bank) / (number of no-par value shares)