

**Marinomed Biotech AG
Vienna, FN 276819m**

**Resolution proposals of the management board and the supervisory board for the
2nd Annual General Meeting
Juni 11, 2019**

1. Presentation of the adopted financial statements according to the Austrian Commercial Code (UGB), including the management report and the corporate governance report, the voluntary financial statements according to IFRS and the report of the supervisory board for the fiscal year 2018

As the above mentioned documents are presented to the Annual General Meeting for information purposes only, no resolution will be passed on this agenda item.

The financial statements for the fiscal year 2018 have been approved by the supervisory board and have thus been adopted.

As the financial statements show a balance sheet loss, no resolution will be passed on the distribution of the net profit for the year and there won't be a separate agenda item.

2. Resolution on the discharge of the members of the management board from their responsibility for the fiscal year 2018

The management board and the supervisory board propose that the Annual General Meeting discharges the members of the management board holding office in the fiscal year 2018 from their responsibility for this period.

3. Resolution on the discharge of the members of the supervisory board from their responsibility for the fiscal year 2018

The management board and the supervisory board propose that the Annual General Meeting discharges the members of the supervisory board holding office in the fiscal year 2018 from their responsibility for this period.

4. Resolution on the remuneration of the members of the supervisory board

The management board and the supervisory board propose for the fiscal year 2019 and subsequent years (as long as the Annual General Meeting does not pass any resolution to the contrary) the basic remuneration for the members elected by the Annual General Meeting as follows:

for the chairman	EUR 50,000.--
for the vice-chairwoman	EUR 20,000.--
for any other member of the supervisory board	EUR 10,000.--

If any member of the supervisory board does not hold office for a full fiscal year, the payment of the remuneration shall be on a pro-rata basis (calculated on a per month basis). Payment of the basic remuneration shall be quarterly.

For the members of the supervisory board elected by the Annual General Meeting, there shall be an attendance fee of EUR 2,500.-- per member and actually attended meeting. If there are two meetings on a same day (e.g. plenary meeting and committee meeting), the attendance fee will only be paid once.

5. Election of the auditor of the financial statements for the fiscal year 2019

In line with the recommendation made by the Audit Committee, the supervisory board proposes that the Annual General Meeting elects BDO Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, as the auditor for the financial statements for the fiscal year 2019.

Vienna, May 13, 2019

The management board

Chairman of the supervisory board