

**Invitation**  
**to an Extraordinary General Meeting**  
**on Thursday, December 19, 2024, at 9:00 a.m. (Vienna time)**  
on the premises of DLA Piper Weiss-Tessbach Rechtsanwälte GmbH  
1010 Vienna, Schottenring 2-6  
(as described in more detail below)

**I. AGENDA**

1. Approval of the sale of the Carragelose division
2. Resolution on (a) the cancellation of the authorization granted by the Annual General Meeting of June 20, 2024 under item 7 of the agenda, to issue financial instruments within the meaning of Sec. 174 Austrian Stock Corporation Act (AktG) and (b) the authorization of the Management Board to issue financial instruments within the meaning of Sec. 174 AktG, in particular convertible bonds, profit participating bonds or participation rights that may comprise the purchase of and/or the exchange into shares of the Company, including the partial exclusion of statutory subscription rights (direct exclusion) as well as the authorization to exclude the statutory subscription rights to these financial instruments with the approval of the Supervisory Board
3. Resolution on (a) the cancellation of the existing Conditional Capital 2024 and (b) the conditional increase of the Company's share capital pursuant to Section 159 para. 2 no. 1 Austrian Stock Corporation Act (AktG) for the issue to creditors of financial instruments ("Conditional Capital 2024/II") and the corresponding amendment of the Articles of Association in Section 5 (Share Capital) paras. 5 and 9
4. Resolution on (a) the cancellation of the existing Authorized Capital 2024 and (b) the creation of new authorized capital of up to 50% of the share capital against cash contributions and/or contributions in kind with the authorization to exclude subscription rights and partial direct exclusion of subscription rights ("Authorized Capital 2024/II") and corresponding amendment of the Articles of Association in Section 5 (Share Capital) para. 6
5. Election of a person to the Supervisory Board

**II. DOCUMENTS FOR THE GENERAL MEETING, PROVISION OF INFORMATION ON THE WEBSITE**

The following documents in particular will be available from **November 28, 2024**, at the latest on the Company's website at [www.marinomed.com](http://www.marinomed.com), which is entered in the Commercial Register:

- Proposed resolutions on agenda items 1 to 5
- Report of the Management Board pursuant to Section 174 para. 4 in conjunction with Section 153 para. 4 Austrian Stock Corporation Act (AktG) on the exclusion of subscription rights when issuing financial instruments under agenda items 2 and 3,
- Report of the Management Board pursuant to Section 170 (2) in conjunction with Section 153 (4) Austrian Stock Corporation Act (AktG) on agenda item 4,
- Declaration of the candidate for election to the Supervisory Board pursuant to Section 87 (2) Austrian Stock Corporation Act (AktG) including curriculum vitae under agenda item 5,
- Form for proxies and voting instructions,
- Form for the revocation of a proxy,
- Full text of this invitation.

### III. RECORD DATE AND REQUIREMENTS FOR PARTICIPATION IN THE GENERAL MEETING

The entitlement to participate in the General Meeting and to exercise voting rights and other shareholder rights to be asserted at the General Meeting is based on the shareholding at the end of **December 9, 2024, (24:00 Vienna time) (record date)**. Only those who are shareholders on this record date and can prove this to the Company are entitled to participate in the General Meeting.

Proof of share ownership on the record date requires a deposit certificate in accordance with Section 10a Austrian Stock Corporation Act (AktG), which refers to the record date and must be received by the Company no later than **December 16, 2024, (24:00, Vienna time)** exclusively via one of the following communication channels and addresses:

For the transmission of the safe custody receipt in text form, which the Articles of Association pursuant to § 17 para. 2 suffice

By e-mail: **anmeldung.marinomed@hauptversammlung.at**  
(Please send deposit confirmations in .pdf format)

For the transmission of the deposit confirmation in writing by post or courier:

Marinomed Biotech AG  
c/o HV-Veranstaltungsservice GmbH  
8242 St. Lorenzen am Wechsel, Köppel 60

Per SWIFT ISO 15022: GIBAATWGGMS  
(Message Type MT598 or MT599, please indicate ISIN ATMARINOMED6 in the text)

Fax: +43 (0)1 8900 500 - 50

Shareholders are requested to contact their custodian bank and arrange for the issue and transmission of a deposit certificate.

#### **Deposit certificate pursuant to Section 10a Austrian Stock Corporation Act (AktG)**

The deposit certificate must be issued by the custodian bank domiciled in a member state of the European Economic Area or in a full member state of the OECD from and must contain the following information:

- Information on the issuer: company name and address or a code commonly used in transactions between credit institutions (SWIFT code),
- Information on the shareholder: name/company name and address, in the case of natural persons also the date of birth at and, in the case of legal entities, the register and number under which the legal entity is registered in its country of origin,
- Information on the shares: Number of shares held by the shareholder, ISIN ATMARINOMED6 (international securities identification number),
- Depot number, otherwise another designation,
- Date to which the deposit confirmation refers.

The deposit certificate as proof of share ownership for participation in the General Meeting must refer to the end of the record date **December 9, 2024, (24:00 Vienna time)**. The deposit certificate will be accepted in German or in English.

### IV. POSSIBILITY OF APPOINTING A REPRESENTATIVE AND THE PROCEDURE TO BE FOLLOWED

Every shareholder who is entitled to participate in the General Meeting and has provided evidence of this to the Company in accordance with the provisions of this invitation (item III.) has

the right to appoint a proxy to attend the General Meeting on behalf of the shareholder and has the same rights as the shareholder he/she represents.

The proxy must be granted to a specific (natural or legal) person in text form within the meaning of Section 13 (2) Austrian Stock Corporation Act (AktG), whereby several persons may also be authorized. The granting of a proxy is possible both before and during the General Meeting. The proxy must be received by the Company exclusively at one of the following addresses:

By mail or Messenger:	Marinomed Biotech AG c/o HV-Veranstaltungsservice GmbH 8242 St. Lorenzen am Wechsel, Köppel 60
By e-mail:	<b>anmeldung.marinomed@hauptversammlung.at</b> (Please send powers of attorney in .pdf format)
Per SWIFT ISO 15022:	GIBAATWGGMS (Message Type MT598 or MT599, please indicate ISIN ATMARINOMED6 in the text)
By fax:	+43 (0)1 8900 500 - 50
In person:	when registering for the General Meeting at the venue

If the proxy is not submitted in person at the registration on the day of the General Meeting, the proxy must be received at one of the aforementioned addresses no later than **December 18, 2024, 4:00 p.m. (Vienna time)**.

A proxy form and a form for revoking the proxy are available on the Company's website at [www.marinomed.com](http://www.marinomed.com). The use of one of the forms is not mandatory within the meaning of Section 114 (3) Austrian Stock Corporation Act (AktG). The above provisions on the granting of a proxy apply *mutatis mutandis* to the revocation of a proxy.

### **Independent proxy**

Information regarding an independent proxy recommended by the Company will be published shortly on the Company's website at [www.marinomed.com](http://www.marinomed.com).

## **V. NOTES ON SHAREHOLDERS' RIGHTS IN ACCORDANCE WITH Sections 109, 110, 118 AND 119 AUSTRIAN STOCK CORPORATION ACT (AktG)**

### **1. Additions to the agenda by shareholders in accordance with Section 109 Austrian Stock Corporation Act (AktG)**

Shareholders whose shares individually or collectively account for 5% of the share capital and who have held these shares for at least three months prior to submitting their request may request in writing that **additional items** be placed on **the agenda of** this General Meeting and published if this request is made to the Company.

- in writing by mail or courier no later than **November 29, 2024**, by the end of normal business hours (**this is no later than 4:00 p.m., Vienna time**) exclusively to the address **Marinomed Biotech AG, attn. Pascal Schmidt, Hovengasse 25, 2100 Korneuburg**,
- or
- by e-mail, with a qualified electronic signature by **November 30, 2024 (24:00, Vienna time)** at the latest to the e-mail address [ir@marinomed.com](mailto:ir@marinomed.com)
- or
- by SWIFT no later than **November 30, 2024 (24:00, Vienna time)** to the address GIBAAT-WGGMS

is received. "In writing" means personally signed or signed by each applicant or, if sent by e-mail, with a qualified electronic signature or, if sent by SWIFT, with message type MT598 or type MT599, whereby ISIN ATMARINOMED6 must be stated in the text. With regard to the other requirements for the deposit certificate, please refer to the information on eligibility to participate (item III. of this invitation).

Note: As the 19<sup>th</sup> day before the Extraordinary General Meeting falls on a Saturday, no shareholder request can be received by post or courier on that day, November 30, 2024. In order to exercise this shareholder right in due time, the shareholder request must be received by post or courier no later than the previous working day, which is November 29, 2024, 4:00 p.m., Vienna time. This does not affect timely transmission by e-mail with a qualified electronic signature or by SWIFT on November 30, 2024, no later than midnight, Vienna time.

Each agenda item requested in this way must be accompanied by a proposed resolution together with a statement of reasons. The agenda item and the proposed resolution, but not the statement of reasons, must also be written in German. Proof of shareholder status must be provided by submitting a deposit certificate in accordance with Section 10a Austrian Stock Corporation Act (AktG), which confirms that the shareholders submitting the motion have held the shares for at least three months prior to submitting the motion and which must not be older than seven days at the time of submission to the Company. Several deposit confirmations for shares that only together represent the 5% shareholding must refer to the same date (day, time). With regard to the other requirements for the deposit certificate, please refer to the information on eligibility to participate (point III.).

## **2. Resolutions on the agenda proposed by shareholders in accordance with Section 110 Austrian Stock Corporation Act (AktG)**

Shareholders holding severally or jointly at least 1% of the share capital are entitled to submit **resolution proposals** on any item of the agenda, including a statement of grounds, in text form within the meaning of Sec. 13 Para. 2 Austrian Stock Corporation Act (AktG) and to demand that such proposals, including the names of the respective shareholders, the grounds therefor and any statements made by the Management Board or the Supervisory Board be made available on the Company's website that has been entered in the Commercial Register. Such request must be delivered to the Company in text form no later than **December 10, 2024** (24:00, Vienna time) to the address **Marinomed Biotech AG, attn. Pascal Schmidt, Hovengasse 25, 2100 Korneuburg, Austria** or by e-mail to [ir@marinomed.com](mailto:ir@marinomed.com); such request to be attached to the e-mail in text form within the meaning of Sec. 13 Para. 2 Austrian Stock Corporation Act (AktG), e. g. as a .pdf file.

## **3. Disclosures pursuant to section 110 para. 2 sentence 2 in conjunction with section 86 para. 7 and 9 Austrian Stock Corporation Act (AktG)**

The Company provides the following information on agenda item 5 "Election of a person to the Supervisory Board" and the possible submission of a corresponding election proposal by shareholders in accordance with Section 110 Austrian Stock Corporation Act (AktG):

In accordance with Section 11 (1) of the Articles of Association, the Supervisory Board of Marinomed Biotech AG consists of at least three and a maximum of six members elected by the General Meeting. Since the last election by the 6<sup>th</sup> General Meeting in 2023, the Company's Supervisory Board has consisted of five members elected by the General Meeting, two of whom left the Supervisory Board in the course of the 2024 financial year. At the time this Extraordinary General Meeting was convened, the Supervisory Board therefore had three members.

As the number of Supervisory Board members is therefore less than six, the Company is not subject to the scope of application of Section 86 (7) Austrian Stock Corporation Act (AktG) (gender quota), according to which the Supervisory Board of listed companies must consist of at least 30% women and at least 30% men. This requirement is nevertheless fulfilled, as the Supervisory Board of Marinomed Biotech AG consists of two women and one man until the convening of the present Extraordinary General Meeting. There are no employee representatives on the Supervisory Board.

The non-applicability of the aforementioned gender quota will continue to apply in the event of the proposed election of Dr. Karl MAHLER, as the Supervisory Board will consist of four members in this case. In this case, the Supervisory Board would consist of two women and two men, which corresponds to 50% women and 50% men.

#### **4. Shareholders' right to information pursuant to Section 118 Austrian Stock Corporation Act (AktG)**

Upon request, each shareholder must be provided with information on the Company's affairs at the General Meeting, insofar as this is necessary for the proper assessment of an item on the agenda. The duty to provide information also extends to the company's legal relationships with an affiliated company and to the situation of the Group and the companies included in the consolidated financial statements. The information may be refused if, according to reasonable business judgment, it is likely to cause significant disadvantage to the company or an affiliated company, or if providing it would be punishable by law.

#### **5. Motions by shareholders at the General Meeting in accordance with Section 119 Austrian Stock Corporation Act (AktG)**

Every shareholder – irrespective of a specific shareholding – is entitled to submit motions at the General Meeting on any item on the agenda (exception: proposed resolutions for election to the Supervisory Board). The prerequisite for this is proof of eligibility to participate as defined in this invitation.

#### **6. Information on the website**

Further information on shareholders' rights in accordance with Sections 109, 110, 118 and 119 Austrian Stock Corporation Act (AktG) and information on data protection can be found on the Company's website [www.marinomed.com](http://www.marinomed.com) under the menu items "Investors & ESG" and "Annual General Meeting".

### **VI. FURTHER INFORMATION AND NOTES**

#### **1. Total number of shares and voting rights**

At the time the General Meeting is convened, the Company's share capital amounts to EUR 1,694,583 and is divided into 1,694,583 no-par value bearer shares. Each share grants one vote. The total number of voting rights at the time the General Meeting is convened is therefore 1,694,583 voting rights. The Company does not hold any treasury shares, either directly or indirectly, at the time the General Meeting is convened.

#### **2. Proof of identity and admission**

Shareholders and their proxies are requested to have a valid official photo ID ready for identification purposes when registering.

### **3. Place of the General Meeting and access**

The General Meeting will take place on the first floor of the premises of DLA Piper Weiss-Tessbach Rechtsanwälte GmbH, Schottenring 2-6, 1010 Vienna, in the "Oktogon" room. Access is only possible via the entrance on Wiener Ringstraße with the address Schottenring 2-6, 1010 Vienna. The building in which the General Meeting is taking place is also referred to as the "Haus am Schottentor". Access to the venue of the General Meeting is possible from 8:30 a.m. (Vienna time) on December 19, 2024. A designated person will allow access at the entrance to the building (Schottenring 2-6, 1010 Vienna).

Korneuburg, November 2024

The Management Board

Note:

*This is a working translation of the German language version and for convenience only. In the event of conflict with the German language version, the German language version shall prevail.*

