Marinomed Biotech AG
Hovengasse 25, 2100 Korneuburg
Company register number 276819m
ISIN ATMARINOMED6

Resolutions proposed by the Management Board and the Supervisory Board
for the Extraordinary General Meeting
on December 19, 2024

1. Resolution on the sale of the Carragelose division

The Management Board and Supervisory Board propose that the General Meeting adopt the following resolution:

The General Meeting approves the sale of the Carragelose business, which is the business of marketing products for the prophylaxis and treatment of viral respiratory diseases and allergies, as well as moisturizing eye drops, including related products in development based on pharmaceutical-grade iota-carrageenan from red algae, under the brand name "Carragelose", to the acquirer Unither Pharmaceuticals pursuant to a purchase agreement that provides for an upfront payment and milestone payments totaling up to EUR 20 million, subject to the achievement of certain commercial and operational targets over the next two years.

Explanation:

On August 14, 2024, the Company applied for the initiation of court restructuring proceedings in order to secure the Company's long-term financial stability by concluding a restructuring plan. It was already communicated at the time that, in addition to restructuring measures, proceeds from the realization of strategic options for the Carragelose business, among other things, would be used for this purpose.

On November 14, 2024, the Company announced that the creditors' meeting had unanimously approved the restructuring plan submitted at the restructuring plan and final account hearing on November 14, 2024 at the Korneuburg Regional Court. The fixed quota amounts to 30%, payable in several installments within two years. The funds required to repay the quotas are to be raised in part through the sale of the Carragelose division.

The Company has now concluded an agreement to sell the Carragelose business to Unither Pharmaceuticals. The aim is to restore the Company's financial stability. The sale is therefore in the interests of the Company.

Following the completion of the sale, the Company will continue to be active in the research, development and commercialization of medical devices, biotechnological and pharmaceutical products and dietary supplements, and will retain the Marinosolv business in particular. In addition, it is intended that the Company will provide certain services to Unither Pharmaceuticals on the basis of a transitional services agreement over several years following completion of the sale. In summary, the sale to Unither Pharmaceuticals is intended to create a sustainable future for the Company, which is why the Management Board and the Supervisory Board are asking the shareholders for their approval.

2. Resolution on (a) the cancellation of the authorization to issue financial instruments within the meaning of Section 174 Austrian Stock Corporation Act (AktG) resolved at the Annual General Meeting on 20 June 2024 under item 7 of the agenda and (b) the authorization of the Management Board to issue financial instruments within the meaning of Section 174 Austrian Stock Corporation Act (AktG), in particular convertible bonds, participating bonds or profit participation rights, which may provide for the subscription and/or exchange of shares in the Company, including partial exclusion of subscription rights (direct exclusion) and authorization

to exclude shareholders' subscription rights to these financial instruments with the approval of the Supervisory Board

The Management Board and Supervisory Board propose that the General Meeting adopt the following resolution:

a) The authorization of the Management Board resolved at the 7th Annual General Meeting on June 20, 2024 under agenda item 7 to issue financial instruments within the meaning of Section 174 Austrian Stock Corporation Act (AktG), in particular convertible bonds, participating bonds or profit participation rights, which may provide for the subscription and/or exchange of shares in the Company, including partial exclusion of subscription rights (direct exclusion) and authorization to exclude shareholders' subscription rights to these financial instruments with the approval of the Supervisory Board, is revoked to the extent not used and the Management Board is simultaneously authorized in accordance with Section 174 para. 2 Austrian Stock Corporation Act (AktG) with the approval of the Supervisory Board until December 18, 2029 to issue financial instruments, i.e. convertible bonds, participating bonds or profit participation rights, which may provide for the subscription of and/or conversion into shares of the Company, with the consent of the Supervisory Board, until December 18, 2029, which carry a subscription and/or conversion right or a subscription or conversion obligation for a total of up to 169,458 new bearer shares (ordinary shares) in the Company with a proportionate amount of the share capital totaling up to EUR 169,458.00, also in several tranches and in different combinations. The financial instruments can be structured in such a way that they can be recognized as debt or equity.

b) To service the subscription and/or conversion rights or the subscription or conversion obligations arising from the financial instruments, the Management Board may use the conditional capital, in particular the new Conditional Capital 2024/II to be created in accordance with agenda item 3 of the Extraordinary General Meeting on December 19, 2024, treasury shares or a combination of conditional capital and treasury shares as well as any other permissible form of delivery.

c) Issue amount and issue conditions of the financial instruments (in particular: interest rate, term, ranking (including subordination), denomination, protection against dilution, conversion modalities (in particular conversion rights and/or conversion obligations), conversion price, conversion ratio and conversion and/or subscription conditions and/or obligations, possibility of cash compensation, etc.) are to be determined by the Management Board with the approval of the Supervisory Board. The price of the financial instruments is to be determined using standard market calculation methods and the market price of the existing shares of the Company in a standard market pricing procedure. The issue price may not be less than the proportionate amount of the share capital.

d) Shareholders are generally entitled to a subscription right to the financial instruments. The statutory subscription right can be granted to shareholders in such a way that the financial instruments are taken over by a credit institution or a syndicate of credit institutions with the obligation to offer them to shareholders in accordance with their subscription right (indirect subscription right).

e) Shareholders' statutory subscription rights are excluded (direct exclusion of statutory subscription rights) if and insofar as this authorization is exercised by issuing financial instruments that grant subscription and/or conversion rights to a total of up to 169,458 shares, whereby direct exclusions of statutory subscription rights under this agenda item 2 (financial instruments) and direct exclusions of statutory subscription rights under agenda item 4 (Authorized Capital 2024/II) may not exceed a total nominal amount of EUR 168,458 or an amount of 169,458 shares to be issued.

f) The Management Board is also authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights to financial instruments within the meaning of Section 174 (4) Austrian Stock Corporation Act (AktG).

Explanation:

The issue of convertible bonds, participating bonds or profit participation rights, which may provide for the subscription of and/or exchange for shares in the Company (together the "financial instruments"), represents an alternative to a cash capital increase, which offers the Company additional flexibility in financing and, from the Company's - and therefore the shareholders' - perspective, is usually a significantly more favorable alternative to a conventional bond. Convertible bonds and the other financial instruments also offer the Company an appropriate means of keeping capital costs low. The authorization to issue the financial instruments within the meaning of Section 174 Austrian Stock Corporation Act (AktG) is intended in particular to enable the Company to use other forms of financing as part of the active management of its capital structure and to benefit from the generally better financing conditions than with conventional (pure) debt instruments (loan financing, bonds).

At the time of publication of these proposed resolutions, the Company had issued a total of 1,694,583 shares.

However, the financial instruments shall only be issued in accordance with this authorization if the sum of (i) new shares for which conversion and/or subscription rights are granted with such financial instruments, (ii) new shares issued to service stock options granted to members of the Management Board and other employees of the Company in accordance with the Stock Option Plan 2018 and the Management Stock Option Plan 2024 and (iii) from the authorized capital to be resolved under agenda item 4 of the Extraordinary General Meeting on 19 December 2024 does not exceed the amount of 847,291 shares to be issued from the authorized capital to be resolved. This is intended to avoid any further dilution of shareholders' shareholdings beyond the authorized capital to be resolved under agenda item 4 of the Extraordinary General Meeting on December 19, 2024.

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 to the Articles of Association in Section 5 (Share Capital) paras. 5 and 9**

The Management Board and Supervisory Board propose that the General Meeting adopt the following resolution:

a) The existing Conditional Capital 2024 pursuant to Section 5 (5) of the Articles of Association is canceled to the extent not utilized.

b) The Company's share capital is conditionally increased by up to EUR 169,458 by issuing up to 169,458 no-par value bearer shares (ordinary shares) in accordance with Section 159 para. 2 no. 1 of the Austrian Stock Corporation Act ("Conditional Capital 2024/II"). The conditional capital increase will only be carried out to the extent that the creditors of financial instruments, which the Management Board was authorized to issue at the Annual General Meeting on 20 June 2024 and at the Extraordinary General Meeting on 19 December 2024 with the approval of the Supervisory Board, exercise their subscription or conversion rights to shares in the Company or those who are obliged to subscribe or convert fulfil their obligation to subscribe or convert, and the Management Board decides to service these financial instruments with new shares from Conditional Capital 2024/II. The issue amount per share may not be less than the pro-rata amount of the share capital. The new shares issued from Conditional Capital 2024/II carry the same dividend rights as the other shares outstanding at that time. The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase.

The Supervisory Board is authorized to amend the Articles of Association in accordance with Section 145 Austrian Stock Corporation Act (AktG) for the purpose of adjusting the share capital to the actual share capital. The same applies in the event that the authorization to issue financial instruments is not utilized after expiry of the authorization period and in the event that Conditional Capital 2024/II is not utilized after expiry of the periods in accordance with the conditions of the financial instruments.

c) The sum of (i) new shares issued to service financial instruments that the Management Board was authorized to issue at the Extraordinary General Meeting on December 19, 2024 with the approval of the Supervisory Board, (ii) new shares issued to service stock options granted to members of the Management Board and other employees of the Company in accordance with the Stock Option Plan 2018 and the Stock Option Plan 2024 and (iii) shares already issued or to be issued from the authorized capital in accordance with Section 5 (6) of the Articles of Association, for the issue of which legally effective resolutions already exist at the time the financial instruments are issued, may not exceed the amount of 847,291 shares. The subscription or conversion rights (or any subscription or conversion obligations) of the holders of financial instruments must be safeguarded in any case.

d) Section 5 (5) of the Articles of Association shall be repealed and replaced by a new Section 5 (5) with the same wording as the resolution adopted for this agenda item under b).

e) Section 5 (9) of the Articles of Association shall be repealed and replaced by a new Section 5 (9) with the same wording as the resolution adopted under c) of this agenda item.

Explanation:

By resolution of the Annual General Meeting on June 20, 2024, the Company's share capital was conditionally increased by up to EUR 154,053 by issuing up to 154,053 new no-par value shares (ordinary shares) for issue to creditors of convertible bonds ("Conditional Capital 2024"). As a result of the issue of new shares as part of the capital increase from Authorized Capital 2024 on 18 September 2024, the share capital was increased by EUR 154,053 through the issue of 154,053 ordinary shares and amounted to EUR 1,694,583 at the time of the resolution by the Extraordinary General Meeting on 19 December 2024.

Based on the aforementioned number of shares issued by the Company, the conditional capital increase in question amounts to 10% of the share capital. Taking into account the potential subscription shares still to be issued on the basis of the Conditional Capital 2024 pursuant to Section 5 (7) of the Articles of Association and the Conditional Capital 2024 pursuant to Section 5 (8) of the Articles of Association, the nominal amount of the Company's conditional capital therefore does not exceed half of the Company's current share capital. The issue amount is to be determined considering standard market calculation methods and the share price in a standard market pricing procedure.

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

The Management Board and Supervisory Board propose that the General Meeting adopt the following resolution:

(a) The existing Authorized Capital 2024 in accordance with Section 5 (6) of the Articles of Association will be cancelled to the extent not used.

(b) The Management Board is authorized until December 18, 2029 to increase the Company's share capital, with the approval of the Supervisory Board, by up to EUR 847,291 (eight hundred and forty-seven thousand two hundred and ninety-one euros), if necessary in several tranches, against cash and/or non-cash contributions by issuing up to 847.291 (eight hundred and forty-seven thousand two hundred and ninety-one) new bearer shares at a minimum issue price of EUR 1.00 per share (pro-rata amount of the share capital per share) and to determine the issue amount, the issue conditions and further details of the capital increase in agreement with the Supervisory Board ("Authorized Capital 2024/II").

Shareholders must generally be granted a subscription right to the new shares issued from Authorized Capital 2024/II, whereby the statutory subscription right can be granted to shareholders in such a way that the capital increase is underwritten by a bank or a syndicate of banks with the obligation to offer it to shareholders in accordance with their subscription right (indirect subscription right pursuant to Section 153 para. 6 of the Austrian Stock Corporation Act (AktG)).

Shareholders' statutory subscription rights to the new shares issued from Authorized Capital 2024/II are excluded to a total extent of up to 10% (ten percent) of the Company's share capital existing at the time of the resolution by the Extraordinary General Meeting on the granting of Authorized Capital 2024/II (direct exclusion of statutory subscription rights) if and to the extent that this authorization is exercised

(i) by issuing shares against cash contributions in order to service over-allotment options (greenshoe options) granted to the underwriters in connection with the placement of new shares in the Company; and/or

(ii) by issuing shares in return for cash contributions in one or more tranches in order to quickly and flexibly secure short-term funding (in particular by way of an accelerated bookbuilding process or a private placement) in the interests of the Company to strengthen its equity base, to cover short-term liquidity requirements and/or to launch new and/or continue existing projects.

In addition to the above cases of direct exclusion of the statutory subscription right, the Management Board is also authorized, with the approval of the Supervisory Board, to exclude the statutory subscription right to the new shares issued from the Authorized Capital 2024/II (authorization to exclude the statutory subscription right) if and insofar as:

(i) the capital increase is made against contributions in kind, in particular of companies, businesses, parts of businesses or shares in one or more companies in Austria or abroad or of other assets (e.g. patents); and/or

(ii) the capital increase is carried out in return for cash contributions and the total arithmetical proportion of the Company's share capital attributable to the shares issued in return for cash contributions with the exclusion of subscription rights does not exceed the limit of 10% (ten percent) of the Company's share capital existing at the time of the resolution by the Extraordinary General Meeting on the granting of Authorized Capital 2024/II.

Pursuant to Section 145 of the Austrian Stock Corporation Act (AktG), the Supervisory Board is authorized to resolve amendments to the Articles of Association resulting from the issue of shares from Authorized Capital 2024/II; and

(c) Cancellation of Section 5 (6) of the Company's Articles of Association and insertion of a new paragraph 6, which is worded identically to the resolution adopted for this agenda item under b).

Explanation:

The Annual General Meeting last resolved authorized capital on June 20, 2024 and authorized the Management Board to increase the Company's share capital by up to EUR 770,265, if necessary in several tranches, against cash and/or non-cash contributions by June 19, 2029 in accordance with Section 169 of the Austrian Stock Corporation Act (AktG) by issuing up to 770.265 new no-par value bearer shares at a minimum issue price of EUR 1.00 (one euro) per share (pro-rata amount of the share capital per share) and to determine the issue amount, the issue conditions and further details of the capital increase in agreement with the Supervisory Board ("Authorized Capital 2024"). The Authorized Capital 2024 was utilized by the Company on 18 September 2024 by issuing 154,053 shares, corresponding to 10% of the Company's share capital at that time, thereby increasing the Company's share capital by EUR 154,053 to EUR 1,694,583.

The Authorized Capital 2024 is now to be cancelled at the Extraordinary General Meeting on 19 December 2024 and new authorized capital of up to 50% of the share capital existing at the time of the resolution of the Extraordinary General Meeting is to be created. The aim is to continue to focus on the Company's operating business and to ensure that any necessary short-term capital can be raised for operational measures and to meet any short-term liquidity requirements of the Company. For this reason, the Management Board should be authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights in the amount of up to 10% of the share capital existing at the time of the resolution of the Extraordinary General Meeting, or a partial direct exclusion of subscription rights should be resolved by the General Meeting.

5. Election of a person to the Supervisory Board

The Supervisory Board proposes

(a) to reduce the number of Supervisory Board members of Marinomed Biotech AG within the statutory limits (three to six members) from five to four;

(b) to elect Dr. Karl MAHLER to the Supervisory Board of Marinomed Biotech AG with effect until the end of the Annual General Meeting that resolves on the discharge for the 2027 financial year.

Explanation:

In accordance with Section 11 (1) of the Articles of Association of Marinomed Biotech AG, the Supervisory Board consists of a minimum of three and a maximum of six members elected by the Annual General Meeting (capital representatives). Since the last election by the 6th Annual General Meeting in 2023, the Company's Supervisory Board has consisted of five members elected by the Annual General Meeting, two of whom left the Supervisory Board for personal reasons 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 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 at the time of convening this Extraordinary General Meeting. There are no employee representatives on the Supervisory Board.

The non-applicability of the statutory gender quota also remains in the case of the proposed new election of Dr. Karl MAHLER, as the Supervisory Board would 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.

The candidate for election to the Supervisory Board, Dr. Karl MAHLER, has submitted a declaration pursuant to Section 87 (2) AktG, which is also available on the Company's website, and in particular declares that 1.) all circumstances in connection with Section 87 (2) AktG have been disclosed and, in the opinion of the nominee, there are no circumstances that could give rise to concerns about his impartiality, 2.) the proposed candidate has not been convicted of any criminal offense by a court of law, in particular of any offense that would call into question his professional reliability pursuant to Section 87 para. 2a sentence 3 AktG, and 3.) there are no obstacles to appointment within the meaning of Section 86 para. 2 and 4 AktG.

The General Meeting is bound by election proposals in the following manner. Proposals for the election of Supervisory Board members, including the declarations pursuant to Section 87 (2) AktG for each person proposed, must be made available on the Company's website by December 12, 2024 at the latest, otherwise the person in question may not be included in the vote. This also applies to election proposals from shareholders pursuant to Section 110 AktG, which must be received by the Company in text form by December 10, 2024 at the latest.

Korneuburg, November 28, 2024