

**Resolutions proposed by the Management Board and the Supervisory Board  
for the 9th Annual General Meeting  
on June 11, 2026**

- 1. Presentation of the adopted financial statements 2025 in accordance with the Austrian Commercial Code (UGB), including the management report and corporate governance report, the non-financial report and the report of the Supervisory Board for the 2025 financial year**

*Explanation:*

*As the presentation of the aforementioned documents only serves to inform the Annual General Meeting, there will be no resolution on this agenda item. The 2025 financial statements have already been approved by the Supervisory Board and thus adopted. As the financial statements show an accumulated loss, there is no need for a resolution on the appropriation of profits and a separate agenda item for this purpose.*

- 2. Resolution on the discharge of the members of the Management Board for the 2025 financial year**

The Management Board and the Supervisory Board propose that the Annual General Meeting discharge the members of the Management Board holding office in the 2025 financial year from their responsibility for this period.

- 3. Resolution on the discharge of the members of the Supervisory Board for the 2025 financial year**

The Management Board and the Supervisory Board propose that the Annual General Meeting discharge the members of the Supervisory Board holding office in the 2025 financial year from their responsibility for this period.

- 4. Election of the auditor for the 2026 financial year**

In line with the recommendation of the Audit Committee, the Supervisory Board proposes that BDO Assurance GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, be appointed as auditor for the 2026 financial year.

## 5. Resolution on the Remuneration Report 2025

The Management Board and Supervisory Board propose that the remuneration report for the 2025 financial year, as published on the company's website entered in the commercial register, be approved.

### Explanation:

*The Management Board and Supervisory Board of a listed company must prepare a clear and comprehensible remuneration report on the remuneration of the members of the Management Board and Supervisory Board in accordance with Sec. 78c in conjunction with Sec. 98a Austrian Stock Corporation Act (AktG).*

*The remuneration report must provide a comprehensive overview of the remuneration granted or owed to current and former members of the Management Board and Supervisory Board during the last financial year as part of the remuneration policy (Sec. 78a in conjunction with Sec. 98a Austrian Stock Corporation Act (AktG)), including all benefits in any form.*

*The remuneration report for the last financial year must be submitted to the Annual General Meeting for a vote. The vote is of a recommendatory nature. The resolution cannot be contested (Sec. 78d (1) Austrian Stock Corporation Act (AktG)).*

*The Management Board and Supervisory Board of Marinomed Biotech AG have adopted a remuneration report in accordance with Sec. 78c in conjunction with Sec. 98a Austrian Stock Corporation Act (AktG) and have submitted this proposed resolution in accordance with Sec. 108 (1) Austrian Stock Corporation Act (AktG).*

*The remuneration report will be made available on the website of Marinomed Biotech AG ([www.marinomed.com](http://www.marinomed.com)) entered in the commercial register no later than May 21, 2026 (21st day before the Annual General Meeting)*

## 6. Resolution on the (a) revocation of the resolution adopted in the General Meeting of 11 June 2025 on the reduction of the number of members of the Supervisory Board pursuant to a resignation by one member and (b) election of one person into the Supervisory Board.

The Supervisory Board proposes to resolve as follows:

- a) *The resolution passed by the General Meeting on 11 June 2025 to reduce due to one resignation the number of members of the Supervisory Board within the limits given by the Articles of Association of the Company (at least three, at the most six members /equity representatives) from four to three is hereby revoked and the number of members of the Supervisory Board is set to four which is within the limits provided by the Articles of Association;*

- b) Mr. Thomas Stümmeler, born 1 February 1968 is hereby elected with effect of the end of the 9th General Meeting dated 11 June 2026 until the end of the General Meeting resolving on the discharge for the 2029 fiscal year.

Explanation:

Pursuant to section 11 para 1 of the Articles of Association of Marinomed Biotech AG the Supervisory Board consists of at least three and at the most 6 members elected by the General Meeting (equity representatives). Due to a resignation of one member the General Meeting dated 11 June 2025 resolved to reduce the number of Supervisory Board members within the limits given in the Articles of Association (three to six members / equity representatives) from four to three. Thus at the time of convening this General Meeting the Supervisory Board consists of three members.

The Supervisory Board considers it necessary to increase the number of members of the Supervisory Board beyond the minimum number. Since the number of supervisory board members still remains below six, the company is not subject to the provisions of Section 86 Paragraph 7 of the Austrian Stock Corporation Act (AktG) (gender quota), which stipulates that the supervisory board of listed companies must consist of at least 30% women and at least 30% men. No employee representatives are members of the supervisory board. The inapplicability of the statutory gender quota remains even in the event of the proposed election of a fourth supervisory board member, Thomas Stümmeler, as the supervisory board would then consist of four members. The candidate for election to the Supervisory Board, Mr. Thomas Stümmeler, has submitted a declaration pursuant to Section 87 Paragraph 2 of the Austrian Stock Corporation Act (AktG) which is also available on the company's website, and in which it is in particular stated that 1.) all circumstances relating to Section 87 Paragraph 2 of the Austrian Stock Corporation Act (AktG) have been disclosed and, in the candidate's assessment, there are no circumstances that could give rise to concerns about his impartiality, 2.) the candidate has not been convicted of any criminal offense, in particular none that raises doubts on his professional reliability pursuant to Section 87 Paragraph 2a Sentence 3 of the Austrian Stock Corporation Act (AktG), and 3.) there are no impediments to appointment within the meaning of Section 86 Paragraphs 2 and 4 of the Austrian Stock Corporation Act (AktG). The Annual General Meeting is bound by the following election proposals as follows: Proposals for the election of Supervisory Board members, including the declarations pursuant to Section 87 Paragraph 2 of the Austrian Stock Corporation Act (AktG) for each proposed person, must be made available on the company's website no later than June 3, 2026; otherwise, the person in question may not be included in the vote. This also applies to shareholder nominations pursuant to Section 110 of the Austrian Stock Corporation Act (AktG), which must be received by the company in text form no later than June 1, 2026.

- 7. Resolution on (a) the revocation of the authorization, adopted at the Annual General Meeting of June 20, 2024, under item 7 of the agenda, to issue financial instruments within the meaning of Section 174 of the Austrian Stock Corporation Act (AktG), to the extent not yet utilized, and simultaneously (b) the authorization of the Management Board to issue**

**instruments within the meaning of Section 174 of the Austrian Stock Corporation Act (AktG), in particular convertible bonds, profit-sharing bonds or profit participation certificates, which may provide for the subscription to and/or exchange and conversion into shares of the company, including partial exclusion of subscription rights (direct exclusion) as well as 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 resolves as follows:

- a) *Pursuant to Section 174 Paragraph 2 of the Austrian Stock Corporation Act (AktG), the Management Board is by 10 June 2031 authorized, upon the approval of the Supervisory Board, to issue instruments within the meaning of Section 174 AktG, in particular convertible bonds, profit-sharing bonds, or profit participation certificates, which may grant or provide for a subscription, exchange, and/or conversion right or obligation to subscribe for, exchange, or convert up to a total of 399,794 (three hundred ninety-nine thousand seven hundred ninety-four) new bearer shares (ordinary shares) of the company with a total proportionate amount of the share capital of up to EUR 399,794, (three hundred ninety-nine thousand seven hundred ninety-four) also in several tranches and in different combinations (the "Instruments"). The Instruments may be structured in such a way that they can be classified as debt or equity. Furthermore, the instruments may include features that correspond to those of Section 174 of the Austrian Stock Corporation Act (AktG) and, where legally permissible, have partly characteristics of a warrant*
- b) *To honour the subscription, exchange and/or conversion rights or the subscription, exchange or conversion obligations arising from the instruments, the Management Board may use the conditional capital, in particular the contingent capital 2026 to be newly created in accordance with item 8 of the agenda of the Annual General Meeting of June 11, 2026, treasury shares or a combination of conditional capital and treasury shares as well as any other permissible form of delivery (including authorized capital)..*
- c) *The issue price and terms of issue of the instruments (in particular: interest (where applicable), maturity, ranking (including possible subordination), denomination, anti-dilution protection, subscription, exchange and/or conversion modalities and conditions (in particular subscription, exchange and/or conversion rights and/or subscription, exchange or conversion obligations, their price, the subscription, exchange and/or conversion ratio, and possible cash settlement, etc.) are to be determined by the Management Board upon the approval of the Supervisory Board. The price of the instruments is to be determined in a standard market price defining process, taking into account customary market calculation methods and the stock market price of the company's existing shares. Unless legally permissible for instruments with partially warrant like features, the issue price may not be lower than the proportionate amount of the share capital.*
- d) *Shareholders generally have a subscription right to the instruments. Such statutory subscription right can be granted to shareholders by having a credit institution or a*

*consortium of credit institutions underwrite the instruments with the obligation to offer them to shareholders in accordance with their subscription rights (indirect subscription right).*

- e) The statutory subscription rights of shareholders to the instruments are excluded (direct exclusion of statutory subscription rights) if and insofar as this authorization is exercised by issuing instruments granting a subscription, exchange, and/or conversion right or obligation to subscribe for, exchange, or convert a total of up to 199,897 (one hundred ninety-nine thousand eight hundred ninety-seven) shares (corresponding to approximately 10% of the share capital as of the date of the resolution of the Annual General Meeting of June 11, 2026). Direct exclusions of statutory subscription rights to instruments pursuant to this agenda item 7 (Instruments) and direct exclusions of statutory subscription rights to shares pursuant to the Authorised Capital 2026 to be resolved under agenda item 9 shall have a total nominal amount/proportional amount of the share capital not exceeding EUR 399,794 (three hundred ninety-nine thousand seven hundred ninety-four) and the number of shares to be issued may not exceed 399,794 (three hundred ninety-nine thousand seven hundred ninety-four).*
- f) In addition to instances of direct exclusion of statutory subscription rights to instruments pursuant to indent e), the Management Board is further authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights to instruments within the meaning of Section 174 Paragraph 4 of the Austrian Stock Corporation Act (AktG), if and insofar as this authorization is exercised by issuing instruments that grant a subscription, exchange and/or conversion right or a pre-emption, exchange or conversion obligation to a total of up to 199,897 (one hundred ninety-nine thousand eight hundred ninety-seven) shares (corresponding to approximately 10% of the share capital as of the date of the resolution of the Annual General Meeting of June 11, 2026). The Management Board may, taking into account the interests of the company, exercise its own discretion and with the approval of the Supervisory Board in deciding on issuing instruments that are subject to the direct exclusion of statutory subscription rights pursuant to indent e), and/or in applying the authorization to exclude statutory subscription rights for the issuance of instruments pursuant to this indent f), whereby combinations of instruments that are subject to direct exclusion and those for which the Management Board may exclude subscription rights are also permissible.*

We refer to the written report of the Management Board pursuant to §§ 174 Abs. 4 in connection with 153 para. 4 sentence 2 Austrian Stock Corporation ActG on this item of the agenda which is available on the website of the company at [www.marinomed.com](http://www.marinomed.com).

*Explanation:*

*The issuance of instruments within the meaning of Section 174 of the Austrian Stock Corporation Act (AktG), in particular convertible bonds, profit-sharing bonds, or profit participation certificates, which may provide for the subscription to and/or exchange and conversion into up to 399,794 shares of the company (collectively, the "instruments"), represents a significant alternative to a cash capital increase, offering the company*

additional financing flexibility. From the company's perspective, such Instruments typically represent a considerably more favorable alternative to a conventional bond (if it can be placed at all), to the benefit of the company's shareholders. In particular, if the company's financial situation precludes raising debt capital in the form of loans, senior bonds, or comparable financing alternatives, or if such raising is only possible under unfavorable terms and conditions, these Instruments offer the company the opportunity to raise debt capital with an equity component (in the case of subscription, exchange, or conversion) and to keep the company's capital costs appropriately low. The authorization to issue the instruments pursuant to Section 174 of the Austrian Stock Corporation Act (AktG) is intended, in particular, to enable the company to utilize additional forms of financing within the ambit to actively managing its capital structure and to benefit from the generally more favorable financing conditions than with conventional (pure) debt instruments (loans, bonds) (provided they can be obtained/placed at all).

At the time of publication of these resolution proposals, the company has issued a total of 1,998,979 shares.

The instruments shall only be issued pursuant to this authorization if the total of (i) new shares for which subscription, exchange and/or conversion rights are granted by such instruments in accordance with the authorization granted by the Annual General Meeting of June 11, 2026, (ii) new shares based on the Contingent Capital 2026 to be created under Agenda Item 8 of the Annual General Meeting of June 11, 2026, for the honouring of stock options granted to employees, officers and members of the Management Board of the Company under the Stock Option Plan 2026, and (iii) shares to be issued from the authorized capital to be resolved under Agenda Item 9 of the Annual General Meeting of June 11, 2026, does not exceed 999,489 shares (see Resolution c) under Agenda Item 8). This is intended to prevent a dilution of shareholdings beyond the amount of the authorized capital 2026 to be resolved upon under item 9 of the agenda of the Annual General Meeting on June 11, 2026.

- 8. Resolution on (a) the cancellation of the existing Contingent Capital 2024 to the extent not yet utilized, and simultaneously (b) the conditional increase of the company's share capital pursuant to Section 159 Paragraph 2 Item 1 of the Austrian Stock Corporation Act (AktG) for (i) providing these and issuing these to holders of instruments pursuant to Section 174 of the Austrian Stock Corporation Act (AktG) and (ii) granting stock options to employees, senior executives and members of the Management Board (Contingent Capital 2026) as well as the corresponding amendment of the Articles of Association in ist section 5.**

The Management Board and the Supervisory Board propose that the General Meeting resolves as follows:

- a) *The existing contingent capital pursuant to Section 5 (Share Capital and Shares) para 5 of the Articles of Association, from which no shares have yet been issued, is hereby cancelled.*
- b) *The company's share capital will be conditionally increased by up to EUR 630,000 (six hundred thirty thousand euros) by issuing up to 630,000 (six hundred thirty thousand)*

bearer shares (ordinary shares) in accordance with section 159 para 2 item 1 of the Stock Corporation Act ("Contingent Capital 2026"). The conditional capital increase will only be implemented to the extent that (i) the holders of instruments pursuant to Section 174 of the Austrian Stock Corporation Act (AktG), for the issuance of which the Management Board was authorized at the Annual General Meeting of June 20, 2024, the Extraordinary General Meeting of December 19, 2024, and the Annual General Meeting of June 11, 2026, in each case with the approval of the Supervisory Board, exercise their subscription, exchange, and/or conversion rights to shares of the company, or, if those obligated to subscribe, exchange, or convert fulfill their obligation to do so, and the Management Board resolves to service these instruments with new shares from the Conditional Capital 2026 and (ii) serving as underlying for stock options allotted to employees, senior executives and members of the Management Board pursuant to the Stock Option Plan 2026 be backed. The exercise price, that is, the price that the option holders must pay to the company when exercising options, is to be determined in accordance with the terms of the 2026 stock option plan. The issue price per share at the time of issuing the Contingent Capital 2026 may not be less than the proportionate amount of the share capital. The newly issued shares from the Contingent Capital 2026 will have 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 pursuant to Section 145 of the Austrian Stock Corporation Act (AktG) for the purpose of adjusting the share capital to the actual share capital. The same applies in the event of non-utilization of the authorization to issue instruments after the expiry of the authorization period, as well as in the event of non-utilization of the Contingent Capital 2026 after the expiry of the periods stipulated in the terms and conditions of the instruments.

- c) The total of (i) new shares issued to service instruments pursuant to section 174 of the Austrian Stock Corporation Act (AktG), for the issuance of which the Management Board is authorized by the Annual General Meeting of June 11, 2026, upon 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 pursuant to a new stock option plan 2026, and (iii) shares already issued or to be issued from the authorized capital pursuant to Section 5 Paragraph 6 of the Articles of Association (new version) as resolved on agenda item 9 of the 11th Annual General Meeting of June 11, 2026 (or, in the event of a negative resolution on agenda item 9 of the 11th Annual General Meeting of June 11, 2026, the existing version pursuant to Section 5 Paragraph 6 of the Articles of Association (old version)), for which legally effective resolutions already exist at the time of issuance of the instruments pursuant to section 174 of the Austrian Stock Corporation Act (AktG), may not exceed 999,489 shares. The subscription or exchange rights (or any applicable subscription or exchange obligations) of holders of financial instruments must be preserved in any case.

- d) Section 5 para 5 of the Articles of Association is set aside and replaced by a new section 5 para 5 the wording of which is identical to the resolution passed under this agenda item 8 b.
- e) Section 5 para 9 of the Articles of Association is set aside and replaced by a new section 5 para 9 the wording of which is identical to the resolution passed under this agenda item 8 c.

Furthermore, reference is made to the written report of the Management Board and the Supervisory Board pursuant to section 159 para 2 item 3 of the Austrian Stock Corporation Act (AktG) on this agenda item, which is available on the company's website at [www.marinomed.com](http://www.marinomed.com).

Explanation:

Regarding this agenda item, with respect to the conditional capital increase for servicing and issuing instruments pursuant to Section 174 of the Austrian Stock Corporation Act (AktG) (Resolution b(i)), reference is made to the explanations on the resolution authorizing the issuance of instruments within the meaning of section 174 AktG (Item 7). Furthermore, the new Contingent Capital 2026 is also intended to cover stock options that could potentially be issued to employees, senior executives, and members of the Management Board under a new stock option program (Resolution b(ii)).

By resolution of the Extraordinary General Meeting of December 19, 2024, the company's share capital was conditionally increased by up to EUR 169,458 through the issuance of up to 169,458 new ordinary shares for distribution to holders of convertible bonds, the issuance of which was resolved or authorized at the Annual General Meeting of 2024 and the Extraordinary General Meeting of December 19, 2024. Article 5 (Share Capital and Shares), paragraph 5 of the Articles of Association was amended accordingly. No shares have yet been issued from the Contingent Capital for 2025 pursuant to Article 5 (Share Capital and Shares), para 5.

The conditional capital increase proposed below, by up to EUR 630,000 through the issuance of up to 630,000 new shares, amounts to approximately 31.5% of the existing share capital, based on the current number of shares issued by the company. Taking into account the currently existing contingent capital pursuant to section 5 para 7 of the Articles of Association in the amount of EUR 43,694 (Contingent Capital 2019), the contingent capital pursuant to section 5 para 8 of the Articles of Association in the amount of EUR 54,000 (Contingent SOP Capital 2024), and the contingent capital pursuant to section 5 para 10 of the Articles of Association in the amount of EUR 166,666 (Contingent Capital 2025), which together amount to EUR 264,360 (or approximately 13.2% of the existing share capital), the nominal amount of the company's total contingent capital does not exceed half of the company's current share capital. The issue price is to be determined in a standard market price finding process applying standard market calculation methods and taking account of the share price. Furthermore, the currently still existing Contingent Capital pursuant to section 5 para 7 of the Articles of Association (Contingent Capital 2019) and section 5 para 8 of the Articles of Association (Contingent SOP Capital 2024) in the amount of EUR 43,694 and EUR 54,000

respectively, are to be revoked in the future, as no stock option issuances have been made pursuant to the underlying Stock Option Plans.

**9. Resolution on the revocation on (a) the existing approved capital as far as not yet utilized and simultaneously (b) the creation of a new approved capital of up to 50% of the share capital at the time of this General Assembly against cash and/or contributions in kind including the authorization to exclude subscription rights and respective adaptation of clause 5 of the Articles of Association.**

The Management Board and the Supervisory Board propose that the General Meeting resolves as follows:

- a) *The existing Authorized Capital 2024/II is cancelled to the extent still existing in the amount of EUR 626.645.*
- b) *The Management Board is authorized until June 10, 2031, pursuant to Section 169 of the Austrian Stock Corporation Act (AktG), and with the approval of the Supervisory Board, to increase the company's share capital by up to EUR 999,489 (nine hundred ninety-nine thousand four hundred eighty-nine euros), possibly in several tranches, against cash payment and/or contribution in kind by issuing up to 999,489 (nine hundred ninety-nine thousand four hundred eighty-nine) new bearer shares at a minimum issue price of EUR 1 per share (proportional amount of the share capital per share), and to determine the issue amount, the terms of issue, and further details of the capital increase in agreement with the Supervisory Board ("Authorized Capital 2026").*

*Shareholders are generally to be granted a subscription right to the new shares issued from the Authorised Capital 2026, whereby the statutory subscription right can be granted to shareholders in such a way that the capital increase is undertaken by a credit institution or a consortium of credit institutions with the obligation to offer it to the shareholders in accordance with their subscription right (indirect subscription right pursuant to section 153 para 6 of the Austrian Stock Corporation Act).*

*The statutory subscription rights of shareholders to the new shares issued from the Authorized Capital 2026 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 of the Annual General Meeting on the granting of the Authorized Capital 2026 (direct exclusion of statutory pre-emption rights) if and insofar as this authorization is exercised:*

- (i) *by issuing shares against cash contributions in order to exercise over-allotment options (greenshoe options) granted to the issuing banks in connection with the placement of new shares of the company; and/or*
- (ii) *by issuing shares against cash contributions in one or more tranches in order to quickly and flexibly secure short-term funding, if necessary in the company's interest, to safeguard liquidity, strengthen its equity base and/or to initiate new and/or continue existing projects (in particular by way of an accelerated bookbuilding process).*

*In addition to the above-mentioned cases of direct exclusion of statutory subscription rights, the Management Board is further authorized, with the approval of the Supervisory Board, to exclude statutory subscription rights to the new shares issued from the Authorised Capital 2026 (authorisation to exclude statutory pre-emption rights) if and provided that:*

- (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 made against cash contributions in one or more tranches and the total share of the company's share capital attributable to the additional shares issued against cash contributions excluding subscription rights does not exceed 10% (ten percent) of the company's share capital existing at the time the general meeting resolves to grant the Authorised Capital 2026.*

*The Management Board may, at its own discretion but always taking into account the interest of the company and upon the approval of the Supervisory Board, exercise the option of issuing new shares subject to the direct exclusion of statutory subscription rights and/or the above authorization to exclude statutory subscription rights for the issuance of new shares. Combinations of issuing shares subject to direct exclusion of subscription rights and those for which the Management Board may exclude subscription rights are also permissible, so that share issuances excluding subscription rights are permissible up to a total of 20% (twenty percent) of the company's share capital existing at the time of the resolution of the Annual General Meeting on the granting of the Authorised Capital 2026.*

*The Supervisory Board is authorized under Section 145 of the Austrian Stock Corporation Act to resolve on amendments to the Articles of Association resulting from the issuance of shares from the Authorised Capital 2026; and*

*repeal of section 5 para 6 of the Articles of Association of the Company and insertion of a new para 6, which is identical in wording to the resolution adopted under b) for this agenda item.*

Reference is made to the written report of the Management Board and the Supervisory Board pursuant to section 170 para 2 in connection with section 153 para 4 Austrian Stock Corporation Act on this agenda item, which is available on the company's website at [www.marinomed.com](http://www.marinomed.com).

*Explanation:*

*The Annual General Meeting resolved on December 19, 2024, to establish authorized capital and to authorize the Management Board, pursuant to Section 169 of the Austrian Stock Corporation Act (AktG), with the approval of the Supervisory Board, until 18 December 2029 to increase the company's share capital by up to EUR 847,291, possibly in several tranches, against cash payment and/or contribution in kind by issuing up to 847,291 new bearer shares*

at a minimum issue price of EUR 1 (one euro) per share (proportional amount of the share capital per share) and to determine the issue amount, the terms of issue and further details of the capital increase in agreement with the Supervisory Board ("Authorized Capital 2024/II"). The authorized capital 2024/II has been utilized to the extent of EUR 220,646 through the issuance of 220,646 new bearer shares and still exists in the amount of EUR 626,645, as stated in section 5 para 6 of the Articles of Association as amended.

Accordingly, the authorized capital 2024/II is to be cancelled at the Annual General Meeting, and new authorized capital is to be created in the amount of up to 50% of the share capital existing at the time of the resolution of the Annual General Meeting. The focus should continue to be on the possibility of raising capital in the short term, if necessary, to meet the company's financing needs. For this reason, the Management Board, with the approval of the Supervisory Board, is to be authorized to exclude shareholders' subscription rights up to 10% of the share capital existing at the time of the resolution of the Annual General Meeting, or a partial direct exclusion of subscription rights is to be resolved by the Annual General Meeting.

**10. Resolution on the authorization of the Board of Directors to (a) acquire own shares according to Clause 65 para 1 lit 8 and para 1a and para 1b Austrian Stock Corporation Act (AktG) via the stock exchange or otherwise of up to 10% of the share capital, also excluding a pro rata sales entitlement which may accompany such acquisition of own shares (reverse exclusion of subscription rights), and (b) to resolve pursuant to section 65 para 1b Austrian Stock Corporation Act (AktG) on the alienation or use of own shares in another way than alienation via stock exchange or via a public offer analogously applying the rules on the exclusion of shareholder subscription rights, and (c) to reduce the share capital via withdrawal of these own shares without any need for convocation of a further General Assembly**

The Management Board and the Supervisory Board propose that the General Meeting resolves as follows:

- a) *The Management Board of Marinomed Biotech AG is authorized, pursuant to Section 65 paragraph 1 number 8 as well as paras 1a and 1b of the Austrian Stock Corporation Act (AktG), for a period of 30 months from the date of this resolution, to acquire treasury shares of Marinomed Biotech AG at a minimum consideration of EUR 1.00 per share and a maximum consideration per share that may not exceed 120% of the average unweighted closing price of the ten trading days preceding the respective share repurchase, without requiring a further resolution of the Annual General Meeting. The total number of treasury shares acquired under this authorization, as well as any other treasury shares held, may not exceed 10% of the share capital of Marinomed Biotech AG at any time; the total number of treasury shares acquired pursuant to this authorization following the resolution of the 11th Annual General Meeting of June 11, 2026, may not exceed 10% of the share capital of Marinomed Biotech AG on the date of this resolution.*

*The Management Board is authorized to determine the repurchase conditions. The acquisition may be carried out, at the Management Board's discretion, on or off the stock exchange or by means of a public offering. Acquisition by individual shareholders or a single shareholder is also permissible. Unless the Supervisory Board's approval is mandatory under applicable law, the Supervisory Board must be subsequently informed of the Management Board's resolution. In the case of off-stock exchange acquisitions, these may also be carried out excluding shareholders' pro rata right of disposal (reverse subscription right exclusion). Trading in treasury shares is prohibited as a purpose of the acquisition. The Management Board may exercise this authorization, within the statutory limits, in particular regarding the maximum permissible number of treasury shares, in whole or in part, individually or jointly, once or multiple times. This authorization may be exercised by the company, by a subsidiary (section 228 para 3 of the Austrian Commercial Code), or by third parties on behalf of the company, in pursuit of one or more purposes.*

- b) *The Management Board of Marinomed Biotech AG is authorized, for a period of five years from the date of today's resolution pursuant to Section 65 para 1b of the Austrian Stock Corporation Act, to decide, with the approval of the Supervisory Board and without a further resolution of the Annual General Meeting, on a legally permissible method of disposal other than via the stock exchange or by means of a public offer for the sale or use of treasury shares, applying mutatis mutandis the provisions on the exclusion of shareholders' subscription rights, and to determine the conditions of disposal. This authorization includes the sale or use of treasury shares by any legally permissible means of disposal other than through the stock exchange or a public offering, in particular an off-stock exchange sale (with partial or complete exclusion of shareholders' repurchase rights), for example, to fulfill delivery obligations for instruments pursuant to Section 174 of the Austrian Stock Corporation Act (AktG), including any such instruments issued pursuant to the authorization granted by the 11th Annual General Meeting of June 11, 2026, or for share option rights, in the form of an accelerated private placement, or as a consideration for transactions not consisting of cash on the acquisition of companies, company shares, equity interests in companies, or other assets.*

*The authorization may be exercised in whole or in part, or in several installments, individually or jointly, and for one or more purposes by the company, by a subsidiary (Section 228 Paragraph 3 of the Austrian Commercial Code), or by third parties on behalf of the company.*

- c) *Pursuant to section 65 para 1 number 8 last sentence of the Austrian Stock Corporation Act (AktG), the Management Board of Marinomed Biotech AG is authorized for a period of 30 months from the date of this resolution, with the approval of the Supervisory Board, to reduce the share capital by cancelling acquired treasury shares without requiring a further resolution of the Annual General Meeting. The Supervisory Board is authorized to adopt amendments to the Articles of Association resulting from the cancellation of shares.*

Reference is made to the written report of the Management Board and the Supervisory Board pursuant to sections 65 para. 1b in connection with section 153 para 4 Austrian Stock Corporation Act on this agenda item which is available on the company's website at [www.marinomed.com](http://www.marinomed.com).

Explanations:

*The Management Board shall be authorized to acquire treasury shares of the company untied to any specific purpose and excluding trading in treasury shares (section 65 para 1 Item 8 of the Austrian Stock Corporation Act) at a minimum consideration of EUR 1 per share and a maximum consideration per share that may not exceed 120% of the average unweighted closing price of the ten trading days preceding the respective share repurchase, without further resolution of the Annual General Meeting, provided that the number of treasury shares held may not exceed 10% of the company's share capital at any time. The total number of treasury shares acquired pursuant to this authorization under this resolution of June 11, 2026, may not exceed 10% of the company's share capital on the date of this proposed resolution. The authorization shall be valid for the statutory maximum period of 30 months from the date of the Annual General Meeting resolution. The issue price for the shares has been fully paid up. The exclusion of shareholders' sales rights (exclusion of the reverse subscription right) is of particular importance to the company because it enables it to quickly and flexibly capitalize on market opportunities that may arise in its rapidly changing environment, without the time-consuming and costly process of fulfilling shareholders' (reverse) subscription rights. Acquisition from even just one or more shareholders (block acquisition) is permissible, provided it can be objectively justified. The block acquisition of treasury shares from one or more shareholders, excluding the reverse subscription rights of the other shareholders, is accordingly in the company's interest if, for example, due to the available timeframe, consideration of general and specific market and share price developments, the trading volumes available on the stock exchange, or the statutory volume restrictions for share buyback programs via the stock exchange, it can be assumed that the company cannot acquire its own shares within the required timeframe or at a reasonable price via the stock exchange or through a public offering. The acquisition of a block of own shares from one or more shareholders, excluding the right of other shareholders to tender, is also in the company's interest if it stabilizes the company's shareholder structure, particularly with regard to strategic investors, or if it allows an immediate need for own shares to be met in a more capital-efficient and/or efficient manner.*

*The Management Board requests that the Annual General Meeting authorize the sale or use of its own shares by means other than through the stock exchange or by public offering, if the exclusion of shareholders' pre-emption rights in the sale or use of its own shares by the company, as proposed in the resolution, could be in the company's interest. It shall also be enabled that repurchased shares – if legally permissible – are to be cancelled and a reduction of the share capital is to take place.*

Korneuburg, this 21 May 2026

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