



Marinomed Biotech AG
Vienna
FN 276819m, ISIN ATMARINOMED6
Invitation
to the 2nd Annual General Meeting

We hereby invite our shareholders to the second Annual General Meeting of Marinomed Biotech AG (the “Company”) to be held on Tuesday, June 11, 2019, at 15:00 CET in the convention room “Wolke 19”, Ares Tower, 1220 Vienna, Donau-City-Straße 11.

I. AGENDA

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
2. Resolution on the discharge of the members of the management board from their responsibility for the fiscal year 2018
3. Resolution on the discharge of the members of the supervisory board from their responsibility for the fiscal year 2018
4. Resolution on the compensation for the members of the supervisory board
5. Election of the auditor of the financial statements for the fiscal year 2019

II. ANNUAL GENERAL MEETING DOCUMENTS; PROVIDING INFORMATION ON THE WEBSITE

In particular, the following documents will be available at the Company’s website www.marinomed.com, which has been entered in the commercial register, no later than **May 21, 2019**:

- Financial statements according to UGB, including management report,
 - Corporate governance report,
 - Financial statements according to IFRS,
 - Report of the supervisory board,
- each for the fiscal year 2018;
- Resolution proposals on agenda items 2 to 5,
 - Forms for proxies,
 - Form for revocation of a proxy,
 - Complete text of this invitation.

III. QUALIFYING DATE AND PREREQUISITES FOR ATTENDING THE ANNUAL GENERAL MEETING

The shareholders’ rights to attend the Annual General Meeting and to exercise the voting right and the other shareholder rights to be asserted in the course of the Annual General Meeting are governed by their shareholdings as of the end of **June 1, 2019** (Qualifying Date).

The Annual General Meeting may only be attended by persons who are shareholders at such Qualifying Date and who provide evidence thereof to the Company.

A certificate of deposit pursuant to article 10a of the Austrian Companies Act (AktG) must be submitted to provide evidence of the shareholder's shareholding as at the Qualifying Date, which is to be delivered to the Company no later than **June 5, 2019** (24:00 CET, Vienna time) exclusively via one of the communication channels and addresses indicated below:

- (i) for submission of the certificate of deposit in text form as specified to be sufficient pursuant to article 17 para. 2 of the Articles of Association
- By telefax: +43 (0)1 8900 500 - 79
- By e-mail: **anmeldung.marinomed@hauptversammlung.at**
(please attach certificate of deposit as pdf file)
- (ii) for submission of the certificate of deposit in written form
- By post or courier: Marinomed Biotech AG
c/o HV-Veranstaltungsservice GmbH
8242 St. Lorenzen am Wechsel, Köppel 60
- By SWIFT: GIBAATWGGMS
(message type MT598 or MT599, ISIN ATMARINOMED6 to be stated in the text)

Shareholders are requested to contact their custodian banks and instruct them to issue and transfer the certificate of deposit.

Certificate of deposit pursuant to article 10a of the Austrian Companies Act (AktG)

The certificate of deposit is to be issued by the relevant custodian bank with its headquarters in a member state of the European Economic Area or in a full member state of the OECD and must include the following information:

- Information on the issuer: name/corporate name and address or any code that is customarily used among credit institutions (BIC),
- Information on the shareholder: name/corporate name, address, date of birth for natural persons, and, if applicable, register and register number for legal entities,
- Information on the shares: number of the shares held by the shareholder, ISIN ATMARINOMED6,
- Deposit number and/or other designation,
- Date to which the certificate of deposit refers.

The certificate of deposit as evidence of the shareholding entitling the shareholder to attend the Annual General Meeting must refer to the above mentioned Qualifying Date **June 1, 2019** (24:00 CET, Vienna time).

The certificate of deposit will be accepted in German or English language.

Proof of identity

For their identification, shareholders and their authorised representatives are requested to hold a valid photo ID ready upon registration.

IV. RIGHT TO APPOINT AN AUTHORISED REPRESENTATIVE AND PROCEDURE TO BE FOLLOWED

Each shareholder who is entitled to attend the Annual General Meeting and has submitted proof thereof to the Company pursuant to the specifications in section III of this invitation is entitled to appoint a representative who will take part in the meeting on such shareholder's behalf and who will have the same rights as the shareholder whom he/she is representing.

Proxy must be given to a specific person (natural person or legal entity) in text form (article 13 para. 2 of the Austrian Companies Act (AktG)). It is allowed to authorise several persons.

Proxy may be granted before or during the Annual General Meeting.

For the delivery of proxies, the following communication channels and addresses are available:

By post or courier:	Marinomed Biotech AG c/o HV-Veranstaltungsservice GmbH 8242 St. Lorenzen am Wechsel, Köppel 60
By telefax:	+43 (0)1 8900 500 - 79
By e-mail:	anmeldung.marinomed@hauptversammlung.at (please attach proxies as pdf file)

If a proxy is not personally delivered on the date of the Annual General Meeting at the entry/exit checkpoint, it must be delivered to one of the addresses indicated above no later than **June 7, 2019, 16:00 CET**, Vienna time.

A proxy form and a form for revoking the proxy may be downloaded from the Company's website at www.marinomed.com.

The procedures to grant a proxy also apply to revoking a proxy *mutatis mutandis*.

Independent proxy

As a special service a representative of the Interessensverband für Anleger, IVA, 1130 Vienna, Feldmühlgasse 22 is available to shareholders as an independent proxy bound by the shareholders' instructions for exercising their voting rights at the Annual General Meeting. A special proxy form may be downloaded from the Company's website at www.marinomed.com. Shareholders may also directly contact Dr. Wilhelm Rasinger from IVA at telephone +43 (01) 8763343-30, telefax +43 (01) 8763343-39 or e-mail **wilhelm.rasinger@iva.or.at**.

V. INFORMATION ON SHAREHOLDERS' RIGHTS PURSUANT TO ARTICLES 109, 110, 118 AND 119 OF THE AUSTRIAN COMPANIES ACT (AktG)

1. Additions to the agenda made by shareholders pursuant to article 109 of the Austrian Companies Act (AktG)

Shareholders who jointly hold at least 5 per cent of the share capital and who have been the holders of these shares for at least three months prior to making such request are entitled to submit a written request that **additional items be put on the agenda** of this Annual General Meeting and be published provided that such written request is delivered to the Company by post or by courier no later than **May 21, 2019** (24:00 CET, Vienna time) exclusively at the address Marinomed Biotech AG, attn. Pascal Schmidt, 1210 Vienna, Veterinärplatz 1. Shareholders must also indicate resolution proposals regarding each item on the agenda so requested, including a statement of grounds. A certificate of deposit pursuant to article 10a of the Austrian Companies Act (AktG) stating that the shareholders making such requests have held their shares for at least three months prior to making such requests must be submitted to evidence shareholder status; this certificate may not be older than seven days at the time of submission to the Company. As regards the other requirements of the certificate of deposit, please refer to the information on the right to attend the Annual General Meeting (section III).

2. Resolution proposals by shareholders on items of the agenda pursuant to article 110 of the Austrian Companies Act (AktG)

Shareholders holding jointly at least 1 per cent of the share capital are entitled to submit **resolution proposals** on any item of the agenda, including a statement of grounds, in text form 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 **May 29, 2019** (24:00 CET, Vienna time) either by telefax to +43 (01) 25077 4493 or at the address Marinomed Biotech AG, attn. Pascal Schmidt, 1210 Vienna, Veterinärplatz 1, or by e-mail to ir.marinomed@marinomed.com; such request to be attached to the e-mail in text form, e.g. as a pdf file.

3. Shareholders' right to be informed pursuant to article 118 of the Austrian Companies Act (AktG)

At the Annual General Meeting, each shareholder has the right to be informed about any matters pertaining to the Company if so requested, provided that such information is necessary for formulating a proper assessment regarding a particular agenda item. The right to be informed also extends to the Company's legal relationships with any associated company as well as to the position of the Group and of any companies included in the consolidated financial statements.

The Company may refuse to supply such information if, according to sound business judgement, it could result in considerable disadvantage for the Company or one of its associated companies or if providing such information would constitute a criminal offence.

4. Requests filed at the Annual General Meeting pursuant to article 119 of the Austrian Companies Act (AktG)

Irrespective of their shareholdings in the Company, every shareholder has the right to make requests regarding each item on the agenda at the Annual General Meeting.

5. Information on the Company's website

Additional information on shareholders' rights pursuant to articles 109, 110, 118 and 119 of the Austrian Companies Act (AktG) as well as information on data protection is available as of now at the Company's website www.marinomed.com.

VI. FURTHER DISCLOSURES AND INFORMATION

1. Total number of shares and voting rights

At the date of invitation to the Annual General Meeting, the Company's share capital amounts to EUR 1,469,772.-- and is divided into 1,469,772 no-par value bearer shares. Each share entitles its holder to one vote. Hence, at the date of invitation to the Annual General Meeting, the total number of voting rights amounts to 1,469,772. At the date of invitation to the Annual General Meeting, the Company does not hold directly or indirectly any treasury stock.

Vienna, May 2019

The management board