

Marinomed Biotech AG

Korneuburg

FN 276819m, ISIN ATMARINOMED6

Invitation

to the 5th Annual General Meeting

Wednesday, June 15, 2022, at 13:00 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 consolidated financial statements according to IFRS and the report of the supervisory board for the fiscal year 2021
2. Resolution on the discharge of the members of the management board from their responsibility for the fiscal year 2021
3. Resolution on the discharge of the members of the supervisory board from their responsibility for the fiscal year 2021
4. Election of the auditor of the financial statements and the consolidated financial statements for the fiscal year 2022
5. Resolution on the remuneration report
6. Resolution on the change to the conditional capital of the company according to § 159 para. 2 (3) Austrian Stock Corporation Act (AktG) in accordance with the resolution of the Annual General Meeting of September 17, 2020, whereby this conditional capital may also be used to settle stock options under the Stock Option Plan 2022, which are granted to the members of the Management Board and other employees of the company, as well as the corresponding amendment of the articles of association in Article 5 (share capital) para 8
7. Elections to the Supervisory Board

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 25, 2022**:

- Financial Report 2021, in particular including financial statements according to the Austrian Commercial Code (UGB) and management report,
- Annual Report 2021, in particular including
 - Corporate governance report,

- Consolidated financial statements according to IFRS,
- Report of the supervisory board,
- Resolution proposals on agenda items 2 to 7,
- Remuneration report,
- Report of the management board to agenda item 6,
- Statements by the candidates for the elections to the Supervisory Board for agenda item 7 according to §87 para. 2 Austrian Stock Corporation Act (AktG) including CV,
- Form for proxies,
- Form for proxies to IVA,
- 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 5, 2022** (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 Stock Corporation 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 10, 2022** (24:00 CET, Vienna time) exclusively via one of the communication channels and addresses indicated below:

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)

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 §10a of the Austrian Stock Corporation 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 5, 2022** (24:00 CET, Vienna time).

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

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 (§13 para. 2 of the Austrian Stock Corporation Act (AktG)). It is allowed to authorise several persons. 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
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	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)
By SWIFT:	GIBAATWGGMS (message type MT598 or MT599, ISIN ATMARINOMED6 to be stated in the text)
In person:	when registering for the Annual General Meeting at the venue

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 13, 2022, 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 use of one of the forms is not mandatory within the meaning of §114 para. 3 Austrian Stock Corporation Act (AktG).

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

Independent proxy

As a special service a representative of the Interessenverband 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 Mag. Florian Prischl as representative of the IVA at telephone +43 (01) 9971025, or e-mail florian.prischl@svlaw.at.

V. INFORMATION ON SHAREHOLDERS' RIGHTS PURSUANT TO §§109, 110, 118 AND 119 AUSTRIAN STOCK CORPORATION ACT (AktG)

1. Additions to the agenda made by shareholders pursuant to §109 of the Austrian Stock Corporation Act (AktG)

Shareholders who severally or 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 25, 2022** (24:00 CET, Vienna time) exclusively at the address **Marinomed Biotech AG, attn. Pascal Schmidt, 2100 Korneuburg, Hovengasse 25**. 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 §10a of the Austrian Stock Corporation 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. Several deposit confirmations for shares, which together only convey the stake of 5%, must refer to the same point in time (day, time). 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 §110 Austrian Stock Corporation Act (AktG)

Shareholders holding severally or 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 within the meaning of § 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 **June 3, 2022** (24:00 CET, Vienna time) either by telefax to **+43 (0) 2262 90300 500** or at the address **Marinomed Biotech AG, attn. Pascal Schmidt, 2100 Korneuburg, Hovengasse 25**, or by e-mail to **ir@marinomed.com**; such request to be attached to the e-mail in text form within the meaning of § 13 para. 2 Austrian Stock Corporation Act (AktG), e.g. as a pdf file.

In the case of a **proposal for the election of a member of the Supervisory Board**, the statement of the proposed person in accordance with §87 para. 2 Austrian Stock Corporation Act (AktG) takes the place of the justification.

3. Information according to §110 para. 2 (2) in conjunction with §86 para. 7 and 9 Austrian Stock Corporation Act (AktG)

Regarding agenda item 7. "Elections to the Supervisory Board" and the possible submission of a corresponding election proposal by shareholders in accordance with §110 Austrian Stock Corporation Act (AktG), the company provides the following information:

Pursuant to Article 11 Paragraph 1 of the Articles of Association, the Supervisory Board consists of at least three and a maximum of six members elected by the Annual General Meeting.

Since the company's Supervisory Board consists of only four capital representatives, Marinomed Biotech AG is not subject to the scope of §86 para. 7 Austrian Stock Corporation Act (AktG) (gender quota), so that there is no information pursuant to §110 para. 2 sentence 2 in conjunction with §86 para. 7 and 9 Austrian Stock Corporation Act (AktG).

Irrespective of this, the company has already met the minimum share requirement pursuant to §86 para. 7 Austrian Stock Corporation Act (AktG), as the Supervisory Board, which consists of four members, includes two women and two men.

4. Shareholders' right to be informed pursuant to §118 Austrian Stock Corporation 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.

5. Requests filed at the Annual General Meeting pursuant to §119 Austrian Stock Corporation 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.

6. Information on the Company's website

Additional information on shareholders' rights pursuant to §§109, 110, 118 and 119 Austrian Stock Corporation Act (AktG) as well as information on data protection is available as of now at the Company's website www.marinomed.com under menu items "investors", "general meeting" and "data protection".

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 1,496,287.-- and is divided into 1,496,287 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 1,496,287. At the date of invitation to the Annual General Meeting, the Company does not hold directly or indirectly any treasury stock.

2. Proof of identity and admission

Shareholders and their proxy holders are requested to hold a valid official photo ID ready for identification upon registration.

3. Omission of buffet

The buffet following the Annual General Meeting will be omitted.

Korneuburg, May 2022

The Management Board