

## PROXY

As shareholder(s) of **Marinomed Biotech AG**, I/we hereby authorize

### **Mr. Florian PRISCHL**

c/o IVA – Interessenverband für Anleger, Feldmühlgasse 22, 1130 Vienna, Austria

to represent me/us at the **7<sup>th</sup> Annual General Meeting of Marinomed Biotech AG**, FN 276819 m, to be held on **Thursday, June 20, 2023, at 13:00 (Vienna time)**, as shareholder(s) and to exercise all rights to which I am/we are entitled as shareholder(s) of Marinomed Biotech AG, including, but not limited to the voting right.

In particular, I/we authorize the above-mentioned proxy holder to vote on my/our behalf and pass resolutions regarding the following **agenda items**:

2. Resolution on the discharge of the members of the Management Board from their responsibility for the 2023 financial year
3. Resolution on the discharge of the members of the Supervisory Board from their responsibility for the 2023 financial year
4. Election of the auditor of the financial statements and the consolidated financial statements for the 2024 financial year
5. Resolution on the remuneration report 2023
6. Resolution on the principles of remuneration for the members of the Management Board and the Supervisory Board (Remuneration Policy)
7. Resolution on (a) the cancellation of the authorization granted by the Annual General Meeting of June 17, 2021 under item 6 of the agenda, to issue financial instruments within the meaning of Sec. 174 Austrian Stock Corporation Act (AktG) and (b) 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
8. Resolution on (a) the cancellation of the Conditional Capital 2021 and (b) the conditional increase of the share capital of the Company according to Sec. 159 para 2 sentence 1 AktG for issuance to creditors of financial instruments (Conditional Capital 2024) as well as the corresponding amendment of the Articles of Associations in Sec. 5 (Share Capital) para 5 and para 9
9. Resolution on the change of the conditional capital according to Sec. 159 Para. 2 (3) AktG in accordance with the resolutions by the Annual General Meetings dated September 17, 2020, June 15, 2022, and June 21, 2023, respectively, whereby this conditional capital can be used exclusively to service stock options which are allocated to members of the Management Board as well as to employees of the Company in accordance with the Management Stock Option Plan 2024 as well as on the corresponding amendment of the Articles of Association in Sec. 5 (Share Capital) Para. 8

10. Resolution on (a) the cancellation of the existing authorized capital and (b) the creation of a new authorized capital in the amount of up to 50 % of the share capital in exchange for cash and/or in kind with the authorization to exclude the statutory subscription rights and partial direct exclusion of the statutory subscription rights as well as the corresponding amendment of the Articles of Association in Sec. 5 (Share Capital) Para. 6

11. Resolution on the amendment of the Articles of Association in Sec. 3 and Sec. 16

I/we issue the instruction to the above mentioned proxy holder to vote on my/our behalf regarding the resolution proposals of the Management Board and the Supervisory Board for agenda items 2 to 11 as stipulated in the invitation to the Annual General Meeting made available for download at the website of the Company ([www.marinomed.com](http://www.marinomed.com)) as follows (please mark with a cross as applicable); without explicit instruction, the proxy holder will abstain from voting:

**AGENDA ITEM 2 – Discharge of the Management Board**

YES Vote	NO Vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**AGENDA ITEM 3 – Discharge of the Supervisory Board**

YES Vote	NO Vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**AGENDA ITEM 4 – Election of the (Group) Auditor 2024**

YES Vote	NO Vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**AGENDA ITEM 5 – Remuneration Report 2023**

YES Vote	NO Vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**AGENDA ITEM 6 – Remuneration Policy**

**a.) Remuneration Policy for the members of the Management Board**

YES Vote	NO Vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**b.) Remuneration Policy for the members of the Supervisory Board**

YES Vote	NO Vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**AGENDA ITEM 7 – Authorization to issue financial instruments**

YES Vote	NO Vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**AGENDA ITEM 8 – Conditional capital increase to service creditors of financial instruments**

YES Vote	NO Vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**AGENDA ITEM 9 – Amendment of the conditional capital to service stock options**

YES Vote	NO Vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**AGENDA ITEM 10 – Authorized capital**

YES Vote	NO Vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**AGENDA ITEM 11 – Amendments of the Articles of Association**

**a.) § 3 (Electronic Announcement and Information Platform)**

YES Vote	NO Vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**b.) § 16 (Prerequisites for virtual shareholders’ meetings)**

YES Vote	NO Vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

In case there is an individual voting on one or multiple agenda items during the Annual General Meeting, the instruction for voting on such agenda item shall be applicable to each subitem.

The above-mentioned proxy holder is entitled and authorized to perform all actions and make all declarations free of the restrictions relating to dual representation.

The named proxy holder is empowered and authorized to carry out all actions and declarations under exemption from the restrictions of self-contracting and double representation.

**Information on the protection of shareholder data**

Marinomed Biotech AG processes personal data of its shareholders (including, but not limited to, those pursuant to Art. 10a para. 2 of the Austrian Stock Corporation Act (AktG), i.e. name, address, date of birth, securities deposit number, number of shares held by the shareholder, class of shares where applicable, voting card number and, where applicable, name and date of birth of the authorized person(s)) on the basis of the applicable data protection provisions and the Austrian Stock Corporation Act (AktG), to enable the shareholders to exercise their rights at the Annual General Meeting.

The processing of personal data of shareholders is an unconditional requirement for the attendance of the shareholders and their representatives at the Annual General Meeting in accordance with the Austrian Stock Corporation Act (AktG). Consequently, Art. 6 (1) c) of the GDPR provides the legal basis for data processing.

The service providers retained for the purposes of organizing the Annual General Meeting, will receive exclusively those personal data from Marinomed Biotech AG which are necessary to deliver the services for which they have been contracted, and they will process such data exclusively in accordance with the instructions of Marinomed Biotech AG.

At any time, each shareholder has the right of information, rectification, restriction, revocation and extinction regarding the processing of his/her personal data, as well as a right to data portability under chapter III of the GDPR. Personal data of shareholders will be deleted at the end of the legal retention

period. Shareholders may exercise these rights free of charge by contacting Marinomed Biotech AG at the following contact details:

Marinomed Biotech AG  
Attn. Andreas Grassauer  
Hovengasse 25  
2100 Korneuburg  
Austria  
e-mail: [datenschutz@marinomed.com](mailto:datenschutz@marinomed.com)

Moreover, the shareholders have the right to file a complaint with the data protection authority in accordance with Art. 77 of the GDPR.

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(Name/company and address of the shareholder in capital letters)

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(Date, personal signature of the shareholder or facsimile of such signature)

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(Custodian bank) / (Number of no-par value shares)

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.*