

**Convocation**  
**of the 8<sup>th</sup> Annual General Meeting**  
for **Wednesday, June 11, 2025 at 9:00 a.m. (Vienna time)**  
at the offices of DLA Piper Weiss-Tessbach Rechtsanwälte GmbH  
A-1010 Vienna, Schottenring 2-6  
(as described in more detail below)

**I. AGENDA**

1. Presentation of the adopted financial statements 2024 in accordance with the Austrian Commercial Code (UGB), including the management report and the corporate governance report, the non-financial report and the report of the Supervisory Board for the 2024 financial year
2. Resolution on the discharge of the members of the Management Board for the 2024 financial year
3. Resolution on the discharge of the members of the Supervisory Board for the 2024 financial year
4. Election of the auditor for the 2025 financial year
5. Resolution on the remuneration report 2024

**II. DOCUMENTS FOR THE ANNUAL GENERAL MEETING, PROVISION OF INFORMATION ON THE WEBSITE**

In particular, the following documents will be available at the Company's website [www.marinomed.com](http://www.marinomed.com), which has been entered in the commercial register, no later than **May 21, 2025**:

- Financial Report 2024, in particular including the annual financial statements in accordance with the Austrian Commercial Code (UGB) and management report,
- Annual Report 2024, in particular including
  - Non-financial report,
  - Corporate governance Report,
  - Report of the Supervisory Board,
- Proposed resolutions on agenda items 2 to 5,
- Remuneration report 2024,
- Form for proxies and voting instructions,
- Form for proxies and voting instructions to the IVA,
- Form for the revocation of a proxy,
- Complete text of this convocation.

**III. RECORD DATE AND REQUIREMENTS FOR ATTENDING THE ANNUAL GENERAL MEETING**

The entitlement to participate in the Annual General Meeting and to exercise voting rights and other shareholder rights to be asserted at the Annual General Meeting is based on the shareholding at the end of **June 1, 2025 (24:00 Vienna time) (Record Date)**. Only those who are shareholders on this Record Date and provide evidence thereof to the Company are entitled to participate in the Annual General Meeting.

Proof of share ownership on the Record Date requires a certificate of deposit pursuant to Sec. 10a Austrian Stock Corporation Act (AktG), which refers to the Record Date and must be received

by the Company no later than **June 5, 2025** (24:00 Vienna time) exclusively via one of the following communication channels and addresses:

For the transmission of the certificate of deposit in text form as specified to be sufficient pursuant to Sec. 17 Para. 2 of the Articles of Association

By e-mail: **anmeldung.marinomed@hauptversammlung.at**  
(please attach certificate of deposit as .pdf)

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

Via SWIFT ISO 15022: GIBAATWGGMS  
(Message Type MT598 or MT599, please indicate ISIN ATMARINOMED6 in the text)

Fax: +43 (0)1 8900 500 - 50

Shareholders are requested to contact their custodian bank and arrange for the issue and transmission of a certificate of deposit.

#### **Certificate of deposit pursuant to Sec. 10a Austrian Stock Corporation Act (AktG)**

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

- Information on the issuer: name/corporate name and address or a code commonly used in transactions between credit institutions (SWIFT code),
- Information on the shareholder: name/corporate name and address, date of birth for natural persons, and, if applicable, register and register number under which the legal entity is registered in its country of origin,
- Information on the shares: Number of shares held by the shareholder, ISIN ATMARINOMED6 (international securities identification number),
- 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 end of the Record Date **June 1, 2025** (24:00 Vienna time). The certificate of deposit will be accepted in German or English language.

#### **IV. POSSIBILITY OF APPOINTING A REPRESENTATIVE AND PROCEDURE TO BE FOLLOWED**

Each shareholder who is entitled to participate in the Annual General Meeting and has provided evidence thereof to the Company pursuant to the provisions of this convocation (Sec. III.) is entitled to appoint a representative to attend the Annual General Meeting on behalf of the shareholder and who has the same rights as the shareholder he/she represents.

The proxy must be granted to a specific (natural or legal) person in text form within the meaning of Sec. 13 (2) Austrian Stock Corporation Act (AktG), whereby several persons may also be authorized. The granting of a proxy is possible both before and during the Annual General Meeting. The proxy must be received by the Company exclusively at one of the addresses listed below:

By mail or courier:	Marinomed Biotech AG c/o HV-Veranstaltungsservice GmbH 8242 St. Lorenzen am Wechsel, Köppel 60
By e-mail:	<b>anmeldung.marinomed@hauptversammlung.at</b> (Please attach proxies as .pdf file)
Via SWIFT ISO 15022:	GIBAATWGGMS (Message Type MT598 or MT599, please indicate ISIN ATMARINOMED6 in the text)
By fax:	+43 (0)1 8900 500 - 50
In person:	When registering for the Annual General Meeting at the venue

If the proxy is not handed over in person at the registration desk on the day of the Annual General Meeting, the proxy must be received at one of the aforementioned addresses by **June 10, 2025, 4:00 p.m. (Vienna time)** at the latest.

A proxy form and a form for revoking the proxy are available on the Company's website at [www.marinomed.com](http://www.marinomed.com). The use of one of the forms is not mandatory within the meaning of Sec. 114 (3) Austrian Stock Corporation Act (AktG). The above provisions on the granting of a proxy apply *mutatis mutandis* to the revocation of a proxy.

### **Independent proxy**

As a special service, a representative of the Interessenverband für Anleger - IVA, Feldmühlgasse 22, 1130 Vienna, Austria, is available to shareholders as an independent proxy for exercising voting rights at the Annual General Meeting in accordance with instructions; a special proxy form is available for this purpose on the Company's website at [www.marinomed.com](http://www.marinomed.com). In addition, it is possible to contact Mr. Florian Prischl from IVA directly at +43 1 9971025 or by e-mail at [prischl.marinomed@hauptversammlung.at](mailto:prischl.marinomed@hauptversammlung.at).

## **V. NOTES ON SHAREHOLDERS' RIGHTS PURSUANT TO SECS. 109, 110, 118 AND 119 Austrian Stock Corporation Act (AktG)**

### **1. Additions to the agenda by shareholders pursuant to Sec. 109 Austrian Stock Corporation Act (AktG)**

Shareholders whose shares individually or collectively amount to 5% of the share capital and who have held these shares for at least three months prior to submitting the request may request in writing that **additional items be placed on the agenda** of this Annual General Meeting and announced, provided that this request is received by the Company in writing by post or courier no later than **May 21, 2025** (midnight Vienna time) exclusively at the address **Marinomed Biotech AG, attn. Mr. Bernd Braunstein, Hovengasse 25, 2100 Korneuburg, Austria**. Each agenda item so requested must be accompanied by a proposed resolution and a statement of reasons. The agenda item and the proposed resolution, but not the reasons for it, must also be submitted in German language. Proof of shareholding must be provided by submitting a certificate of deposit pursuant to Sec. 10a Austrian Stock Corporation Act (AktG), which confirms that the shareholders submitting the motion have held the shares for at least three months prior to submitting the motion and which must not be older than seven days at the time of submission to the Company. Several certificates of deposit for shares that only together represent the 5% shareholding must refer to the same date (day, time). With regard to the other requirements for the certificate of deposit, please refer to the information on eligibility to participate (Sec. III.).

## **2. Resolution proposals from shareholders on the agenda pursuant to Sec. 110 Austrian Stock Corporation Act (AktG)**

Shareholders whose shares individually or collectively amount to 1% of the share capital may submit **proposals for resolutions** on any item on the agenda in text form within the meaning of Sec. 13 para. 2 of the Austrian Stock Corporation Act (AktG) and demand that such proposals, including the names of the respective shareholders, the grounds therefor and any statement made by the Management Board or the Supervisory Board be made available on the Company's website entered in the commercial register, provided that this request is submitted in text form no later than **May 30, 2025 (24:00 Vienna time)** to the address **Marinomed Biotech AG, attn. Bernd Braunstein, Hovengasse 25, 2100 Korneuburg, Austria**, or by e-mail: [ir@marinomed.com](mailto:ir@marinomed.com), whereby the request must be received in text form within the meaning of Sec. 13 (2) Austrian Stock Corporation Act (AktG), for example as a .pdf attached to the e-mail.

## **3. Shareholders' right to information pursuant to Sec. 118 Austrian Stock Corporation Act (AktG)**

Upon request, each shareholder must be provided with information on the Company's affairs at the Annual General Meeting, insofar as this is necessary for the proper assessment of an item on the agenda. The duty to provide information also extends to the Company's legal relationships with an affiliated company. The information may be refused if, according to reasonable business judgment, it is likely to cause a significant disadvantage to the Company or an affiliated company, or if providing it would be punishable by law.

## **4. Motions by shareholders at the Annual General Meeting pursuant to Sec. 119 Austrian Stock Corporation Act (AktG)**

Every shareholder - irrespective of a specific shareholding - is entitled to submit motions at the Annual General Meeting on any item on the agenda (exception: proposed resolutions for election to the Supervisory Board). The prerequisite for this is proof of eligibility to participate as defined in this convocation.

## **5. Information on the website**

Further information on shareholders' rights pursuant to Secs. 109, 110, 118 and 119 Austrian Stock Corporation Act (AktG) and information on data protection can be found on the Company's website [www.marinomed.com](http://www.marinomed.com) under the menu items "Investors & ESG" and "Annual General Meeting".

# **VI. FURTHER DISCLOSURES AND INFORMATION**

## **1. Total number of shares and voting rights**

At the time the Annual General Meeting is convened, the Company's share capital amounts to EUR 1,778,333.00 and is divided into 1,778,333 no-par value bearer shares. Each share grants one vote. The total number of voting rights at the time the Annual General Meeting is convened is therefore 1,778,333 voting rights. The Company does not hold any treasury shares, either directly or indirectly, at the time the Annual General Meeting is convened.

## **2. Proof of identity and admission**

Shareholders and their proxies are requested to have valid official photo ID ready for identification purposes when registering.

### **3. Location of the Annual General Meeting and access**

The Annual General Meeting will be held at the premises of DLA Piper Weiss-Tessbach Rechtsanwälte GmbH, Schottenring 2-6, 1010 Vienna, Austria, on the first floor in the "Oktagon" room. Access is only possible via the entrance on Vienna's Ringstrasse with the address Schottenring 2-6, 1010 Vienna, Austria. The building in which the Annual General Meeting takes place is also known as "Haus am Schottentor". Access to the venue of the Annual General Meeting will be possible from 8:30 a.m. (Vienna time) on June 11, 2025. A designated person will provide access at the entrance to the building (Schottenring 2-6, 1010 Vienna, Austria)

Korneuburg, May 2025

The Management Board

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.*