

**Convening  
of an Extraordinary General Meeting  
for Tuesday, 23 September 2025 at 1:00 p.m. (Vienna time)**  
at the premises of the Company in  
A-2100 Korneuburg, Hovengasse 25

**I. AGENDA**

1. Resolution on (a) the cancellation of the authorization to issue financial instruments within the meaning of Section 174 Austrian Stock Corporation Act [*AktG*] resolved at the Extraordinary General Meeting on 19 December 2024 under item 2 of the agenda and (b) the authorization of the Management Board, with the approval of the Supervisory Board, to issue financial instruments within the meaning of Section 174 Austrian Stock Corporation Act [*AktG*], in particular convertible bonds, participating bonds or profit participation rights, which may provide for the subscription and/or exchange of shares in the Company, whereby the subscription rights of shareholders to these financial instruments are excluded (direct exclusion of subscription rights)
2. Resolution on the conditional increase of the Company's share capital pursuant to Section 159 para. 2 no. 1 Austrian Stock Corporation Act [*AktG*] for the issue to creditors of financial instruments ("Conditional Capital 2025") and the corresponding amendment of the Articles of Association in Section 5 (Share Capital and Shares)

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

The following documents in particular must be made available no later than **2 September 2025** at the latest on the Company's website entered in the commercial register at [www.marinomed.com](http://www.marinomed.com):

- Proposed resolutions on agenda items 1 and 2,
- Report of the Management Board pursuant to Section 174 para. 4 in conjunction with Section 153 para. 4 Austrian Stock Corporation Act [*AktG*] on the exclusion of subscription rights when issuing financial instruments and on the conditional increase in share capital under agenda items 1 and 2,
- Form for issuing a power of attorney and voting instructions,
- Form for the revocation of a power of attorney,
- Complete text of this convocation.

**III. RECORD DATE AND REQUIREMENTS FOR PARTICIPATION IN THE GENERAL MEETING**

The entitlement to participate in the General Meeting and to exercise voting rights and other shareholder rights to be asserted at the General Meeting is based on the shareholding at the end of **13 September 2025 (24:00 Vienna time) (record date)**. Only those who are shareholders on this record date and can prove this to the Company are entitled to participate in the General Meeting.

Proof of share ownership on the record date requires a deposit certificate pursuant to Section 10a Austrian Stock Corporation Act [*AktG*], which refers to the record date and must be received

by the Company no later than **18 September 2025** (24:00 Vienna time) exclusively via one of the following communication channels and addresses:

For the transmission of the deposit confirmation in text form, which the Articles of Association pursuant to Section 17 para. 2 allow to suffice

By e-mail: **anmeldung.marinomed@hauptversammlung.at**  
(Please send deposit confirmations in .pdf format)

For the transmission of the deposit confirmation in written form by post or courier:  
Marinomed Biotech AG  
c/o HV-Veranstaltungsservice GmbH  
A-8242 St. Lorenzen am Wechsel, Köppel 60

Per 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 deposit certificate.

#### **Deposit certificate pursuant to § 10a Austrian Stock Corporation Act [AktG]**

The deposit certificate must be issued by the custodian bank with its registered office in a member state of the European Economic Area or in a full member state of the OECD and must contain the following information:

- Details of the issuer: company name and address or a code commonly used in transactions between credit institutions (SWIFT code),
- Information on the shareholder: name/company name and address, in the case of natural persons additionally the date of birth, in the case of legal entities, if applicable, the register and 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 (internationally used securities identification number),
- securities account number, otherwise another designation,
- the date to which the deposit certificate refers.

The deposit certificate as proof of share ownership for participation in the General Meeting must refer to the end of the record date **13 September 2025** (24:00 Vienna time). The deposit certificate will be accepted in German or English.

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

Every shareholder who is entitled to participate in the General Meeting and has proven this to the Company in accordance with the stipulations in this convening notice (item III.) has the right to appoint a representative who will participate in the General Meeting on behalf of the shareholder and has the same rights as the shareholder whom he/she represents.

The proxy must be granted to a specific (natural or legal) person in text form within the meaning of Section 13 (2) Austrian Stock Corporation Act [AktG], whereby several persons may also be authorized. The granting of a power of attorney is possible both before and during the General

Meeting. The power of attorney must be received by the Company exclusively at one of the addresses listed below:

By post or Messenger:	Marinomed Biotech AG c/o HV-Veranstaltungsservice GmbH A-8242 St. Lorenzen am Wechsel, Köppel 60
By e-mail:	<b>anmeldung.marinomed@hauptversammlung.at</b> (Please send powers of attorney in .pdf format)
By 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:	Upon registration for the General Meeting at the venue

If the power of attorney is not handed over in person at the registration desk on the day of the General Meeting, the power of attorney must be received by the Company by **22 September 2025, 16:00 (Vienna time)**, at one of the aforementioned addresses.

Forms for the granting and revocation of a power of attorney 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 Section 114 para. 3 Austrian Stock Corporation Act [AktG]. The above provisions on the granting of a power of attorney applies *mutatis mutandis* to its revocation.

### **Independent proxy**

Information on an independent proxy recommended by the Company will be published shortly on the Company's website at [www.marinomed.com](http://www.marinomed.com).

## **V. INFORMATION ON SHAREHOLDERS' RIGHTS IN ACCORDANCE WITH Sections 109, 110, 118 AND 119 Austrian Stock Corporation Act [AktG]**

### **1. Additions to the agenda by shareholders in accordance with Section 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 their request may request in writing that **additional items** be placed on **the agenda of** this General Meeting and announced, provided that this request is received by the Company no later than **4 September 2025** (24:00 Vienna time) exclusively at the address **Marinomed Biotech AG, attn. Mr. Bernd Braunstein, Hovengasse 25, A-2100 Korneuburg**. Each agenda item requested in this way 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 provided in German. Proof of shareholder status must be provided by submitting a deposit certificate in accordance with Section 10a Austrian Stock Corporation Act [AktG], which confirms that the shareholder(s) submitting the motion has/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 deposit confirmations 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 deposit certificate, please refer to the information on eligibility to participate (point III.).

## **2. Resolution proposals from shareholders on the agenda pursuant to Section 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 Section 13 para. 2 of the Austrian Stock Corporation Act [AktG] and request that these proposals, together with the names of the shareholder(s) concerned, the reasons to be given and any statement by the Management Board or Supervisory Board, be made available on the Company's website entered in the commercial register, provided that this request is received by the Company at **Marinomed Biotech AG, attn. Bernd Braunstein, Hovengasse 25, A-2100 Korneuburg**, or by e-mail at [ir@marinomed.com](mailto:ir@marinomed.com) no later than **12 September 2025** (midnight Vienna time); whereby the request must be received in text form within the meaning of Section 13 para. 2 Austrian Stock Corporation Act [AktG], for example as a .pdf attached to the e-mail.

## **3. Shareholders' right to information pursuant to Section 118 Austrian Stock Corporation Act [AktG]**

Every shareholder must be provided with information on Company matters at the General Meeting upon request, 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 and to the situation of the Group and the companies included in the consolidated financial statements. 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 General Meeting pursuant to Section 119 Austrian Stock Corporation Act [AktG]**

Every shareholder - irrespective of a specific shareholding - is entitled to submit motions at the 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 invitation.

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

Further information on shareholders' rights in accordance with Sections 109, 110, 118 and 119 Austrian Stock Corporation Act [AktG] as well as information on data protection is available on the Company's website [www.marinomed.com](http://www.marinomed.com) under the menu items "Investors & ESG" and "Annual General Meeting".

## **VI. FURTHER INFORMATION AND NOTES**

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

At the time the General Meeting is convened, the Company's share capital amounts to EUR 1,778,333.- 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 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 General Meeting is convened.

**2. Proof of identity and admission**

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

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

The General Meeting will be held at the premises of Marinomed Biotech AG at the address Hovengasse 25, 2100 Korneuburg, Austria. Access to the venue of the General Meeting on 23 September 2025 is possible from 12:30 p.m. (Vienna time).

Korneuburg, September 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.*