

**Resolutions proposed by the Management Board and the Supervisory Board  
for the Extraordinary General Meeting  
on 23 September 2025**

- 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 right of shareholders to these financial instruments is excluded (direct exclusion of subscription rights)**

The Management Board and Supervisory Board propose that the General Meeting adopt the following resolution:

- a) *The authorization of the Management Board resolved at the Extraordinary General Meeting on 19 December 2024 under agenda item 2 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, including partial exclusion of subscription rights (direct exclusion) and authorization to exclude shareholders' subscription rights to these financial instruments with the consent of the Supervisory Board, is revoked to the extent not used. At the same time, the Management Board is authorized in accordance with Section 174 para. 2 Austrian Stock Corporation Act [AktG] until 22 September 2030, with the approval of the Supervisory Board, to issue financial instruments, i.e. convertible bonds, participating bonds or profit participation rights, which carry a subscription and/or exchange right or a subscription or exchange obligation for shares in the Company for a total of up to 166,666 new no-par value bearer shares (ordinary shares) in the Company with a pro-rata amount of the share capital of up to EUR 166,666.-, also in several tranches and in different combinations.*
- b) *To service the subscription and/or conversion rights or the subscription or conversion obligations arising from the financial instruments, the Management Board may use the conditional capital, in particular the new Conditional Capital 2025 to be created in accordance with agenda item 2 of the Extraordinary General Meeting of 23 September 2025, treasury shares or a combination of conditional capital and treasury shares as well as any other permissible form of delivery.*
- c) *Issue amount and issue conditions of the financial instruments (in particular: interest rate, term, ranking (including collateralization), denomination, protection against dilution, conversion modalities (in particular conversion rights and/or conversion obligations), conversion price, conversion ratio and conversion and/or subscription conditions and/or obligations, possibility of cash compensation, etc.) are to be determined by the Management Board with the approval of the Supervisory Board. The price of the financial*

*instruments is to be determined in an appropriate pricing procedure, taking into account standard market calculation methods, the features of the financial instruments, the creditworthiness and bank financing capability of the Company and the stock market price of the existing shares of the Company. The issue price may not be less than the pro-rata amount of the share capital.*

- d) *The statutory subscription right of shareholders is excluded for the exercise of this authorization by issuing financial instruments that grant a subscription and/or conversion right to a total of up to 166,666 shares (direct exclusion of the statutory subscription right).*

Explanation:

For further information, please refer to the Management Board's report pursuant to Sec. 174 (4) in conjunction with Sec. 153 (4) of the Austrian Stock Corporation Act [AktG], which is available in German language only on the Company's website at [www.marinomed.com](http://www.marinomed.com).

**2. Resolution on the conditional increase in 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 to the Articles of Association in Section 5 (Share Capital and Shares)**

The Management Board and Supervisory Board propose that the General Meeting adopt the following resolution:

- a) *The Company's share capital is conditionally increased by up to EUR 166,666.- by issuing up to 166,666 no-par value bearer shares (ordinary shares) in accordance with Section 159 para. 2 no. 1 Austrian Stock Corporation Act [AktG] ("Conditional Capital 2025"). The conditional capital increase will only be carried out to the extent that the creditors of financial instruments, which the Management Board was authorized to issue at the Extraordinary General Meeting on 23 September 2025 with the approval of the Supervisory Board, exercise their subscription, conversion or exchange rights to or for shares in the Company or those who are obliged to subscribe, convert or exchange, fulfil their obligation to subscribe, convert or exchange, and the Management Board decides to service the delivery obligations from these financial instruments with new shares from the Conditional Capital 2025. The issue amount per share may not be less than the pro-rata amount of the share capital. The new shares issued from Conditional Capital 2025 carry the same dividend rights as the other shares outstanding at that time. The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase.*

*The Supervisory Board is authorized to amend the Articles of Association in accordance with Section 145 Austrian Stock Corporation Act [AktG] for the purpose of adjusting the share capital to the actual share capital. The same applies in the event that the authorization to issue financial instruments is not utilized after expiry of the authorization period and in the event that the Conditional Capital 2025 is not utilized after expiry of the terms and conditions of the financial instruments.*

- b) *A new Section 5 para. 10 shall be inserted after Section 5 para. 9 of the Articles of Association, with the same wording as the resolution on this agenda item under a).*

Explanation:

For further information, please refer to the Management Board's report pursuant to Sec. 174 (4) in conjunction with Sec. 153 (4) of the Austrian Stock Corporation Act [*AktG*], which is available in German language only on the Company's website at [www.marinomed.com](http://www.marinomed.com).

Korneuburg, on 2 September 2025

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.*