



**Marinomed Biotech AG**  
Vienna  
**FN 276819m, ISIN ATMARINOMED6**  
**Invitation**  
**to the 3rd Annual General Meeting**  
**Thursday, September 17, 2020, at 13:00 CET**  
in the convention room “Wolke 19”,  
Ares Tower, 1220 Vienna, Donau-City-Straße 11.

Dear shareholders!

The upcoming annual general meeting shall be held as an event with physical presence of all attendees.

However, the health of our shareholders has the highest priority for us. Therefore, we encourage the shareholders of Marinomed Biotech AG to grant a proxy bound by instructions to a representative of the Interessenverband für Anleger, IVA, 1130 Wien, Feldmühlgasse 22, as independent proxy holder instead of participating in the annual general meeting in person.

The management board hopes that the restrictions regarding the number of attendees effective at the annual general assembly of Marinomed Biotech AG on September 17, 2020, still allow to hold the event with physical presence of the shareholders.

The Management Board

**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 voluntary financial statements according to IFRS and the report of the supervisory board for the fiscal year 2019
2. Resolution on the discharge of the members of the management board from their responsibility for the fiscal year 2019
3. Resolution on the discharge of the members of the supervisory board from their responsibility for the fiscal year 2019
4. Election of the auditor of the financial statements and the group financial statements for the fiscal year 2020
5. Resolution on the remuneration policy
6. Resolution on the change of the company’s articles of association in § 1 para 2 (change of registered office from Vienna to Korneuburg)
7. Resolution on the cancellation of the existing authorized capital and the creation of a new authorized capital in the amount of 50% of the share capital in exchange for cash and/or in kind with the authorization to exclude the subscription right and partial

direct exclusion of the statutory subscription right as well as the corresponding amendment of the articles of association in § 5 (share capital) para 6.

8. Resolution on the change of the conditional capital according to § 159 para 2 cif 3 Austrian Stock Corporation Act (AktG) according to the resolution of the general assembly on November 15, 2018, reducing the conditional capital to EUR 43,694 as well as the corresponding amendment of the articles of association in § 5 (share capital) para 7.
9. Resolution on the conditional increase of the share capital of the company according to § 159 para 2 cif 3 Austrian Stock Corporation Act (AktG) in the amount of up to EUR 54,000 by issuing up to 54,000 no-par-bearer shares to settle stock options under the Stock Option Plan 2020 as well as the corresponding amendment of the articles of association in § 5 (share capital) para 8.

## **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](http://www.marinomed.com), which has been entered in the commercial register, no later than **August 27, 2020**:

- Financial Report 2019, in particular including financial statements according to the Austrian Commercial Code (UGB) and management report,
- Annual Report 2019, in particular including
  - Corporate governance report,
  - Financial statements according to IFRS,
  - Report of the supervisory board,
- Resolution proposals on agenda items 2 to 9,
- Remuneration policy on the principles for the remuneration of the management board,
- Remuneration policy on the principles for the remuneration of the supervisory board,
- Report of the management board according to § 170 para 2 Austrian Stock Corporation Act (AktG) in conjunction with § 153 para 4 cif 2 Austrian Stock Corporation Act (AktG) on agenda item 7,
- Report of the management board and the supervisory board according to § 159 para 2 cif 3 Austrian Stock Corporation Act (AktG) on agenda item 9,
- Forms for proxies,
- Forms 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 **September 7, 2020** (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 Companies 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 **September 14, 2020** (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 Marinomed Biotech AG

courier: 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 article 10a of the Austrian Companies 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 **September 7, 2020** (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 (article 13 para. 2 of the Austrian Companies 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 8242 St. Lorenzen am Wechsel, Köppel 60
By telefax:	+43 (0)1 8900 500 - 79
By e-mail:	<b>anmeldung.marinomed@hauptversammlung.at</b> (please attach proxies as pdf file)

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 **September 16, 2020, 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](http://www.marinomed.com).

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](http://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](mailto:florian.prischl@svlaw.at).

## **V. INFORMATION ON SHAREHOLDERS' RIGHTS PURSUANT TO ARTICLES 109, 110, 118 AND 119 OF THE AUSTRIAN COMPANIES ACT (AktG)**

### **1. Additions to the agenda made by shareholders pursuant to article 109 of the Austrian Companies 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 **August 27, 2020 (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 article 10a of the Austrian Companies 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. 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 article 110 of the Austrian Companies 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 **September 8, 2020** (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.

## **3. Shareholders' right to be informed pursuant to article 118 of the Austrian Companies 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.

## **4. Requests filed at the Annual General Meeting pursuant to article 119 of the Austrian Companies 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.

## **5. Information on the Company's website**

Additional information on shareholders' rights pursuant to articles 109, 110, 118 and 119 of the Austrian Companies Act (AktG) as well as information on data protection is available as of now at the Company's website [www.marinomed.com](http://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 1,472,433.-- and is divided into 1,472,433 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 1,472,433. 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. No guests**

For this annual general meeting guests cannot be admitted.

### **4. Omission of buffet**

The buffet following the Annual General Meeting will be omitted.

Vienna, August 2020

The Management Board