

Invitation
to the 6th Annual General Meeting
on **Wednesday, June 21, 2023, at 13:00 Vienna time**
at the Competence Centre of Raiffeisenbank Korneuburg,
2100 Korneuburg, Stockerauer Straße 94

I. AGENDA

1. Presentation of the adopted financial statements 2022 according to the Austrian Commercial Code (UGB), including the management report and the corporate governance report, the non-financial report, the consolidated financial statements 2022 according to IFRS including the group management report, and the report of the Supervisory Board on the 2022 financial year
2. Resolution on the discharge of the members of the Management Board from their responsibility for the 2022 financial year
3. Resolution on the discharge of the members of the Supervisory Board from their responsibility for the 2022 financial year
4. Election of the auditor of the financial statements and the consolidated financial statements for the 2023 financial year
5. Resolution on the remuneration report 2022
6. Resolution on the cancellation of the existing authorized capital and 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 subscription right and partial direct exclusion of the statutory subscription right as well as the corresponding amendment of the Articles of Association in Sec. 5 (Share Capital) Para. 6
7. Resolution on the change of the conditional capital according to Sec. 159 Para. 2 (3) Austrian Stock Corporation Act (AktG) in accordance with the resolutions by the Annual General Meetings dated September 17, 2020 and June 15, 2022, respectively, whereby this conditional capital can be used exclusively to service stock options which are allocated to employees of the Company in accordance with the Employee Stock Option Plan 2023 as well as on the corresponding amendment of the Articles of Association in Sec. 5 (share capital) Para. 8
8. Elections to the Supervisory Board
9. Resolution on the amendment of the Articles of Association in Sec. 5 Para. 3, Sec. 5 Para. 9 and in Sec. 11 Para. 2

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, which has been entered in the commercial register, no later than **May 31, 2023**:

- Financial Report 2022, in particular including the financial statements according to the Austrian Commercial Code (UGB) and management report, consolidated financial statements according to IFRS and group management report,
- Annual Report 2022, in particular including
 - Non-financial report,
 - Corporate governance report,
 - Report of the Supervisory Board,
- Resolution proposals on agenda items 2 to 9,
- Remuneration report 2022,
- Report of the Management Board according to Sec. 170 Para. 2 in connection with Sec. 153 Para. 4 2nd sentence Austrian Stock Corporation Act (AktG) on agenda item 6,
- Report of the Management Board according to Sec. 159 Para. 2 no. 3 Austrian Stock Corporation Act (AktG) on agenda item 7,
- Statements by the candidates for the elections to the Supervisory Board under agenda item 8 according to Sec. 87 Para. 2 Austrian Stock Corporation Act (AktG) including CV,
- Comparative version of the Company's Articles of Association,
- 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 invitation.

III. RECORD 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 **June 11, 2023 (24:00 Vienna time) (Record Date)**. The Annual General Meeting may only be attended by persons who are shareholders at such Record Date and who provide evidence thereof to the Company.

A certificate of deposit pursuant to article 10a of the Austrian Stock Corporation Act (AktG) must be submitted to provide evidence of the shareholding as at the Record Date, which is to be delivered to the Company no later than **June 16, 2023 (24:00 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 Sec. 17 Para. 2 of the Articles of Association

By telefax: +43 (0)1 8900 500 - 50

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 courier:
Marinomed Biotech AG

By SWIFT:	c/o HV-Veranstaltungsservice GmbH 8242 St. Lorenzen am Wechsel, Köppel 60 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 Sec. 10a of the Austrian Stock Corporation 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 (SWIFT code),
- 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 (international security 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 above-mentioned Record Date **June 11, 2023** (24:00 Vienna time). The certificate of deposit will be accepted in German or English language.

IV. RIGHT TO APPOINT AN AUTHORIZED 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 (Sec. 13 Para. 2 of the Austrian Stock Corporation Act (AktG)). It is permissible to authorize several persons. The issuance of a proxy is permissible both prior to and during the Annual General Meeting. For the delivery of proxies, the following exclusive communication channels and addresses must be used:

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 - 50
By e-mail:	anmeldung.marinomed@hauptversammlung.at (please attach proxies as .pdf file)

By SWIFT:	GIBAATWGGMS (message type MT598 or MT599, ISIN ATMARINOMED6 to be stated in the text)
In person:	When registering for the Annual General Meeting at the venue

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 **June 20, 2023, 16:00 Vienna time**.

A proxy form and a form for revoking the proxy may be downloaded from the Company's website at www.marinomed.com. The use of one of the forms is not mandatory within the meaning of Sec. 114 Para. 3 Austrian Stock Corporation Act (AktG). The procedures to grant a proxy also apply *mutatis mutandis* to revoking a proxy.

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. Shareholders may also directly contact Mr. Florian Prischl as representative of the IVA by telephone +43 1 9971025, or e-mail prischl.marinomed@hauptversammlung.at.

V. INFORMATION ON SHAREHOLDERS' RIGHTS PURSUANT TO Secs. 109, 110, 118 AND 119 AUSTRIAN STOCK CORPORATION ACT (AktG)

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

Shareholders who severally or jointly hold at least 5 % 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 **May 31, 2023** (24:00 Vienna time) exclusively at the address **Marinomed Biotech AG, attn. Mr. Bernd Braunstein, Hovengasse 25, 2100 Korneuburg**. 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 Sec. 10a of the Austrian Stock Corporation 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. Several deposit confirmations for shares, which only together convey the stake of 5%, must refer to the same point in time (day, time). 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 Sec. 110 Austrian Stock Corporation Act (AktG)

Shareholders holding severally or jointly at least 1 % 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 Sec. 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 **June 12, 2023** (24:00 Vienna time) to the address **Marinomed Biotech AG, attn. Mr. Bernd Braunstein, Hovengasse 25, 2100 Korneuburg**, or by e-mail to **ir@marinomed.com**; such request to be attached to the e-mail in text form within the meaning of Sec. 13 Para. 2 Austrian Stock Corporation Act (AktG), e. g. as a .pdf file.

In the case of a **proposal for the election of a member of the Supervisory Board**, the statement of the proposed person in accordance with Sec. 87 Para. 2 Austrian Stock Corporation Act (AktG) takes the place of the justification.

3. Information according to Sec. 110 Para. 2 2nd sentence in conjunction with Sec. 86 Para. 7 and 9 Austrian Stock Corporation Act (AktG)

Regarding agenda item 8. "Elections to the Supervisory Board" and the possible submission of a corresponding election proposal by shareholders in accordance with Sec. 110 Austrian Stock Corporation Act (AktG), the Company provides the following information:

Pursuant to Sec. 11 Para. 1 of the Articles of Association, the Supervisory Board consists of at least three and a maximum of six members elected by the Annual General Meeting. Since the Company's Supervisory Board currently consists of six capital representatives, Marinomed Biotech AG is subject to the scope of Sec. 86 Para. 7 Austrian Stock Corporation Act (AktG) (gender quota), so that the Company's Supervisory Board must consist of at least 30% women and at least 30% men. Following the departure of Ms. Ute LASSNIG and Mr. Gernot HOFER from the Supervisory Board on the occasion of the 6th Annual General Meeting on June 21, 2023, the number of Supervisory Board members will be reduced to less than six so that the statutory requirement of Sec. 86 Para. 7 Austrian Stock Corporation Act (AktG) will no longer apply. There are no employee representatives on the Supervisory Board.

4. Shareholders' right to be informed pursuant to Sec. 118 Austrian Stock Corporation 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.

5. Requests filed at the Annual General Meeting pursuant to Sec. 119 Austrian Stock Corporation Act (AktG)

Irrespective of their shareholdings in the Company, every shareholder has the right to make resolution proposals regarding each agenda item (exception: resolution proposals regarding elections to the Supervisory Board) at the Annual General Meeting. Proof of entitlement to participate in terms of this invitation is a prerequisite for exercising this right.

6. Information on the Company's website

Additional information on the shareholders' rights pursuant to Secs. 109, 110, 118 and 119 Austrian Stock Corporation Act (AktG) as well as information on data protection is available as of now at the Company's website www.marinomed.com under menu items "Investors & ESG", "Annual General Meeting".

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 1,519,167.- and is divided into 1,519,167 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 1,519,167. At the date of invitation to the Annual General Meeting, the Company does not directly or indirectly hold any treasury stock.

2. Proof of identity and admission

Shareholders and their proxy holders are requested to hold valid official photo ID ready for identification upon registration.

Korneuburg, May 2023

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.