

**Marinomed Biotech AG  
Vienna, FN 276819 m**

**Resolution proposals of the management board and the supervisory board for the  
5. Annual General Meeting  
June 15, 2022  
[Convenience Translation]**

**1. Presentation of the adopted financial statements according to the Austrian Commercial Code (UGB), including the management report and the corporate governance report, the consolidated financial statements according to IFRS and the report of the supervisory board for the fiscal year 2021**

As the above mentioned documents are presented to the Annual General Meeting for information purposes only, no resolution will be passed on this agenda item.

The financial statements for the fiscal year 2021 have been approved by the supervisory board and have thus been adopted.

As the financial statements show a balance sheet loss, no resolution will be passed on the distribution of the net profit for the year and there won't be a separate agenda item.

**2. Resolution on the discharge of the members of the management board from their responsibility for the fiscal year 2021**

The management board and the supervisory board propose that the Annual General Meeting discharges the members of the management board holding office in the fiscal year 2021 from their responsibility for this period.

**3. Resolution on the discharge of the members of the supervisory board from their responsibility for the fiscal year 2021**

The management board and the supervisory board propose that the Annual General Meeting discharges the members of the supervisory board holding office in the fiscal year 2021 from their responsibility for this period.

**4. Election of the auditor of the financial statements and the consolidated financial statements for the fiscal year 2022**

In line with the recommendation made by the Audit Committee, the supervisory board proposes that the Annual General Meeting elects BDO Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, as the auditor for the financial statements and the consolidated financial statements for the fiscal year 2022.

**5. Resolution on the remuneration report**

The management board and the supervisory board of a listed company must prepare a clear and understandable remuneration report for the remuneration of the members of the management board and the supervisory board in accordance with § 78c in conjunction with § 98a Austrian Stock Corporation Act (AktG).

This remuneration report has to offer a comprehensive overview of the remuneration granted or owed to the current and former members of the management board and the supervisory board in the course of the last financial year within the framework of the remuneration policy (§ 78a in conjunction with § 98a Austrian Stock Corporation Act (AktG)), including all benefits in any form.

The remuneration report for the last financial year must be submitted to the general meeting for voting. The vote is of a recommendatory nature. The resolution cannot be challenged (§ 78d (1) Austrian Stock Corporation Act (AktG)).

The management board and the supervisory board have to make a proposal for a resolution on the remuneration report in accordance with § 108 (1) Austrian Stock Corporation Act (AktG).

This resolution proposal by the management board and the supervisory board for the resolution on the remuneration report and the remuneration report must be made available on the website entered in the commercial register from the 21<sup>st</sup> day before the general meeting in accordance with § 108 (4) no. 4 Austrian Stock Corporation Act (AktG).

The management board and the supervisory board of Marinomed Biotech AG have resolved a compensation report in accordance with § 78c in conjunction with § 98a Austrian Stock Corporation Act (AktG) and proposed a resolution in accordance with § 108 (1) Austrian Stock Corporation Act (AktG).

The remuneration report will be made available from May 25, 2022 (21<sup>st</sup> day before the AGM) on the Marinomed Biotech AG website at [www.marinomed.com](http://www.marinomed.com), which is entered in the commercial register.

The management board and the supervisory board propose to adopt the remuneration report for the 2021 financial year, as made available on the website shown in the commercial register.

**6. Resolution on the change of the conditional capital of the company according to § 159 para. 2 (3) Austrian Stock Corporation Act (AktG) according to the resolution of the Annual General Meeting of September 17, 2020, whereby this conditional capital may also be used to settle stock options under the Stock Option Plan 2022, which are granted to the members of the Management Board and other employees of the company, as well as the corresponding amendment of the articles of association in Article 5 (share capital) para 8**

By resolution of the Annual General Meeting on September 17, 2020, the share capital of the company was increased by up to EUR 54,000 in accordance with § 159 para. 2 (3) Austrian Stock Corporation Act (AktG) by issuing up to 54,000 no-par value bearer

shares to service stock options for members of the Management Board and other employees of the company granted under the Stock Option Plan 2020 is conditionally increased (“**Conditional Capital 2020**”). So far, no stock options have been granted or subscription shares issued on the basis of the Stock Option Plan 2020.

A new Stock Option Plan 2022 shall now be introduced in addition to the existing Stock Option Plan 2020. In order to also be able to use the existing conditional capital to service the newly introduced Stock Option Plan 2022, the Executive Board proposes changing the purpose of the Conditional Capital 2020 to the extent that the Conditional Capital 2020 can also be used to service stock options that will be granted to members of the Management Board and to other employees of the Company under the Stock Option Plan 2022.

The Management Board expressly and irrevocably confirms that there are no beneficiaries of the Conditional Capital 2020 resolved to service the Stock Option Plan 2020 and that the Conditional Capital 2020 has not yet been exercised and cannot be utilized in accordance with Section 159 para. 2 (3) Austrian Stock Corporation Act (AktG) and Article 5 para. 8 of the articles of association. Therefore, the amendment of the purpose of the conditional capital 2020 cannot render the implementation of existing conversion or subscription rights more difficult as there are no beneficiaries yet. Consequently, the Conditional Capital 2020 may be changed by means of a resolution amending the articles of association without violating Section 159 para. 6 Austrian Stock Corporation Act (AktG), because this does not conflict with the protection of beneficiaries.

The management board and the supervisory board therefore propose that the Annual General Meeting resolve the following:

*Resolution on*

- a) *the change to the existing Conditional Capital 2020 in a way that the Conditional Capital 2020 can also be used to service stock options granted to members of the Management Board and other employees of the company under the Stock Option Plan 2022;*
- b) *the corresponding amendment of the articles of association in § 5 paragraph 8, so that this provision reads as follows:*

*“Article 5 share capital*

*(8) "The share capital of the company is conditionally increased in accordance with Section 159 para. 2 (3) of the Austrian Stock Corporation Act (AktG) by up to EUR 54,000 (fifty-four thousand euros) through the issue of up to 54,000 (fifty-four thousand) no-par value bearer shares (ordinary shares) ("Conditional Capital 2020"). The purpose of the Conditional Capital 2020 is to service stock options granted to*

*members of the Management Board and other employees of the company under the Stock Option Plan 2020 or the Stock Option Plan 2022. The exercise price, i.e. the price that the option beneficiaries have to pay to the company when exercising options, is to be determined in accordance with the conditions of the Stock Option Plan 2020 and the Stock Option Plan 2022, whereby the issue price cannot be lower than the proportionate amount of the share capital. In accordance with Section 145 of the Austrian Stock Corporation Act (AktG), the Supervisory Board is authorized to resolve changes to the articles of association that result from the issue of shares from the Conditional Capital 2020.”*

## **7. Wahlen in den Aufsichtsrat**

In accordance with Article 11 para. 1 of the articles of association of Marinomed Biotech AG, the supervisory board consists of at least three and a maximum of six members elected by the Annual General Meeting.

After the last election by the Annual General Meeting, the supervisory board initially consisted of five members and after the resignation of Mag. Karl Lankmayr in October 2020 of four members elected by the Annual General Meeting.

Two more members are to be elected to the supervisory board at the forthcoming Annual General Meeting.

The company's supervisory board currently consists of four capital representatives, meaning that Marinomed Biotech AG is not subject to the scope of Section 86 para. 7 Austrian Stock Corporation Act (AktG) (gender quota).

Irrespective of this, the company has already met the minimum quota pursuant to Section 86 para. 7 Austrian Stock Corporation Act (AktG), as the supervisory board, which consists of four members, has two women and two men.

The supervisory board proposes to elect Dr. Elisabeth Lackner and Dr. Ulrich Kinzel to the supervisory board with effect from the end of this Annual General Meeting in accordance with Article 11 para. 2 of the articles of association and Section 87 para. 7 Austrian Stock Corporation Act (AktG) until the end of the Annual General Meeting that resolves on the discharge for the 2026 financial year.

It is planned to vote separately on each position to be filled (two positions) in the coming Annual General Meeting.

Each proposed person has submitted a declaration in accordance with Section 87 para. 2 Austrian Stock Corporation Act (AktG), which is also available on the company's website, and in particular declares that

1. all circumstances in connection with Section 87 para. 2 Austrian Stock Corporation Act (AktG) have been disclosed and, according to the assessment of the nominee, there are no circumstances that could give cause for concern about his/her bias,
2. the nominee has not been legally sentenced to any criminal act, in particular not to any such as would call into question his/her professional reliability pursuant to Section 87 para. 2a sentence 3 Austrian Stock Corporation Act (AktG), and
3. there are no obstacles to the appointment within the meaning of Section 86 para. 2 and para. 4 Austrian Stock Corporation Act (AktG).

The Annual General Meeting is bound by the election proposals in the following manner. Proposals for the election of supervisory board members together with the declarations pursuant to Section 87 para. 2 Austrian Stock Corporation Act (AktG) for each proposed person must be made available on the company's website by May 25, 2022 at the latest, otherwise the person concerned will not be included in the vote. This also applies to election proposals from shareholders pursuant to Section 110 AktG Austrian Stock Corporation Act (AktG), which must be received by the company in text form by June 3, 2022 at the latest.

Korneuburg, 19 May 2022

The management board

sig. Andreas Grassauer, CEO

sig. Eva Prieschl-Grassauer, CSO

sig. Pascal Schmidt, CFO

For the supervisory board

sig. Simon Nebel, Chairman