



EQS-News: Marinomed Biotech AG / Announcement of the Convening of the General Meeting

Marinomed Biotech AG: Invitation to the 7th Annual General Meeting on Thursday, June 20, 2024, at 13:00 (Vienna time)

23.05.2024 / 09:00 CET/CEST

Announcement of the Convening of the General Meeting, transmitted by EQS News - a service of EQS Group AG.

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Invitation

to the 7th Annual General Meeting

on Thursday, June 20, 2024, at 13:00 (Vienna time)

at the Competence Centre of Raiffeisenbank Korneuburg

A-2100 Korneuburg, Stockerauer Straße 94

I. AGENDA

1. Presentation of the adopted financial statements 2023 according to the Austrian Commercial Code (UGB), including the management report and the corporate governance report, the non-financial report, the consolidated financial statements 2023 according to IFRS including the group management report, and the report of the Supervisory Board on the 2023 financial year
2. Resolution on the discharge of the members of the Management Board from their responsibility for the 2023 financial year
3. Resolution on the discharge of the members of the Supervisory Board from their responsibility for the 2023 financial year
4. Election of the auditor of the financial statements and the consolidated financial statements for the 2024 financial year
5. Resolution on the remuneration report 2023
6. Resolution on the principles of remuneration for the members of the Management Board and the Supervisory Board (Remuneration Policy)
7. Resolution on (a) the cancellation of the authorization granted by the Annual General Meeting of June 17, 2021 under item 6 of the agenda, to issue financial instruments within the meaning of Sec. 174 Austrian Stock Corporation Act (AktG) and (b) the authorization of the Management Board to issue financial instruments within the meaning of Sec. 174 AktG, in particular convertible bonds, profit participating bonds or participation rights that may comprise the purchase of and/or the exchange into shares of the Company, including the partial exclusion of statutory subscription rights (direct exclusion) as well as the authorization to exclude the statutory subscription rights to these financial instruments with the approval of the Supervisory Board
8. Resolution on (a) the cancellation of the existing Conditional Capital 2021 and (b) the conditional increase of the share capital of the Company according to Sec. 159 Para. 2 sentence 1 AktG for issuance to creditors of financial instruments (Conditional Capital 2024) as well as the corresponding amendment of the Articles of Associations in Sec. 5 (Share Capital) Para. 5 and Para. 9
9. Resolution on the change of the conditional capital according to Sec. 159 Para. 2 (3) AktG in accordance with the resolutions by the Annual General Meetings dated September 17, 2020, June 15, 2022, and June 21, 2023, respectively, whereby this conditional capital can be used exclusively to service stock options which are allocated to members of the Management Board as well as to employees of the Company in accordance with the Management Stock Option Plan 2024 as well as on the corresponding amendment of the Articles of Association in Sec. 5 (Share Capital) Para. 8
10. Resolution on (a) the cancellation of the existing authorized capital and (b) 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 statutory subscription rights and partial direct exclusion of the statutory subscription rights as well as the corresponding amendment of the Articles of Association in Sec. 5 (Share Capital) Para. 6
11. Resolution on the amendment of the Articles of Association in Sec. 3 and Sec. 16

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 30, 2024**:

- Financial Report 2023, 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 2023, in particular including
 - Non-financial report,
 - Corporate governance report,
 - Report of the Supervisory Board,
- Resolution proposals on agenda items 2 to 11,
- Remuneration report 2023,
- Remuneration Policy for the members of the Management Board,
- Remuneration Policy for the members of the Supervisory Board,
- Report of the Management Board according to Sec. 174 Para. 4 in conjunction with Sec. 153 Para. 4 AktG on the exclusion of statutory subscriptions rights when issuing financial instruments (for agenda items 7 and 8)
- Report of the Management Board and the Supervisory Board according to Sec. 159 Para. 2 cif. 3 AktG (for agenda item 9)
- Report of the Management Board according to Sec. 170 Para. 2 in conjunction with Sec. 153 Para. 4 AktG (for agenda item 10)
- 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 10, 2024 (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 17, 2024 (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 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

c/o HV-Veranstaltungsservice GmbH

8242 St. Lorenzen am Wechsel, Köppel 60

By SWIFT ISO 15022: GIBAAWGGMS (message type MT598 or MT599, ISIN ATMARINOMED6 to be stated in the text)

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

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 10, 2024 (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 e-mail: **anmeldung.marinomed@hauptversammlung.at** (please attach proxies as .pdf file)

By SWIFT ISO 15022: GIBAAWGGMS (message type MT598 or MT599, ISIN ATMARINOMED6 to be stated in the text)

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

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 19, 2024, 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), Feldmühlgasse 22, 1130 Vienna, Austria, 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 29, 2024, by close of business (which is 16:00 Vienna time at the latest)** exclusively at the address **Marinomed Biotech AG, attn. Bernd Braunstein, Hovengasse 25, 2100 Korneuburg, Austria**

or

- via e-mail, with a qualified electronic signature by **May 30, 2024 (24:00 Vienna time)** at the e-mail-address ir@marinomed.com

or

- via SWIFT by **May 30, 2024 (24:00 Vienna Time)** at the address GIBAAWGGMS.

“Written request” means the handwritten signature by or on behalf of each applicant or, if by e-mail, bearing a qualified electronic signature or, when transmitted by SWIFT, with message type MT598 or MT599 (with ISIN ATMARINOMED6 to be stated in the text). As for the other prerequisites of a certificate of deposit, reference is made to the section dealing with the requirements to attend (Sec. III. of this invitation).

Notice: As the 21st day prior to the Annual General Meeting is a public holiday in Austria (Corpus Christi), no shareholder request can be received by post or courier on that date (May 30, 2024). In order to be exercised in due time, such shareholder's request must reach the Company by post or courier on the preceding working day, i.e. May 29, 2024, 16:00 Vienna Time, at the latest. This is without prejudice to a timely transmission by e-mail with a qualified electronic signature or by SWIFT on May 30, 2024, 16:00 Vienna Time, at the latest.

Shareholders must also indicate resolution proposals regarding each item on the agenda so requested, including a statement of grounds. The agenda item and the proposed resolution, but not its justification, must in any case also be written in German. 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 11, 2024** (24:00 Vienna time) to the address **Marinomed Biotech AG, attn. Bernd Braunstein, Hovengasse 25, 2100 Korneuburg, Austria** 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.

3. 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.

4. 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.

5. 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 1,540,530.- and is divided into 1,540,530 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 1,540,530. 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.

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.

23.05.2024 CET/CEST

Language:	English
Company:	Marinomed Biotech AG Hovengasse 25 2100 Korneuburg Austria
Phone:	+43 2262 90300
E-mail:	office@marinomed.com
Internet:	www.marinomed.com
ISIN:	ATMARINOMED6
WKN:	A2N9MM
Listed:	Regulated Unofficial Market in Berlin, Dusseldorf, Frankfurt, Munich, Stuttgart, Tradegate Exchange; Vienna Stock Exchange (Official Market)

End of News

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