

— INVITATION —  
— AGM 2021 —

MEDIGENE AG  
PLANEKG/MARTINSRIED

SIN: A1X3W0  
ISIN: DE000A1X3W00

## Dear Shareholders,

We hereby invite our shareholders to the Annual General Meeting of Medigene AG, which will take place at **11.00 (CEST) on Wednesday, 18 May 2022.**

Due to the ongoing COVID-19 pandemic, this year's Annual General Meeting will again take place in the form of a virtual Annual General Meeting without the physical presence of shareholders or their proxies, with the exception of the Company's proxies.

The Annual General Meeting within the meaning of the German Stock Corporation Act (AktG) will be held at the Company's headquarters located at Lochhamer Straße 11, 82152 Planegg/Martinsried.

Shareholders or their proxies (with the exception of a proxy nominated by the Company) shall not be entitled or be given the opportunity to be physically present at the meeting venue. The meeting in its entirety will be accessible via the Company's website at

**<https://www.medigene.com/investors-media/annual-general-meeting/2022>**

with video and audio transmission via the password-protected Internet service for duly registered shareholders or their proxies. Shareholders may exercise their voting rights exclusively via electronic absentee voting or by granting power of attorney and issuing instructions to the proxies nominated by the Company – even in the case of authorizing a third party.

# I. AGENDA

- 1. Presentation of the adopted annual financial statements as of 31 December 2021, the approved consolidated financial statements as of 31 December 2021, the management report for the financial year 2021, the Group management report for the financial year 2021, the report of the Supervisory Board for the financial year 2021 and the explanatory report of the Executive Management Board on the statements pursuant to Section 289a and Section 315a of the German Commercial Code (HGB)**

On 21 March 2022, the Supervisory Board approved the annual financial statements and the consolidated financial statements, both prepared by the Executive Management Board. The annual financial statements have therefore been adopted pursuant to Section 172 sentence 1 of the German Stock Corporation Act (AktG). The Annual General Meeting must have access to the annual financial statements, the management report, the consolidated financial statements, the Group management report, the report of the Supervisory Board and the report of the Executive Management Board on the statements pursuant to Sections 289a and 315a of the German Commercial Code (HGB). No resolution will be passed on this item of the Agenda.

- 2. Discharge of the Executive Management Board members from their responsibilities for financial year 2021**

The Executive Management Board and Supervisory Board propose to discharge all members of the Executive Management Board for the financial year 2021.

- 3. Discharge of the Supervisory Board members from their responsibilities for financial year 2021**

The Executive Management Board and Supervisory Board propose to discharge all members of the Supervisory Board for financial year 2021.

- 4. Election of Company auditors for the annual financial statements and annual consolidated financial statements for financial year 2022**

On the recommendation of the Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Bernhard-Wicki-Straße 8, 80636 Munich, Germany, shall be appointed as auditors of the Company for the annual financial statements and consolidated financial statements for the financial year 2022.

- 5. Resolution on reducing the number of Supervisory Board members; amendment to the Articles of Association**

The members of the Supervisory Board elected at the Annual General Meeting on 22 May 2019 under items 6 e), f) and g) of the Agenda, namely Antoinette Hiebeler-Hasner, Dr Keith Manchester and Dr Frank Mathias, were elected for the period up to the end of the Annual General Meeting, which will decide on the discharge for the

third financial year after the start of their term of office. The term of office of these Supervisory Board members thus expires at the end of the forthcoming Annual General Meeting. Antoinette Hiebeler-Hasner and Dr Frank Mathias are to be re-elected as members of the Supervisory Board under item 6 of the Agenda. No replacement for Dr Keith Manchester is to be proposed; rather, it is proposed that the number of Supervisory Board members will be reduced by one. Pursuant to Section 95 sentence 3 of the German Stock Corporation Act (AktG), the Annual General Meeting of the Company is empowered to form a Supervisory Board comprised of a minimum of three members, but does not necessarily have to be divisible by three. At present, Section 10 (1) sentence 1 of the Company's Articles of Association dictates that the Supervisory Board shall comprise six members. However, it is now proposed that the number of Supervisory Board members shall be reduced to five.

On this basis, the Executive Management Board and Supervisory Board jointly propose the following resolution to the Annual General Meeting:

Article 10 (1) sentence 1 of the Company's Articles of Association shall be reworded as follows:

*"The Supervisory Board shall comprise five members."*

## **6. Election to the Supervisory Board**

The Supervisory Board is constituted pursuant to Section 95 and Section 96 (1) of the German Stock Corporation Act (AktG) and Article 10 of the Articles of Association of Medigene AG. It currently comprises six members. The Company is not subject to the right of co-determination. Consequently, the Supervisory Board consists solely of shareholders' representatives. Unless resolved otherwise by the Annual General Meeting, the members of the Supervisory Board are elected pursuant to Article 10 (2) of the Articles of Association for the period up to the end of the Annual General Meeting that decides upon the discharge of the Supervisory Board members for the first financial year after the start of their term of office. The financial year in which the period of office begins is always included.

The members of the Supervisory Board elected at the Annual General Meeting on 22 May 2019 under items 6 e), f) and g) of the Agenda, namely Antoinette Hiebeler-Hasner, Dr Keith Manchester and Dr Frank Mathias, were appointed on the same proviso for the period until the end of the Annual General Meeting which will decide upon the discharge for the third financial year after the start of their term of office. As such, the term of office of these members of the Supervisory Board shall therefore expire at the end of the forthcoming Annual General Meeting.

In view of item 5 of the Agenda for the forthcoming Annual General Meeting, which proposes to reduce the number of Supervisory Board members from six to five, no successor for Dr Keith Manchester, who was elected as a member of the Supervisory Board by the Annual General Meeting on 22 May 2019 under item 6 f) of the Agenda, will be proposed to the forthcoming Annual General Meeting to cover the period up to the entry of the corresponding amendment to the Articles of Association in the commercial register.

Having said that, two members of the Supervisory Board will still have to be elected. With regard to elections to the Supervisory Board, the Annual General Meeting is not bound by nominations. The newly elected members of the Supervisory Board shall be elected with effect from the end of the forthcoming Annual General Meeting. Election nominations are in line with Section 95 sentence 3 AktG,

The Supervisory Board now proposes to elect the persons named in the following under a) and b) as members of the Supervisory Board with effect from the end of this Annual General Meeting. The appointment of the persons indicated under a) and b) hereof shall be effective for the period up to the end of the Annual General Meeting,

which will decide upon the discharge for the third financial year after the start of their term of office (i.e. provisionally the Annual General Meeting in 2025).

- a) Antoinette Hiebeler-Hasner  
Professional position: Tax advisor, Partner at Vistra GmbH & Co. KG  
Wirtschaftsprüfungsgesellschaft, Cologne  
Place of residence: Munich
- b) Dr. Frank Mathias  
Professional position: CEO of Rentschler SE, Laupheim  
Place of residence: Munich

*Mandates:*

The candidates proposed for election below are either members of a supervisory board formed in accordance with the statutory requirements in one of the companies listed under (i) or members of a comparable domestic and foreign supervisory body of a commercial enterprise for the companies listed under (ii).

- a) Antoinette Hiebeler-Hasner
  - i. Grob Aircraft SE, Tussenhausen-Mattsies, Chair  
Ventuz Technology AG, Grünwald
  - ii. n/a
- b) Dr. Frank Mathias
  - i. Mediatum AG, Heidelberg, Chair  
Leukocare AG, Planegg/Martinsried
  - ii. August Faller GmbH & Co. KG, Waldkirch, Chair  
leon-nanodrugs GmbH, Munich

More detailed information about the proposed candidates can be viewed online at:

<https://www.medigene.com/investors-media/annual-general-meeting/2022>.

In accordance with the German Corporate Governance Code, the proposed candidates will ensure that they have sufficient time to perform their duties; in addition, the Supervisory Board has satisfied itself that the proposed candidates will be able to devote the expected amount of time to their duties.

In the view of the Supervisory Board, neither of the candidates proposed has any personal or business relationship with Medigene AG or its Group companies, executive bodies of Medigene AG or with any major shareholder of Medigene AG that are subject to the disclosure requirements of the German Corporate Governance Code.

The nominations take into account statutory requirements as well as the objectives resolved by the Supervisory Board with regard to its composition and aims to cover all aspects of the skills and expertise profile developed by the Supervisory Board for this executive body as a whole. In particular, a minimum of 50% of the supervisory body, comprising five members, will continue to be made up of independent members.

The two candidates proposed are familiar with the sector in which the Company operates. Antoinette Hiebeler-Hasner has amassed experience in the field of auditing annual accounts, while supervisory board members Dr Frank Mathias and Ronald Scott have expertise in accounting.

## **7. Endorsement of the remuneration report**

Following the revision of the German Stock Corporation Act (AktG) in the form of the German Act Implementing the Second Shareholder Rights Directive (Gesetz zur Umsetzung der zweiten Aktionärsrechterichtlinie, ARUG II), the Company is obliged pursuant to Section 162 AktG to prepare a remuneration report for both the Executive Management Board and the Supervisory Board and to present these in line with Section 120a (4) AktG to the Annual General Meeting for approval. Pursuant to Section 162 (3) AktG, the remuneration report was reviewed by the auditor to determine whether the information required by Section 162 (1) and (2) AktG was provided. The audit statement for the remuneration report is included in the remuneration report itself. The Supervisory Board and Executive Board propose that the remuneration report prepared and audited in accordance with Section 162 AktG for financial year 2021 be approved. The remuneration report is appended to the Agenda in Section II. "Annex to item 7 of the Agenda", and can be accessed via the website at

<https://www.medigene.com/investors-media/annual-general-meeting/2022>

from the time at which the Annual General Meeting is convened onwards. Moreover, the remuneration report will also be accessible here during the Annual General Meeting.

## II. ANNEX TO ITEM 7 OF THE AGENDA

### 1. Principles and strategic orientation of the remuneration system for members of the Executive Management Board

The remuneration system for members of the Executive Management Board serves as an important element for the alignment of Medigene and contributes significantly to promoting the business strategy and enhancing the operating performance, and thus to the long-term success of the Group. Our aim is to support successful and sustainable corporate governance by linking the remuneration of the Executive Management Board members to both the short-term and long-term development of the Company. At the same time, the choice of suitable performance criteria provides important incentives for implementing the Group's strategic realignment. The compensation system includes performance-related parameters and parameters based on the success of the Company. In addition, the relative and absolute performance of the share price is rewarded, further aligning Management's objectives with the direct interests of shareholders. We are aware of our social and ecological responsibility. Therefore, in addition to the focus on financial performance criteria, strong emphasis is also put on the consideration of non-financial sustainability criteria (Environmental, Social and Corporate Governance (ESG) criteria) when designing the remuneration system. The remuneration system presented below applies to all Executive Board service contracts to be concluded or renewed from 1 May 2021.

### 2. Definition, implementation and review of the remuneration system

The remuneration system for the members of the Executive Management Board was adopted by the Supervisory Board in accordance with sections 87 (1) and 87a (1) of the German Stock Corporation Act (AktG). In all remuneration decisions, the Supervisory Board takes into account the requirements of the German Stock Corporation Act and is guided by the recommendations of the German Corporate Governance Code (GCGC) as amended on 16 December 2019, which became effective on 20 March 2020, as well as the following guidelines:

- Advancement of the corporate strategy
- Appropriateness and customary nature
- Setting performance incentives
- Conformity with regulatory requirements
- Sustainability and long-term focus

The Supervisory Board regularly reviews the appropriateness and customary nature of the remuneration of the members of the Executive Management Board – both overall and with regard to the individual remuneration components – and makes adjustments where necessary to ensure that the remuneration package for the members of the Executive Management Board is both in line with the market and competitive within the regulatory framework. Criteria for the appropriateness of remuneration are the duties of the individual member of the Executive Management Board, personal performance and the economic situation. The assessment of the appropriateness of remuneration is made both in comparison with other companies (horizontal comparison) and within Medigene on the basis of the ratio of Executive Management Board remuneration to the remuneration of the first management level below the Executive Board and total employees (vertical comparison). Due to the size of Medigene, the following companies are used for the horizontal comparison:

- MorphoSys AG
- Heidelberger Pharma AG

- 4SC AG
- Evotec SE
- Quiagen NV

The Supervisory Board may – in accordance with the statutory requirements in section 87a (2) sentence 2 AktG – temporarily deviate from the remuneration system if this is necessary in the interests of the long-term welfare of the Company. This may be the case, for example, in the event of extraordinary, unforeseeable developments such as a severe financial and economic crisis; general unfavorable market developments alone do not constitute such extraordinary, unforeseeable developments.

Deviation from the remuneration system is only possible by way of a corresponding resolution of the Supervisory Board and after careful consideration of the necessity. The components of the remuneration system from which deviation is possible under the above circumstances are the procedure, the remuneration structure, the individual remuneration components and performance criteria. Furthermore, in this case the Supervisory Board may temporarily grant additional remuneration components or replace individual remuneration components with other remuneration components to the extent necessary to restore the appropriateness of the Executive Management Board's remuneration in the specific situation.

### 3. Overview of the design of the remuneration system

#### a) General overview of the remuneration system for the Executive Management Board

The following table shows the basic components of the remuneration system and their design. All components are explained in detail in section 4.

##### GENERAL OVERVIEW OF REMUNERATION COMPONENTS

REMUNERATION COMPONENT	ASSESSMENT BASIS / PARAMETER
<b>Non-performance-related remuneration</b>	
Fixed remuneration	The fixed remuneration of the members of the Executive Management Board is paid monthly on a pro rata basis as a salary
Fringe benefits	Company car, insurance premiums; further one-time or time-limited benefits possible for new hires with resolution of the Supervisory Board
<b>Company pension plan</b>	
Pension compensation	Members of the Executive Management Board receive a monthly pension payment for their own provision
<b>Other remuneration arrangements</b>	
Maximum remuneration	Cap on total compensation granted for a fiscal year in accordance with section 87a (1) sentence 2 no. 1 AktG for each member of the Executive Management Board: EUR 1.5 million
<b>Performance-related remuneration</b>	
Short-Term incentive (STI)	Bonus model based on goal achievement <ul style="list-style-type: none"> <li>• Goal achievement is based on corporate goals set by the Supervisory Board</li> <li>• Cap: 75% of fixed remuneration</li> </ul>
Long-Term incentive (LTI)	Long-term bonus model based on goal achievement <ul style="list-style-type: none"> <li>• Goal achievement is based on corporate goals set by the Supervisory Board</li> <li>• Cap: 150% of target amount</li> </ul> Share-based long-term remuneration <ul style="list-style-type: none"> <li>• Waiting period: 4 years</li> <li>• Cap: 40.000 stock options per member of the Executive Management Board</li> </ul>
<b>Other remuneration arrangements</b>	
Maximum remuneration	Cap on total compensation granted for a fiscal year in accordance with section 87a (1) sentence 2 no. 1 AktG for each member of the Executive Management Board: EUR 1.5 million

## **b) Remuneration components and structure**

The remuneration of the members of the Executive Management Board is composed of non-performance-related and performance-related elements. The former comprises fixed remuneration, fringe benefits and pension commitments. The performance-related remuneration includes the short-term incentive (STI) with a term of one year and the long-term incentive (LTI) with a term of four years. The amount of the performance-related remuneration components is determined on the basis of the financial and non-financial performance criteria set by the Supervisory Board.

The sum of all non-performance-related and performance-related remuneration components constitutes the total remuneration of the Executive Board members. The target total remuneration (fixed remuneration + pension compensation + fringe benefits + total target STI + total target LTI) of the Executive Board consists mainly of non-performance-related compensation elements.

The remuneration structure is geared to a sustainable and long-term development of the Company. Non-performance-related remuneration accounts for around 61% of total remuneration. Basic compensation accounts for approx. 57% of total remuneration, while pension compensation accounts for approx. 4%. The performance-related remuneration accounts for a total of approximately 39% of the total remuneration target. The target amount of the STI accounts for around 19% of total remuneration, while the target amount of the LTI accounts for around 20% of total remuneration.

## **c) Maximum remuneration**

The compensation of the members of the Executive Management Board is capped in two respects. Firstly, maximum limits have been set for the performance-related components and individual elements thereof (STI: 75% of fixed remuneration, LTI: 150% of target amount). Secondly, in accordance with Art. 87a par. 1 sentence 2 no. 1 AktG, the Supervisory Board has set a maximum remuneration limit which restricts the total amount of remuneration received for a particular fiscal year (fixed remuneration + pension compensation or retirement pension + payment from STI + payment from LTI). For the individual Executive Board Members, the total compensation is limited to €1.5 million each.

## **4. The remuneration system in detail**

### **a) Fixed remuneration**

Each member of the Executive Management Board receives non-performance-related fixed remuneration paid out in monthly installments. The amount of the fixed remuneration is determined on the basis of the principles set out in the management report.

### **b) Fringe benefits**

In addition to the above-mentioned remuneration components, the members of the Executive Management Board may be granted fringe benefits, in particular

- Payment of a fixed amount to be contributed to a pension fund
- A company car or alternatively, an increase in the contribution to the pension plan
- Reimbursement of costs in connection with dual households
- Co-payment of existing health insurance, not exceeding the employer's share of statutory health insurance contributions
- Reimbursement of business travel expenses
- Accident insurance coverage and payment of the relevant insurance premiums
- Inclusion in the D&O insurance in place with a deductible according to the statutory minimum amount

### c) Variable remuneration

#### i. Annual performance-related remuneration

In addition to the fixed remuneration, the members of the Executive Management Board are entitled to variable remuneration depending on the achievement of several performance goals set in advance by the Supervisory Board. If 100% of the short-term and long-term performance goals are achieved, the annual performance-related remuneration currently amounts to 50% of the fixed remuneration and can amount to a maximum of 75% of the fixed remuneration.

#### ii. Determination of the performance goals

The Supervisory Board sets annual goals that are identical for all members of the Executive Management Board. The goals are weighted among each other by the Supervisory Board. For 2021, the following have been set:

- Completion of preclinical research on PRAME-SPEcific SLL-TCR with PD1:41BB switch receptor for solid tumors (25%).
- Advance preclinical research on University of Montreal Munich Alliance TSA SPECIFIC antigens (MUM-TSAs) for solid tumors (10%).
- Achieve business development funding and/or financing to increase cash reach by 1 year (50%).
- Clinical development of TCR-T immunotherapies (15%).

The targets were met 100% in fiscal year 2021.

#### iii. Determination of the amount of the annual performance-related remuneration

The amount of the annual performance-related remuneration is calculated on the basis of the degree of goal achievement in relation to the individual goals, taking into account the weighting assigned to each goal.

Of the annual performance-related remuneration for a fiscal year, 65% is attributable to the short-term incentive and 35% to the long-term incentive.

At the beginning of the subsequent fiscal year, the Supervisory Board assesses the percentage goal achievement of each performance goal. On the basis of the goal achievement levels calculated in this way for each performance goal and the weighting of the individual performance goals among each other defined by the Supervisory Board, the Supervisory Board calculates the overall goal achievement level for the previous financial year, on the basis of which the amount of the short-term portion is determined by multiplying the overall goal achievement level by the portion of the annual performance remuneration attributable to the short-term incentive. The short-term portion of the annual performance-related remuneration is paid out in cash after approval of the Company's annual financial statements for the fiscal year in question. The Executive Management Board member concerned may immediately dispose of the amount of the short-term performance-related remuneration paid out at his or her own discretion.

Payment of the long-term portion of the annual performance-related remuneration is deferred for a further three years. At the end of this four-year period, the Supervisory Board will decide whether and to what extent the long-term portion of the annual bonus will be paid out to the respective Executive Board member with appropriate interest. The payment of the long-term variable performance-related remuneration is therefore made in cash in the fourth year after the relevant long-term targets have been set by the Supervisory Board. The Executive Board member concerned can immediately dispose of the amount paid out as long-term variable remuneration at his own discretion.

Variable remuneration components were not clawed back. The annual performance remuneration paid out is not subject to any repayment agreement.

*iv. Stock options*

In addition, the members of the Executive Management Board receive stock options based on the Company's stock option program in effect at the time of issue. Stock options represent further long-term variable compensation components. This is intended to create performance incentives geared to the sustainability and long-term success of the Company as measured by a positive development in the Company's share price.

Options are issued to the respective Executive Management Board member in accordance with the contractually agreed number per year (currently a maximum of 20,000 options) either in one tranche or several tranches. The maximum number of 20,000 options to be issued per year is based on the target achievement for short-term incentive compensation in the preceding calendar year. Furthermore, the Supervisory Board of the Company may grant additional stock options of up to 20,000 per year as a special recognition bonus based on additional, special, personal performance by a member of the Executive Board.

Thus, there is a maximum limit of 40,000 stock options that can be offered to a member of the Executive Management Board in a calendar year ("cap stock options").

The value of the stock options is measured for the purpose of maximum remuneration at the time the stock options are issued, considering the conditions specified in the stock option plans and the expected increase in the price of the Company's share by the end of the four-year waiting period. This is based on a maximum increase of 500% in the price of the Company's shares at the end of the four-year vesting period compared to the price of the Company's shares at the time the stock options were issued. Once stock options have been exercised at the end of the four-year waiting period, there is no obligation to hold the corresponding shares (no "lock-up").

The exercise price corresponds to the average closing price of the last 30 trading days prior to the issue of the stock options (allocation date). The Executive Board members may exercise the option rights at the earliest after expiry of a waiting period of four years beginning with the allocation date of the respective subscription right. Furthermore, it is required that the average closing price on the 30 trading days prior to the respective exercise amounts to 120% of the exercise price (performance target).

The pro rata structure of the annual performance-related remuneration with a total sustainability component of three years (with determination and payment only taking place in the fourth year after the year to which the long-term variable remuneration relates) and the structure of the stock options with a four-year waiting period before exercise provide considerable incentives for sustained positive corporate development, so that overall a balanced mix of short- and long-term remuneration components is achieved.

In the financial year 2021, Prof. Dolores Schendel was granted 40,000 and Axel Sven Malkomes 20,000 stock options.

**d) Severance payment upon termination of employment due to a change of control**

In the event of a change of control, the Executive Board service agreements contain special termination rights under certain conditions for both the Company and the Executive Board members. A change of control within the meaning of the Executive Board service agreements occurs if at least 30% of the shares with voting rights in the Company are acquired directly or indirectly by a third party.

If the employment of Executive Board members ends in the event of a change of control due to the exercise of a special right of termination by the Company or by an Executive Board member, the respective Executive Board member is entitled to payment of a severance payment. This may not exceed twice the sum of the annual gross compensation agreed at the time of termination of the employment relationship, nor may it exceed the remaining term of the employment contract.

**e) Severance payment upon termination of employment due to end of contract**

Mr. Malkomes will receive his base salary for 6 months and his contractual rent allowance for 3 months as compensation for a contractual non-competition clause when his contract expires on April 1, 2022.

**5. Executive Management Board remuneration in detail**

The following table presents the benefits contained in the remuneration of the members of the Executive Management Board, which amounted to €1,218 k in 2021 (2020: €1,402 k).

REMUNERATION OF THE EXECUTIVE MANAGEMENT BOARD		
IN € K	2021	2020
Fixed remuneration component (basic remuneration)	<b>700</b>	935
Short-term variable compensation component	<b>227</b>	183
Payments due at short notice	<b>927</b>	1,118
Mid-term variable compensation component	<b>123</b>	148
Post-employment benefits (service cost from pension entitlements)	<b>48</b>	76
Share-based payment	<b>120</b>	60
<b>Total</b>	<b>1,218</b>	<b>1,402</b>

REMUNERATION OF THE EXECUTIVE MANAGEMENT BOARD												
IN € K	PROF. DR. DOLORES J. SCHENDEL				DR. KAI PINKERNELL (BIS 31.3.2021)				AXEL SVEN MALKOMES			
	IN %	2021	IN %	2020	IN %	2021	IN %	2020	IN %	2021	IN %	2020
Fixed remuneration component	<b>57</b>	<b>320</b>	73	320	<b>60</b>	<b>80</b>	66	300	<b>57</b>	<b>300</b>	62	300
variable remuneration component												
Short term	<b>19</b>	<b>104</b>	12	55	<b>20</b>	<b>26</b>	16	75	<b>18</b>	<b>97</b>	14	67
Mid-term	<b>10</b>	<b>56</b>	10	46	<b>11</b>	<b>14</b>	7	35	<b>10</b>	<b>53</b>	11	53
Post-employment benefits (service cost from pension entitlements)	<b>0</b>	<b>0</b>	0	0	<b>9</b>	<b>12</b>	7	32	<b>7</b>	<b>36</b>	7	44
Share-based payment	<b>14</b>	<b>80</b>	5	20	<b>0</b>	<b>0</b>	4	20	<b>8</b>	<b>40</b>	3	20
<b>Total</b>	<b>100</b>	<b>560</b>	100	441	<b>100</b>	<b>132</b>	100	477	<b>100</b>	<b>526</b>	100	484

The following table presents the benefits contained in the remuneration of the members of the Executive Management Board, which amounted to €936 k in 2021 (2020: €1,252 k).

## REMUNERATION OF THE EXECUTIVE MANAGEMENT BOARD – BENEFITS GRANTED

IN T€	PROF. DOLORES J. SCHENDEL CHIEF EXECUTIVE OFFICER SINCE 1/2/2016 (MEMBER OF THE BOARD SINCE 1/5/2014))				DR. KAI PINKERNELL MEMBER OF THE EXECUTIVE MANAGEMENT BOARD SINCE 1/4/2018 UNTIL 31/3/2021				AXEL SVEN MALKOMES MEMBER OF THE EXECUTIVE MANAGEMENT BOARD SINCE 1/4/2019			
	IN %	2021	IN %	2020	IN %	2021	IN %	2020	IN %	2021	IN %	2020
Fixed remuneration	71	320	81	320	94	80	73	315	75	300	70	300
Fringe benefits <sup>1)</sup>	0	0	0	0	6	5	5	19	15	62	13	55
<b>Total</b>	<b>71</b>	<b>320</b>	<b>81</b>	<b>320</b>	<b>100</b>	<b>85</b>	<b>78</b>	<b>334</b>	<b>90</b>	<b>362</b>	<b>83</b>	<b>355</b>
Variable performance-based components	11	49	14	55	0	0	17	75	0	0	12	53
<b>Total</b>	<b>82</b>	<b>369</b>	<b>95</b>	<b>375</b>	<b>100</b>	<b>85</b>	<b>95</b>	<b>409</b>	<b>90</b>	<b>362</b>	<b>95</b>	<b>408</b>
Variable components in the form of stock options												
Number of stock options in the year		40.000		10.000				10.000		20.000		10.000
Fair value	18	80	5	20	0	0	5	20	10	40	5	20
<b>Total</b>	<b>100</b>	<b>449</b>	<b>100</b>	<b>395</b>	<b>100</b>	<b>85</b>	<b>100</b>	<b>429</b>	<b>100</b>	<b>402</b>	<b>100</b>	<b>428</b>

<sup>1)</sup> The fringe benefits paid to members of the Executive Management Board include expenses for the cost of maintaining dual households.

## 6. Supervisory Board remuneration

Supervisory Board compensation amounted to €175 k in 2021 (2020: €192 k). The total compensation of the members of the Supervisory Board comprises fixed compensation and attendance fees. In addition, expenses are reimbursed. The greater scope of activities of the Supervisory Board Chairman and Deputy Chairman is reflected in correspondingly higher compensation. Since the resolution on the compensation system for members of the Supervisory Board was adopted at the 2020 Annual General Meeting on 16 December 2020, this has also applied to the chairmanship of a committee. No advances were paid to members of the Supervisory Board and Executive Management Board.

### SUPERVISORY BOARD MEMBER 2021 (IN €K)

SUPERVISORY BOARD MEMBERS	IN %	FIXED REMUNERATION	IN %	COMMITTEE REMUNERATION	IN %	MEETING FEE
Dr. Gerd Zettlmeissl, Chairman since 23/5/2019	71	32	13	6	16	7
Antoinette Hiebeler-Hasner, Deputy Chair	71	24	18	6	12	4
Dr. Anthony Man	80	16	0	0	0	4
Dr. Keith Manchester	70	16	13	3	13	4
Dr. Frank Mathias	53	16	20	6	20	8
Ronald Scott	70	16	13	3	13	4
<b>Summe</b>	<b>69</b>	<b>120</b>	<b>14</b>	<b>24</b>	<b>14</b>	<b>31</b>

## 7. Comparative presentation of the annual change in remuneration

	2017 TO 2016	2018 TO 2017	2019 TO 2018	2020	2020 TO 2019	2021	2021 TO 2020
	CHANGE IN %	CHANGE IN %	CHANGE IN %	IN T€	CHANGE IN %	IN T€	CHANGE IN %
<b>Member of the Executive Management Board</b>							
Prof. Dolores J. Schendel	70	-9	21	441	-20	560	27
Dr. Kai Pinkernell	n/a	n/a	50	477	-6	132	-72
Axel Sven Malkomes	n/a	n/a	n/a	484	-24	526	9
<b>Supervisory Board member</b>							
Dr. Gerd Zettlmeissl	n/a	44	50	42	8	45	7
Antoinette Hiebeler-Hasner	111	-8	0	31	-13	34	10
Dr. Anthony Man	n/a	n/a	n/a	n/a	n/a	20	n/a
Dr. Keith Manchester	n/a	53	0	23	0	23	0
Dr. Frank Mathias	n/a	n/a	50	27	0	30	11
Ronald Scott	n/a	42	0	23	-15	23	0
<b>Key figures</b>							
Revenue Medigene Group	61	-1	39	8,002	-24	10,463	31
Revenue Medigene AG (HGB)	-16	4	45	20,635	-13	9,795	-53
EBITDA Medigene Group	398	43	-15	-22,191	25	-6,551	-70
EBITDA Medigene AG (HGB)	-66	10	171	5,672	41	-114	-102
Average annual remuneration of employees of the Medigene Group	-2	1	0	68	1	70	3

The average annual remuneration of the Medigene Group's employees includes all employees of the Group, except for the Executive Management Board.

### Report of the independent auditor on the formal audit of the remuneration report pursuant to § 162 Abs. 3 AktG

To Medigene AG, Planegg (Martinsried)

#### Opinion

We have formally audited the remuneration report of the Medigene AG, Planegg (Martinsried), for the financial year from January 1 to December 31, 2021 to determine whether the disclosures pursuant to § [Article] 162 Abs. [paragraphs] 1 and 2 AktG [Aktengesetz: German Stock Corporation Act] have been made in the remuneration report. In accordance with § 162 Abs. 3 AktG, we have not audited the content of the remuneration report.

In our opinion, the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the accompanying remuneration report. Our opinion does not cover the content of the remuneration report.

#### Basis for the opinion

We conducted our formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG and IDW [Institut der Wirtschaftsprüfer: Institute of Public Auditors in Germany] Auditing Standard: The formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG (IDW AuS 870). Our responsibility under that provision and that standard is further described in the "Auditor's Responsibilities" section of our auditor's report. As an audit firm, we have complied with the requirements of the IDW Quality Assurance Standard: Requirements to quality control for audit firms [IDW Qualitätssicherungsstandard - IDW QS 1]. We have

complied with the professional duties pursuant to the Professional Code for German Public Auditors and German Chartered Auditors [Berufssatzung für Wirtschaftsprüfer und vereidigte Buchprüfer - BS WP/vBP], including the requirements for independence.

*Responsibility of the Management Board and the Supervisory Board*

The management board and the supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of § 162 AktG. They are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

*Auditor's Responsibilities*

Our objective is to obtain reasonable assurance about whether the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report and to express an opinion thereon in an auditor's report.

We planned and performed our audit to determine, through comparison of the disclosures made in the remuneration report with the disclosures required by § 162 Abs. 1 and 2 AktG, the formal completeness of the remuneration report. In accordance with § 162 Abs 3 AktG, we have not audited the accuracy of the disclosures, the completeness of the content of the individual disclosures, or the appropriate presentation of the remuneration report.

Munich, March 31, 2022

**PricewaterhouseCoopers GmbH  
Wirtschaftsprüfungsgesellschaft**

Dietmar Eglauer  
Wirtschaftsprüfer  
(German Public Auditor)

ppa. Patrick Konhäuser  
Wirtschaftsprüfer  
(German Public Auditor)

### III. TOTAL NUMBER OF SHARES AND VOTING RIGHTS AT THE TIME OF CONVENING THE ANNUAL GENERAL MEETING

At the time of convening the Annual General Meeting, the Company's share capital is divided into 24,562,658 (in words: twenty-four million five hundred and sixty-two thousand six hundred and fifty-eight) registered ordinary shares (no-par shares), which grant one vote each. The Company holds no treasury shares at the time of convening the meeting.

## IV. CONDITIONS FOR ATTENDANCE OF THE VIRTUAL ANNUAL GENERAL MEETING AND EXERCISING VOTING RIGHTS

In view of the ongoing COVID-19 pandemic, this year's ordinary Annual General Meeting is to be held on the basis of the current version of the C-19 AuswBekG (German Act on Measures in Corporate, Cooperative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID 19 Pandemic) from 27 March 2020 (Bundesgesetzblatt I Nr. 14 2020, S. 570) (subsequently referred to as the "COVID-19 Act") in the form of a virtual Annual General Meeting on 18 May 2022 without the physical presence of shareholders or their proxies (with the exception of a proxy nominated by the Company), albeit with the option to participate via electronic connection ("connection"). Since the physical presence of shareholders and shareholder representatives is thus excluded, the Annual General Meeting will be broadcast live online on Wednesday, 18 May 2022, starting at 11 a.m. (CEST) for registered shareholders and shareholder representatives at the password-protected Internet service accessible at

<https://www.medigene.com/investors-media/annual-general-meeting/2022>.

Shareholders and shareholder representatives shall have the opportunity to exercise their voting rights by electronic communication (postal vote) or by authorizing the company's proxy.

Shareholders who wish to follow the virtual Annual General Meeting online must register in advance (see below under "1. Requirements for participation in the Annual General Meeting and exercise of voting rights").

Via the password-protected Internet service for the Annual General Meeting, shareholders (and their proxies, if applicable) can register for the Annual General Meeting in accordance with the procedures provided for this purpose and in accordance with the following provisions, among others, to exercise their voting rights by means of electronic communication (postal vote), to grant powers of attorney to third parties and issue powers of attorney and instructions to the proxies appointed by the Company, to submit questions or declare objections to be recorded in the minutes. Access authorization is required in order to use the password-protected Internet service for the Annual General Meeting.

Since this procedure involves some special features for shareholders and shareholder representatives, we ask you to take particular note of the following instructions:

### **1. Requirements for participation in the Annual General Meeting and exercise of voting rights**

Those shareholders who are recorded in the share register as shareholders of the Company by 11 May 2022, 24:00 hours (CEST), ("Technical Record Date") and have duly registered with the Company by 11 May 2022, 24:00 hours (CEST), are entitled to exercise their shareholder rights, in particular their voting rights, at the virtual Annual General Meeting.

It is possible to register online via the password-protected Internet service or in text form.

### **Online registration with the Company via the password-protected internet service**

In accordance with the procedure specified by the Company, shareholders can register with the Company online via the password-protected internet service accessible at

<https://www.medigene.com/investors-media/annual-general-meeting/2022>.

Access authorization is required to use the password-protected internet service. Shareholders entered in the Company's share register no later than 27 April 2022, 00:00 hours (CEST) will be sent their individual access data (access ID and access password) together with the invitation to the virtual Annual General Meeting.

### **Registration in text form**

Shareholders can register with the Company in text form by post or email to:

Medigene AG  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Germany  
email: [medigene@better-orange.de](mailto:medigene@better-orange.de)

To facilitate registration in text form, a registration form will be sent to shareholders who are entered in the Company's share register no later than 27 April 2022, 00:00 hours (CEST), together with the invitation to the virtual Annual General Meeting. The registration form is also available to download from the Company's website at

<https://www.medigene.com/investors-media/annual-general-meeting/2022>.

In addition, this can also be requested free of charge from the Company, e.g. by emailing: [medigene@better-orange.de](mailto:medigene@better-orange.de).

If the form sent by the Company is not used for registration, the shareholder registering must be clearly identified, for example by stating the full name or company name of the shareholder, the address and the shareholder number. The individual access data for the password-protected Internet service will be sent to these shareholders on receipt of the registration with the Company.

As far as the Company is concerned, solely those shareholders who are entered in the Company's share register on the day of the Annual General Meeting are considered shareholders for the purpose of attending the meeting or exercising voting rights.

The shares are not frozen by registration for the Annual General Meeting; shareholders can therefore continue to freely trade their shares even after registration has been completed. Only the number of shares entered in the share register on the day of the Annual General Meeting is decisive for voting rights. This will correspond to the number of shares held at the end of the registration period, since applications for registration in the share register received by the Company during the periods from the end of 11 May 2022 up to the end of the Annual General Meeting of shareholders will only be processed and entered in the share register with effect after the end of the Annual General Meeting.

## **2. Procedure for the virtual Annual General Meeting without physical presence of shareholders and shareholder representatives**

All registered shareholders or their proxies can follow the entire Annual General Meeting live online on 18 May 2022, from 11 a.m. (CEST). This requires orderly registration by the shareholders, as the transmission will take place via the password-protected Internet service accessible at

<https://www.medigene.com/investors-media/annual-general-meeting/2022>.

In order to activate Internet transmission via the password-protected Internet service, timely registration for the virtual Annual General Meeting is required in accordance with the provisions set out above in 1. "Requirements for participation in the Annual General Meeting and exercise of voting rights".

The transmission of the Annual General Meeting will be carried out from the business premises of the Company, Lochhamer Straße 11, 82152 Planegg, in the district of Martinsried, Germany. The notary public authorized to record the minutes of the Annual General Meeting and one of the proxies appointed by the Company will also be present there.

The online transmission of the Annual General Meeting of shareholders does not enable participation in the Annual General Meeting within the meaning of Section 118 (1) sentence 2 AktG.

The Executive Board and Supervisory Boards expressly point out that the Annual General Meeting is not an event accessible to the general public and that any sound or image recording and/or further distribution of the transmission of the Annual General Meeting, including the creation of still images, screenshots or film recordings, is strictly prohibited.

## **3. Procedure for electronic absentee voting**

Duly registered shareholders have the opportunity to cast their votes by electronic communication (postal vote). In this case too, shareholders must register in good time (see above under 1. Requirements for participation in the Annual General Meeting and exercise of voting rights).

In accordance with the procedures provided for this purpose, voting rights can then be exercised by means of electronic absentee voting before and during the virtual Annual General Meeting using the password-protected Internet service on the Company's website accessible at

<https://www.medigene.com/investors-media/annual-general-meeting/2022>.

This option of electronic absentee voting will be available until the beginning of voting at the virtual General Meeting on 18 May 2022.

Votes previously cast by electronic absentee voting using the password-protected Internet service can also be changed or revoked during the virtual Annual General Meeting up to the point at which voting begins via the password-protected Internet service on the Company's website accessible at

<https://www.medigene.com/investors-media/annual-general-meeting/2022>.

The casting of votes by electronic absentee ballot is limited to voting on the resolutions proposed by the Executive Management Board and/or Supervisory Board as indicated in the invitation to the virtual Annual General Meeting and to the resolutions proposed by shareholders, including any potential additions to the Agenda in accordance with Section 122 (2) AktG, as well as to any counter motions and election nominations from share-

holders received in due time and which shall be deemed to have been submitted to the virtual Annual General Meeting.

If an individual vote is conducted on an Agenda item without this having been communicated to shareholders in advance of the Annual General Meeting, voting by means of electronic absentee voting on this Agenda item shall also be deemed overall to be a corresponding vote for each item of the individual vote.

If no explicit or unambiguous vote is cast in the electronic absentee ballot on an Agenda item, this will be considered as an abstention for this particular item. If the Company receives several votes by electronic absentee ballot for the same shareholding, the last formally valid vote by electronic absentee ballot shall be deemed binding.

#### **4. Procedure for proxy voting**

Shareholders may also exercise their voting rights at the Annual General Meeting via a proxy, for example via an intermediary, a voting consultant, a shareholders' association, proxies appointed by the Company or another person of their choice. In this case too, shareholders must register in good time (see above under "1. Requirements for participation in the Annual General Meeting and exercise of voting rights").

Proxies may exercise voting rights for the shareholders they represent within the scope of their respective mandate, in accordance with the procedures provided for this purpose or by (sub)authorizing the proxies of the Company who are bound by instructions by means of electronic absentee voting, using the password-protected Internet service on the Company's website accessible at:

<https://www.medigene.com/investors-media/annual-general-meeting/2022>.

The use of the password-protected internet service via a proxy assumes that the proxy shall receive the relevant access data.

If neither an intermediary, nor shareholders' association, voting rights advisor or equivalent person in accordance with Section 135 (8) AktG is authorized, the granting of a power of attorney, its revocation and proof of authorization vis-à-vis the Company in accordance with Section 134 (3) sentence 3 AktG require written text form (Section 126b BGB [German Civil Code]).

Notification of power of attorney must be communicated to the person to be authorized or to the Company. A form that can be used to grant power of attorney will be sent to shareholders together with the invitation to the virtual Annual General Meeting. The form is also available to download at

<https://www.medigene.com/investors-media/annual-general-meeting/2022>

and can also be requested free of charge from the Company by emailing: [medigene@better-orange.de](mailto:medigene@better-orange.de).

Proof of authorization may be submitted, amended or revoked by means of notification sent to the Company no later than 17 May 2022, 24:00 hours (CEST) to the following postal or email address

Medigene AG  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Germany  
email: [medigene@better-orange.de](mailto:medigene@better-orange.de)

The date of receipt by the Company shall be decisive.

Moreover, in accordance with the procedure provided for this purpose, the proof of authorization may also be submitted, amended or revoked until the day of the virtual Annual General Meeting via the password-protected Internet service accessible at:

<https://www.medigene.com/investors-media/annual-general-meeting/2022>.

On the day of the virtual Annual General Meeting itself, proxies may only be submitted, amended or revoked in accordance with the procedure provided for this purpose using the password-protected Internet service accessible at:

<https://www.medigene.com/investors-media/annual-general-meeting/2022>.

The above-mentioned submission channels are also available up to the above points in time if the proxy is to be granted by declaration to the Company; in this case, separate evidence of the granting of a proxy is not required. The revocation or amendment of a power of attorney already granted may also be declared directly to the Company, using the means of submission outlined above up to the specified points in time.

There is no formal requirement in law or in the Articles of Association for authorization of an intermediary, shareholders' association, voting rights advisor or equivalent person pursuant to Section 135 (8) AktG. Please consult these persons or institutions on a potential form of proxy if you wish to authorize them.

### **Exercising voting rights via a Company-nominated proxy**

As a service, we offer our shareholders the option of authorizing proxies appointed by the Company and bound by instructions to exercise their voting rights prior to the Annual General Meeting. In this case, too, shareholders must register in good time in accordance with the requirements set out above under item 1 (see above "1. Requirements for participation in the Annual General Meeting and exercise of voting rights").

A form that may be used to grant power of attorney and issue instructions to the proxies nominated by the Company will be sent to shareholders together with the invitation to the virtual Annual General Meeting. It is also available to download from the Company's website at

<https://www.medigene.com/investors-media/annual-general-meeting/2022>

and can also be requested free of charge from the Company by emailing: [medigene@better-orange.de](mailto:medigene@better-orange.de).

Proxies and instructions to the proxies nominated by the Company may be issued by post or email to the following address, fax number or email address by no later than 17 May 2022, 24:00 hours (CEST):

Medigene AG  
c/o Better Orange IR & HV AG  
Haidelweg 4  
81241 Munich  
Germany  
email: [medigene@better-orange.de](mailto:medigene@better-orange.de)

In addition, authorization and instructions to the proxies appointed by the Company can, in accordance with the procedure provided for this purpose, be issued electronically using the password-protected Internet service for the Annual General Meeting on the Company's website accessible at:

<https://www.medigene.com/investors-media/annual-general-meeting/2022>.

The possibility of issuing power of attorney and instructions to the proxies nominated by the Company is available until the start of voting at the virtual Annual General Meeting on 18 May 2022.

To revoke a power of attorney granted to the proxies nominated by the Company or to change the instructions, the above information on the available methods of submission and the deadlines shall apply accordingly.

Insofar as the proxies appointed by the Company are authorized, they must in any case be given instructions on how to exercise voting rights. If instructions are not correctly or not clearly issued, the proxies will abstain from voting. The proxies are obliged to vote as instructed; even if a power of attorney has been issued, they are only authorized to exercise voting rights if express instructions have been issued in respect of the resolutions proposed by the Executive Management Board and/or Supervisory Board as indicated in the invitation to the virtual Annual General Meeting or in respect of the resolutions proposed by shareholders, including any potential additions to the Agenda in accordance with Section 122 (2) AktG, as indicated in the invitation to the virtual Annual General Meeting, as well as in respect of any countermotions and election nominations from shareholders received in due time and which shall be deemed to have been submitted to the virtual Annual General Meeting.

If an individual vote is conducted on an agenda item without this having been communicated in advance of the virtual Annual General Meeting, an overall instruction on this agenda item shall also be regarded as a corresponding instruction for each item of the individual vote.

The proxies of the Company shall not accept any powers of attorney to file objections against resolutions proposed to the Annual General Meeting, to exercise the right to ask questions or to propose motions.

## **5. Supplementary motions to amend the Agenda at the request of a minority pursuant to Section 122 (2) AktG**

Shareholders whose combined shareholdings amount to one-twentieth of the share capital (this corresponds to 1,228,133 shares at the time of convening the Annual General Meeting) or to a pro rata amount of €500,000 (corresponding to 500,000 shares) may request that items be placed on the Agenda and published. Each new item must be accompanied by a statement of grounds or a draft resolution. The request must be addressed in writing to the Executive Management Board of Medigene AG and must be received by the Company at the following address no later than 17 April 2022, 24.00 hours (CEST):

Medigene AG  
Vorstand  
Lochhamer Straße 11  
82152 Planegg/Martinsried  
Germany

Requests for supplements as well as a statement by the administration on the subject may potentially be published on the Internet at:

<https://www.medigene.com/investors-media/annual-general-meeting/2022>.

Requests for supplements to be published will also appear without delay in the German Federal Gazette, before being forwarded to media for publication that can be assumed will disseminate the information throughout the European Union, and shareholders shall also be duly informed.

## **6. Countermotions in accordance with Section 126 (1) AktG and nominations for election pursuant to Section 127 AktG in connection with Section 1 (2) sentence 3 of the COVID-19 Act**

In addition, shareholders may submit to the Company countermotions to proposals made by the Executive Management Board and/or Supervisory Board on specific items of the Agenda and election proposals.

Countermotions (together with any grounds) and election proposals must be addressed exclusively to:

Medigene AG  
 c/o Better Orange IR & HV AG  
 Haidelweg 48  
 81241 Munich  
 Germany  
 Fax: +49 (0)89 889690655  
 email: [antraege@better-orange.de](mailto:antraege@better-orange.de)

Countermotions and election proposals addressed otherwise shall not be considered. Better Orange IR & HV AG is the Company's authorized recipient for countermotions and election proposals.

Countermotions and election proposals, including the name of the shareholder and the grounds to be made available that are received at the above address or by email with proof of shareholder capacity by 14 days prior to the day of the virtual Annual General Meeting, i.e. by no later than 3 May 2022, 24:00 hours (CEST), will be made available online to the other shareholders at:

<https://www.medigene.com/investors-media/annual-general-meeting/2022>,

provided that the other requirements for publication pursuant to Section 126 AktG have been met. Any comments by the management will also be published at the above web address.

No countermotions or election proposals can be made during the virtual Annual General Meeting. Duly submitted and admissible countermotions and election proposals that were communicated in advance of the Annual General Meeting in accordance with Sections 126 (1) and 127 AktG will, pursuant to Section 1 (2) sentence 3 of the COVID-19 Act, be treated in the virtual Annual General Meeting as if they had been submitted to the Annual General Meeting, provided that the shareholder submitting the countermotion or election proposal has been properly legitimized and duly registered for the Annual General Meeting.

## **7. Shareholders' right to be informed pursuant to Section 131 (1) AktG in connection with Section 1 (2) of the COVID-19 Act / Shareholder's opportunity to ask questions**

The shareholders' right to be informed pursuant to Section 131 (1) AktG is restricted in the case of a virtual Annual General Meeting in accordance with Section 1 (2) of the COVID-19 Act. Accordingly, shareholders only have the right to submit questions via electronic communication in the context of the virtual Annual General Meeting (Section 1 (2) sentence 1 no. 3 COVID-19 Act). The Executive Management Board has resolved that questions must be submitted at least one day prior to the Annual General Meeting (see Section 1 (2) sentence 2 [second half of sentence] of the COVID-19 Act). The Executive Management Board of Medigene AG has made use of this with the approval of the Supervisory Board as follows:

Duly registered shareholders shall be afforded the opportunity to ask questions via electronic communication in the context of the virtual Annual General Meeting (see Section 1 (2) sentence 1 no. 3 of the COVID-19 Act). Questions must be submitted at the latest by

**16 May 2022, 24.00 hours (CEST),**

via the password-protected internet service accessible at

<https://www.medigene.com/investors-media/annual-general-meeting/2022>

in accordance with the procedure provided for this.

Questions submitted after the above deadline or questions not in German or English shall not be considered. In general, the party asking the question can be named when answering the questions.

In accordance with Section 1 (2) sentence 2 (first half of sentence) of the COVID-19 Act, the Executive Management Board shall decide on the answers to questions at its own discretion.

## **8. Documentation to be provided**

The notice convening the Annual General Meeting and the documents to be made available shall be sent on request to shareholders and intermediaries who requested the notification, as well as to shareholders' associations that requested the notification or who exercised voting rights at the last Annual General Meeting. The request is to be sent by email to: [hv2022@medigene.com](mailto:hv2022@medigene.com).

Furthermore, the documentation to be made available will be provided at the meeting location during the Annual General Meeting and made available to the Annual General Meeting as templates via the password-protected Internet service accessible at:

<https://www.medigene.com/investors-media/annual-general-meeting/2022>.

## **9. Objections to resolutions of the Annual General Meeting**

In accordance with the procedures provided for this purpose, registered shareholders and shareholder representatives who have exercised their voting rights by electronic absentee voting or by authorizing the proxies nominated by the Company shall be given the opportunity to object to the resolutions of the Annual General Meeting from the beginning to the end of the virtual Annual General Meeting via the password-protected Internet service accessible at

<https://www.medigene.com/investors-media/annual-general-meeting/2022>.

Any objections will be forwarded directly to the notary public.

More detailed information on the rights of shareholders in accordance with Section 122 (2), Section 126 (1), Section 127, Section 131 (1) AktG in connection with Section 1 of the COVID-19 Act have been made available to the general public on the Company's website at:

<https://www.medigene.com/investors-media/annual-general-meeting/2022>.

## DATA PROTECTION

Medigene AG processes your personal data (name, address, email address, number of shares, class of shares, share ownership structure and number of the admission card; if applicable, name, address and email address of any proxy nominated by the relevant shareholder), taking into account the EU General Data Protection Regulation (GDPR), the German Federal Data Protection Act (Bundesdatenschutzgesetz, BDSG), the German Stock Corporation Act (AktG) and all other relevant legal provisions, in order to enable shareholders to exercise their rights within the scope of the Annual General Meeting.

Medigene AG shares are registered no-par shares. With regard to such registered shares, Section 67 of the German Stock Corporation Act (AktG) stipulates that they are to be entered in the Company's stock ledger, indicating the name, date of birth, address and e-mail address of the shareholder as well as the number of shares held. The shareholder is obligated, in principle, to provide these details to the Company. The financial institutions assisting in the buying, safekeeping and selling of your Medigene shares regularly forward these details as well as other details that are relevant to maintaining the stock ledger (e.g. nationality, gender and presenting bank) to the stock ledger. This is processed via Clearstream Banking Frankfurt, which takes on the technical settlement of securities transactions and the safekeeping of shares on behalf of financial institutions as central securities depository.

Medigene AG uses your personal data for the purposes provided for in the German Stock Corporation Act (AktG). This includes, in particular, maintaining the stock ledger and conducting Annual General Meetings. The processing of your personal data is obligatory for your attendance at the Annual General Meeting. Medigene AG is the controller with regard to processing of the data. The German Stock Corporation Act (AktG) in conjunction with Article 6 (1) c) of the General Data Protection Regulation forms the legal basis for the processing of data. In addition, your data (name, date of birth, address, number of shares held) may be used to generate statistics, e.g. for analyzing trends. This is carried out on the basis of Section 27 of the German Federal Data Protection Act (BDSG).

Furthermore, your personal data is processed, where applicable, to comply with additional legal obligations, e.g. regulatory requirements as well as compulsory safe custody under stock corporation law, commercial law and tax law. For example, it is mandatory to record in verifiable form and keep for three years protected against unauthorized access the data used as proof of authorization when authorizing Company-nominated proxies for the Annual General Meeting (Section 134 (3) sentence 5 of the German Stock Corporation Act (AktG)). In this case, the relevant legal regulations in conjunction with Article 6 (1) c) GDPR form the legal basis for processing the data. In individual cases, Medigene AG also processes your data if, for example, certain shareholders need to be excluded from receiving information about offers for subscription in connection with capital increases due to their nationality or place of residence, in order to comply with the securities regulations of the relevant countries. The legal basis for this is Article 6 (1) c) GDPR.

If your personal data is to be processed for any other purpose, you will be informed of this in advance, in line with the legal provisions.

You have the right to be informed, the right to rectification, the right to restrict processing, the right to object and the right to erasure at any time in relation to the processing of your personal data, as well as the right to data portability under Chapter III of the GDPR. You may assert these rights against Medigene AG free of charge via the following email address

[datenschutz@medigene.com](mailto:datenschutz@medigene.com)

or via the following contact details:

Medigene AG  
Compliance Officer  
Lochhamer Str. 11  
82152 Planegg/Martinsried  
Germany

In addition, you have the right to lodge a complaint under Article 77 GDPR with the data protection supervisory authorities.

Contact our Company Data Protection Officer at the following address:

Sven Lenz  
Deutsche Datenschutzkanzlei – Datenschutzkanzlei Lenz GmbH & Co. KG  
Bahnhofstraße 50  
87435 Kempten  
Germany  
email: [datenschutz@medigene.com](mailto:datenschutz@medigene.com)

Further information about data protection is available on the website of Medigene AG at:

<https://www.medigene.com/footer/privacy>

**Planegg/Martinsried, April 2022**

**The Executive Management Board**

**Minimum information pursuant to section 125 para. 2 German Stock Corporation Act (AktG) in connection with section 125 para. 5 AktG, article 4 para. 1 and table 3 of the annex to Implementing Regulation (EU) 2018/1212**

Type of Information	Description
<b>A. Specification of the message</b>	
1. Unique identifier of the event	MDG1052022HV
2. Type of message	Meeting notice of a general meeting [format pursuant to Implementing Regulation (EU) 2018/1212: NEWM]
<b>B. Specification of the issuer</b>	
1. ISIN	DE000A1X3W00
2. Name of issuer	Medigene AG
<b>C. Specification of the meeting</b>	
1. Date of the general meeting	18.05.2022 [format pursuant to Implementing Regulation (EU) 2018/1212: 20220518]
2. Time of the general meeting	11:00 hours (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 09:00 UTC]
3. Type of the general meeting	Ordinary general meeting as virtual general meeting without physical presence of the shareholders and their proxies [format pursuant to Implementing Regulation (EU) 2018/1212: GMET]
4. Location of the general meeting	Virtual general meeting: <a href="https://www.medigene.com/investors-media/annual-general-meeting/2022">https://www.medigene.com/investors-media/annual-general-meeting/2022</a>  Location of the general meeting as defined by the Stock Corporation Act: Medigene AG, Lochhamer Straße 11, 82152 Planegg/Martinsried, Germany
5. Record Date	11.05.2022, after the last transcription [format pursuant to Implementing Regulation (EU) 2018/1212: 20220511]
6. Uniform Resource Locator (URL)	<a href="https://www.medigene.com/investors-media/annual-general-meeting/2022">https://www.medigene.com/investors-media/annual-general-meeting/2022</a>

# LIVING IMMUNOTHERAPIES

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