

**MINUTES** of the proceedings at the annual general meeting of **Mainz Biomed N.V.**, a public company under Dutch law, registered with the Dutch trade register under number 82122571 (the "**Company**"), held at the offices of CMS Netherlands, Atrium, Parnassusweg 737, 1077 DG Amsterdam, the Netherlands, on 28 June 2022 at 15.00 hours CET,

### **Chairman and secretary**

Hans Hekland (Chairman of the Board of the Company, present in person) acts as chairman of the meeting and Martijn van der Bie (civil law notary with CMS, present in person) as secretary.

### **Opening**

The chairman opens the meeting. It is noted that the meeting takes place in accordance with the articles of association of the Company and Dutch law. The convocation, agenda and other meeting documents were available on the Company website as of 20 May 2022 and filed with the US Securities and Exchange Commission on SEC Form 6-K on 3 June 2022.

It is noted that a total of 13,735,000 ordinary shares in the capital of the Company are issued and outstanding. The holders of not less than 2,971,015 ordinary shares are present by proxy. 21.63% of the voting power on the outstanding shares is present or represented at the meeting. Each share confers the right to cast one vote.

It is noted that no persons with meeting rights have submitted resolutions for adoption at the general meeting.

### **Consideration**

The chairman considers the agenda of the meeting, which includes the consideration of the annual accounts over the financial year ended on 31 December 2021.

### **Voting**

Since the attendees indicated they had no questions or comments in respect of the items included on the agenda for the meeting, the chairman proceeds and puts each of the voting items on the agenda to the vote. The chairman notes that each voting item is adopted with the requisite majority.

The chairman notes:

1. That the Tabulation Report issued by Broadridge on 21 June 2022 (the "**Tabulation Report**") shows a total of outstanding shares of 14,482,973 and that such Tabulation Report will be attached to these minutes of the meeting as **Annex 1**;
2. That for 747,973 of such shares (the "**Warrants**") the Dutch law formalities for issuance of shares following a recent exercise of warrants may not yet have been complied with;
3. That the Warrants therefore do not yet confer the right to cast votes in the AGM and do not count for the determination of the total number of outstanding shares;
4. That during the AGM no other votes were cast than the votes included in the Tabulation Report;
5. That under the Registered Shares as referred to in the Tabulation Report no votes were cast in respect of the Warrants;

6. That it cannot be excluded that under the Beneficial Shares as referred to in the Tabulation Report votes were cast in respect of the Warrants;
7. That given the small number of Beneficial Shares, it would not have a material impact for the determination whether the proposals have been adopted or not, if one would include the voting in respect of the Beneficial Shares or not in the result of the voting;
8. That – if the representation and voting in respect of the Beneficial Shares is ignored - the results of the voting are as included in an overview that will be attached to these minutes of the meeting as **Annex 2**.

**Close**

There being no further questions or comments from the attendees, the chairman closes the meeting.

(signature page follows)

**SIGNED BY**



**Chairman**



**Secretary**

## **ANNEX 1**

## MAINZ BIOMED N.V.

**ANNUAL MEETING: 06/28/2022**

AS REQUESTED, WE HAVE TABULATED THE VOTES CAST FOR THE ABOVE MEETING. THE RESULTS OF THIS TABULATION ARE AS FOLLOWS:

**Voting Results as of: 06/21/2022**

**Voting Power:**

**TOTAL OUTSTANDING:**

**Total:**  
**14,482,973**

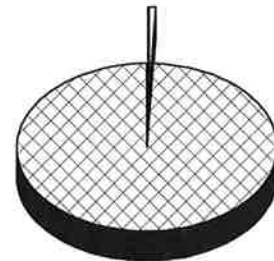
**TOTAL SHARES VOTED:**

**2,997,172**

**% OF VOTED:**

**20.69%**

**Profile of Shares Voted**



Legend:  
Banks 0.02%  
Brokers 0.85%  
Registered 99.13%

IN ACCORDANCE WITH OUR CUSTOMARY PROCEDURES, WE HAVE EXAMINED THE PROXIES RECEIVED, BUT DO NOT GUARANTEE THE GENUINENESS OF THE SIGNATURES THEREOF, OR ASSUME ANY RESPONSIBILITY FOR THE LEGALITY OF ANY PROXY.

SINCERELY,



ANTHONY LAPOMA  
DIRECTOR  
VOTING SERVICES

MCB260-001-20220621-050821-0001

**PROPOSAL 003 ADOPTION OF THE ANNUAL ACCOUNTS FOR THE FINANCIAL YEAR 2021**

***	FOR	AGAINST	ABS/WHD	BROKER NON-VOTES
BENEFICIAL	25,750	384	23	
REGISTERED	2,971,015	0	0	
TOTAL SHARES VOTED	2,996,765	384	23	
% OF VOTED	99.98%	0.01%		
% OF OUTSTANDING	20.69%	0.00%		
% OF VOTED W/ABS/WHD	99.98%	0.01%	0.00%	
% OF OUTSTNDG W/ABS/WHD	20.69%	0.00%	0.00%	

**PROPOSAL 004 DISCHARGE OF THE DIRECTORS FOR THEIR MANAGEMENT AND SUPERVISION**

***	FOR	AGAINST	ABS/WHD	BROKER NON-VOTES
BENEFICIAL	24,657	1,434	66	
REGISTERED	2,971,015	0	0	
TOTAL SHARES VOTED	2,995,672	1,434	66	
% OF VOTED	99.95%	0.04%		
% OF OUTSTANDING	20.68%	0.00%		
% OF VOTED W/ABS/WHD	99.94%	0.04%	0.00%	
% OF OUTSTNDG W/ABS/WHD	20.68%	0.00%	0.00%	

**PROPOSAL 005 APPROVAL OF THE 2022 OMNIBUS INCENTIVE PLAN**

***	FOR	AGAINST	ABS/WHD	BROKER NON-VOTES
BENEFICIAL	8,614	16,015	1,528	
REGISTERED	2,971,015	0	0	
TOTAL SHARES VOTED	2,979,629	16,015	1,528	
% OF VOTED	99.46%	0.53%		
% OF OUTSTANDING	20.57%	0.11%		
% OF VOTED W/ABS/WHD	99.41%	0.53%	0.05%	
% OF OUTSTNDG W/ABS/WHD	20.57%	0.11%	0.01%	

**PROPOSAL 006 AMENDMENT OF THE REMUNERATION POLICY**

***	FOR	AGAINST	ABS/WHD	BROKER NON-VOTES
BENEFICIAL	7,647	17,299	1,211	
REGISTERED	2,468,698	0	502,317	
TOTAL SHARES VOTED	2,476,345	17,299	503,528	
% OF VOTED	99.30%	0.69%		
% OF OUTSTANDING	17.09%	0.11%		
% OF VOTED W/ABS/WHD	82.62%	0.57%	16.80%	
% OF OUTSTNDG W/ABS/WHD	17.09%	0.11%	3.47%	

**PROPOSAL 007 AUTHORISATION OF THE BOARD TO ACQUIRE ORDINARY SHARES**

***	FOR	AGAINST	ABS/WHD	BROKER NON-VOTES
BENEFICIAL	9,377	16,473	307	
REGISTERED	2,468,698	0	502,317	
TOTAL SHARES VOTED	2,478,075	16,473	502,624	
% OF VOTED	99.33%	0.66%		
% OF OUTSTANDING	17.11%	0.11%		
% OF VOTED W/ABS/WHD	82.68%	0.54%	16.76%	
% OF OUTSTNDG W/ABS/WHD	17.11%	0.11%	3.47%	

**PROPOSAL 008 AUTHORISATION OF THE BOARD TO ACQUIRE PREFERRED SHARES**

***	FOR	AGAINST	ABS/WHD	BROKER NON-VOTES
BENEFICIAL	8,027	17,800	330	
REGISTERED	2,468,698	0	502,317	
TOTAL SHARES VOTED	2,476,725	17,800	502,647	
% OF VOTED	99.28%	0.71%		
% OF OUTSTANDING	17.10%	0.12%		
% OF VOTED W/ABS/WHD	82.63%	0.59%	16.77%	
% OF OUTSTNDG W/ABS/WHD	17.10%	0.12%	3.47%	

**PROPOSAL 009 ASSIGNMENT OF KRESTON LENTINK AUDIT B.V. AS DUTCH AUDITOR**

***	FOR	AGAINST	ABS/WHD	BROKER NON-VOTES
BENEFICIAL	25,822	317	18	
REGISTERED	2,971,015	0	0	
TOTAL SHARES VOTED	2,996,837	317	18	
% OF VOTED	99.98%	0.01%		
% OF OUTSTANDING	20.69%	0.00%		
% OF VOTED W/ABS/WHD	99.98%	0.01%	0.00%	
% OF OUTSTNDG W/ABS/WHD	20.69%	0.00%	0.00%	

## ANNEX 2



## MYNZ Voting Totals

### Adjusted Counts

TOTAL OUTSTANDING PER TRANSHARE	14.482.973			
SHARES PER DUTCH REGISTRY	13.735.000			
DIFFERENCE	747.973	warrants exercised		
TOTAL SHARES VOTED	2.997.172			
REGISTERED SHARES VOTED (Confirmed no warrant shares)	2.971.015			
		<b>Shares</b>	<b>Shares</b>	<b>Shares</b>
		<b><u>Voted For</u></b>	<b><u>Voted Against</u></b>	<b><u>Abstained</u></b>
<b><u>Proposal 003</u></b>				
Registered Shares Voted	2.971.015	0	0	0
% of Shares Voted	100,00%	0,00%	0,00%	0,00%
% of Shares Outstanding	21,63%	0,00%	0,00%	0,00%
<b><u>Proposal 004</u></b>				
Registered Shares Voted	2.971.015	0	0	0
% of Shares Voted	100,00%	0,00%	0,00%	0,00%
% of Shares Outstanding	21,63%	0,00%	0,00%	0,00%
<b><u>Proposal 005</u></b>				
Registered Shares Voted	2.971.015	0	0	0
% of Shares Voted	100,00%	0,00%	0,00%	0,00%
% of Shares Outstanding	21,63%	0,00%	0,00%	0,00%
<b><u>Proposal 006</u></b>				
Registered Shares Voted	2.468.698	0	502.317	
% of Shares Voted	83,09%	0,00%	16,91%	
% of Shares Outstanding	17,97%	0,00%	3,66%	
<b><u>Proposal 007</u></b>				
Registered Shares Voted	2.468.698	0	502.317	
% of Shares Voted	83,09%	0,00%	16,91%	
% of Shares Outstanding	17,97%	0,00%	3,66%	
<b><u>Proposal 008</u></b>				
Registered Shares Voted	2.468.698	0	502.317	
% of Shares Voted	83,09%	0,00%	16,91%	
% of Shares Outstanding	17,97%	0,00%	3,66%	
<b><u>Proposal 009</u></b>				
Registered Shares Voted	2.971.015	0	0	0
% of Shares Voted	100,00%	0,00%	0,00%	0,00%
% of Shares Outstanding	21,63%	0,00%	0,00%	0,00%