

**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, held at the offices of CMS Derks Star Busman N.V., Atrium, Parnassusweg 737, 1077 DG Amsterdam, the Netherlands, on 28 June 2023 at 14.00 hours CET.

#### **CHAIRMAN AND SECRETARY**

Hans Hekland, non-executive director of the Company, present at the meeting in person, is appointed chairman of the meeting and Hans Hekland, as chairman of the meeting, designates Martijn van der Bie, civil law notary with CMS Derks Star Busman N.V., Dutch counsel to the Company, present at the meeting, as secretary of the meeting, all in accordance with article 27 of the articles of association of the Company.

#### **OPENING**

The chairman opens the meeting and records that the meeting is held in one of the places referred to in article 26.1 of the articles of association of the company and that the meeting was otherwise convened with due observance of the applicable provisions of the articles of association of the Company and Dutch law.

Furthermore, the chairman records that:

- (a) the notice of the meeting, including the agenda with explanatory notes, and all relevant ancillary documents were made available on the website of the Company as of 19 May 2023 and filed with the US Securities and Exchange Commission on SEC Form 6-K on 19 May 2023;
- (b) a total of 15,247,548 ordinary shares were issued and outstanding on 31 May 2023, being the record date for the meeting;
- (c) 5,470,935 ordinary shares are represented at the meeting by Hans Hekland, as proxy authorised in writing, representing 35.88% of the issued and outstanding shares;
- (d) each share confers the right to cast one vote at the meeting.

Finally, the chairman records that no persons with meeting rights have requested discussion of any matters at the meeting or submitted any resolutions for adoption at the meeting in accordance with article 26.6 of the articles of association of the Company.

#### **DISCUSSION OF THE AGENDA**

The chairman discussed the agenda of the meeting and records that none of the attendees has any questions or comments in respect of the items included in the agenda.

#### **PROPOSALS AND VOTING**

The chairman puts each of the voting items included in the agenda of the meeting to the vote and records that each voting item is adopted with the requisite majority.

#### **CLOSE**

There being no further business, the chairman closes the meeting.

## **ATTACHMENTS**

The following documents will be attached to these minutes:

- (a) the notice of the meeting;
- (b) the agenda of the meeting with explanatory notes;
- (c) the list of attendants of the meeting; and
- (d) the tabulation report of Broadridge relating to the meeting.

## **SIGNED AS FOLLOWS**

(signature pages follow)


(signature page to minutes)

**Chairperson**

  
\_\_\_\_\_

(signature page to minutes)

**Secretary**



A handwritten signature in blue ink, consisting of a series of loops and a vertical stroke with a small hook at the top, followed by a horizontal line. The signature is positioned above a solid horizontal line that spans the width of the signature.

**NOTICE OF ANNUAL GENERAL MEETING OF  
MAINZ BIOMED N.V.**

Notice is given that 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**"), will be held at the offices of CMS Netherlands, Atrium, Parnassusweg 737, 1077 DG Amsterdam, the Netherlands, on 28 June 2023 at 14.00 hours CET (the "**AGM**").

**Agenda**

The agenda for the AGM and related documents and further information regarding the AGM can be found on the Company's website at <https://www.mainzbiomed.com/investors>. They are also available for inspection and can be obtained free of charge at the offices of the Company.

**Record Date**

The Record Date for the AGM is 31 May 2023. Each share outstanding on the Record Date entitles the holder to cast one vote on each voting item at the AGM.

**Shareholders of Record**

Shareholders of Record are those who are shareholders of the Company, or otherwise have voting rights or meeting rights in respect of shares in the capital of the Company, at the Record Date and who are recorded as such in the part of the register of shareholders of the Company, including all records and other data carriers relating thereto, kept by Transshare Corporation, the Company's transfer agent, irrespective of any changes to the entitlement to their shares or to their voting rights or meeting rights after the Record Date.

**Beneficial Owners**

Beneficial Owners are those who beneficially own shares in the capital of the Company through a bank, broker or other nominee on the Record Date.

**Attendance**

A Shareholder of Record or Beneficial Owner who wishes to attend the AGM, in person or by a proxy, must notify the Company of its intention to do so by e-mail at [ir@mainzbiomed.com](mailto:ir@mainzbiomed.com) no later than 18.00 hours CET on 23 June 2023. The notice must contain the name and the number of shares the Shareholder of Record or Beneficial Owner will represent at the AGM. In addition, a Shareholder of Record or Beneficial Owner who wishes to attend the AGM by a proxy must enclose its signed proxy. A proxy can be downloaded from the website of the Company at <https://www.mainzbiomed.com/investors>.

A Beneficial Owner must also enclose:

- (a) proof of its beneficial ownership of the relevant shares, for instance a recent account statement; and
- (b) a signed proxy from the bank, broker or other nominee registered in the part of the register of shareholders of the Company, including all records and other data carriers relating thereto, kept by Transshare Corporation as the holder of the relevant shares on the Record Date, confirming that the Beneficial Owner is authorised to attend and vote at the AGM.

Beneficial Owners should contact their bank, broker or other nominee to obtain such a proxy from them.

Any notice of attendance, proof of beneficial ownership or signed proxy received after 18.00 hours CET on 23 June 2023 will be disregarded. Shareholders of Record, Beneficial Owners and proxyholders who have not complied with the procedures described above may be refused entry to the AGM.

All attendees must be prepared to show a valid proof of identity for admittance.

To avoid misunderstandings, the procedures outlined above do not apply with respect to proxy cards solicited through Broadridge, the Company's proxy solicitor. Shareholders of Record using such a proxy card should follow the instructions and observe the deadlines specified on the proxy card they receive.

### **How to vote**

Shareholders of Record and Beneficial Owners may vote in person or by proxy at the AGM in accordance with the procedures described above.

Beneficial Owners may also have their shares voted by following the procedures specified on their broker's voting instruction form. Shortly before the AGM, the brokers will tabulate the votes they have received and submit one or more proxy cards to the Company reflecting the aggregate votes of the Beneficial Owners.

### **Contact details**

For further information please contact the Company's Investor Relations Department by e-mail at [ir@mainzbiomed.com](mailto:ir@mainzbiomed.com).

**AGENDA OF THE ANNUAL GENERAL MEETING OF MAINZ BIOMED N.V.**

Agenda of 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**"), to be held at the offices of CMS, Atrium, Parnassusweg 737, 1077 DG Amsterdam, the Netherlands, on 28 June 2023 at 14.00 hours CET (the "**AGM**").

- |     |  |                        |
|-----|--|------------------------|
| 1.  | Opening  |                        |
| 2.  | Consideration of the the statutory management report for the financial year ended 31 December 2022   | <b>Discussion item</b> |
| 3.  | Adoption of the statutory annual accounts for the financial year ended 31 December 2022  | <b>Voting item</b>     |
| 4.  | Discharge from liability of the directors for their management and supervision during the financial year ended 31 December 2022  | <b>Voting item</b>     |
| 5.  | Extension of the authorisation of the board to acquire ordinary shares or depositary receipts thereof  | <b>Voting item</b>     |
| 6.  | Extension of the authorisation of the board to acquire preferred shares or depositary receipts thereof   | <b>Voting item</b>     |
| 7.  | Approval of amendment of the Mainz Biomed N.V. 2022 Omnibus Incentive Plan   | <b>Voting item</b>     |
| 8.  | Reappointment of Dr. Heiner Dreismann as non-executive director  | <b>Voting item</b>     |
| 9.  | Reappointment of Mr. Gregory J. Tibbitts as non-executive director   | <b>Voting item</b>     |
| 10. | Assignment of Kreston Lentink Audit B.V. as Dutch auditor and authorisation of the board to assign a US auditor at its discretion for the financial year ending 31 December 2023 | <b>Voting item</b>     |
| 11. | Other matters for discussion   |                        |
| 12. | Close  |                        |

## **EXPLANATORY NOTES TO THE AGENDA OF THE ANNUAL GENERAL MEETING OF MAINZ BIOMED N.V.**

### **1. Opening**

### **2. Consideration of the management report for the financial year ended 31 December 2022**

Consideration of the statutory management report for the financial year ended 31 December 2022, as prepared in accordance with Dutch law. The statutory management report is available on the Company's website at <https://www.mainzbiomed.com/investors> and is available for inspection at the offices of the Company.

### **3. Adoption of the annual accounts for the financial year ended 31 December 2022**

It is proposed that the statutory annual accounts for the financial year ended 31 December 2022, as prepared in accordance with Dutch law, be adopted. The adoption of the statutory annual accounts includes the allocation of the losses made in the financial year ended 31 December 2022. Lentink issued a compilation statement on the statutory annual accounts for the financial year ended 31 December 2022. The statutory annual accounts are available on the Company's website at <https://www.mainzbiomed.com/investors> and are available for inspection at the offices of the Company.

### **4. Discharge of the directors for their management and supervision during the financial year ended 31 December 2022**

It is proposed that each director in office during the financial year ended 31 December 2022 be granted a discharge from liability for the exercise of his or her management and supervision duties during the financial year ended 31 December 2022 to the extent appearing from the statutory annual accounts or the statutory management report for the financial year ended 31 December 2022, as prepared in accordance with Dutch law, or other public disclosures.

### **5. Extension of the authorisation of the board to acquire ordinary shares or depositary receipts thereof**

On 28 June 2022, the general meeting extended the authorisation of the board to acquire ordinary shares in the capital of the Company or depositary receipts thereof for consideration until 27 December 2023.

It is proposed that the authorisation of the board to acquire ordinary shares in the capital of the Company or depositary receipts thereof for consideration be extended until 27 December 2024.

The maximum number of ordinary shares permitted pursuant to applicable law and the articles of association from time to time may be acquired and ordinary shares may be acquired through repurchases negotiated in the open market or privately, in self-tender offers, or through accelerated repurchase arrangements, at prices ranging from the nominal value of the ordinary shares up to 110% of the market price of ordinary shares, provided that:

- (a) for open market or privately negotiated repurchases, the market price shall be the price for ordinary shares on the Nasdaq Stock Market at the time of the transaction;



- (b) for self-tender offers, the market price shall be the volume weighted average price for the ordinary shares on the Nasdaq Stock Market during a period, determined by the board, of no less than one and no more than five consecutive trading days immediately prior to the expiration of the tender offer; and
- (c) for accelerated repurchase arrangements, the market price shall be the volume weighted average price of the ordinary shares on the Nasdaq Stock Market over the term of the arrangement;

the volume weighted average price for any number of trading days shall be calculated as the arithmetic average of the daily volume weighted average price on those trading days.

**6. Extension of the authorisation of the board to acquire preferred shares or depositary receipts thereof**

On 28 June 2022, the general meeting authorised the board to acquire financing preferred shares in the capital of the Company or depositary receipts thereof for consideration for a period of eighteen months until 27 December 2023.

It is proposed that the authorisation of the board to acquire financing preferred shares in the capital of the Company or depositary receipts thereof for consideration be extended until 27 December 2024.

The maximum number of financing preferred shares permitted pursuant to applicable law and the articles of association from time to time may be acquired and financing preferred shares may be acquired through repurchases negotiated in the open market or privately, in self-tender offers, or through accelerated repurchase arrangements, at prices ranging from the nominal value of the financing preferred shares up to the higher of:

- (a) the amount that would be paid by the Company upon cancellation of such financing preferred shares in accordance with the applicable provisions of the articles of association; and
- (b) 110% of the market price of the ordinary shares into which the financing preferred shares may be converted in accordance with the applicable provisions of the articles of association, whereby the market price will be determined in the manner as set out above under 5.

**7. Approval of amendment of the Mainz Biomed N.V. 2022 Omnibus Incentive Plan**

The compensation committee of the Board intends to amend the Mainz Biomed N.V. 2022 Omnibus Incentive Plan solely for the purpose of increasing the number of ordinary shares available for issue thereunder from 500,000 to 875,000.

It is proposed that the amendment of the Mainz Biomed N.V. 2022 Omnibus Incentive Plan be approved.

**8. Reappointment of Dr. Heiner Dreismann as non-executive director**

Dr. Heiner Dreismann was appointed non-executive director of the Company for a term commencing on 14 December 2022 and ending at the close of the AGM.

It is proposed that Dr. Dreismann be reappointed non-executive director of the Company for a term commencing at the close of the AGM and ending at the close of the annual general

meeting of the Company to be held in 2024. Dr. Dreismann was born on 2 July 1953. He holds German and US citizenship. He earned a master of science degree in biology and his doctor of philosophy degree in microbiology and molecular biology – summa cum laude – from Westfaelische Wilhelms University in Muenster, Germany. With over 35 years of experience in the life sciences and health care industries, Dr. Dreismann is considered a pioneer in the early adoption of polymerase chain reaction (PCR), one of the most revolutionary techniques in molecular biology and genetics research. At Roche Diagnostics, he held several leadership positions, beginning with his role in 1991 as the head of the PCR Business Unit for Europe and the head of the strategic planning for PCR diagnostics. From 2000 to 2006, he was President and CEO of Roche Molecular Systems in Pleasanton, California. Dr. Dreismann held senior positions at Roche, including Head of Global Business Development, Roche Diagnostics and Member of Roche's Global Diagnostic Executive Committee. He serves on the Company's Strategic Advisory Board and also serves on the boards of several public and private biotech and diagnostic companies in the United States, Europe and Israel. Dr. Dreismann does not currently hold any shares in the capital of the Company.

When making the nomination of Dr. Dreismann for reappointment as non-executive director, the board took into account the manner in which Dr. Dreismann fulfilled his duties as a non-executive director of the Company as well as the applicable independence standards of the Stock Market Rules of the Nasdaq Stock Market LLC. Dr. Dreismann is considered independent under Rule 5605(a)(2) under the Stock Market Rules of the Nasdaq Stock Market.

#### **9. Reappointment of Mr. Gregory J. Tibbitts as non-executive director**

Mr. Gregory J. Tibbitts was appointed non-executive director of the Company for a term commencing on 14 December 2022 and ending at the close of the AGM.

It is proposed that Mr. Tibbitts be reappointed non-executive director of the Company for a term commencing at the close of the AGM and ending at the close of the annual general meeting of the Company to be held in 2024.

Mr. Tibbitts was born on 1 April 1967. He holds US citizenship. Mr. Tibbitts is a certified public accountant with over 30 years of professional experience as a senior financial executive and as a board member of publicly traded and privately held companies. His expertise includes multiple debt and equity transactions, restructure of complex manufacturing operations, resolution of technical accounting issues and direct interactions with the US Securities and Exchange Commission. He worked as a Chief Financial Officer for both public and private companies, primarily in the medical diagnostics and life sciences sectors. He currently serves as a board member for CoImmune Inc., a biotechnology company, and served as a board member for IDMI Pharma, Inc., a NASDAQ listed biotech company prior to its acquisition. He obtained a B.B.A. at University of San Diego and an M.B.A. at San Diego State University. Mr. Tibbitts does not currently hold any shares in the capital of the Company.

When making the nomination of Mr. Tibbitts for reappointment as non-executive director, the board took into account the manner in which Mr. Tibbitts fulfilled his duties as a non-executive director of the Company as well as the applicable independence standards of the Stock Market Rules of the Nasdaq Stock Market LLC. Mr. Tibbitts is considered independent under Rule 5605(a)(2) under the Stock Market Rules of the Nasdaq Stock Market.

**10. Assignment of Kreston Lentink Audit B.V. as Dutch auditor and authorisation of the board to assign a US auditor at its discretion for the financial year ending 31 December 2023**

Kreston Lentink Audit B.V. compiled the statutory annual accounts for the financial year ended 31 December 2022.


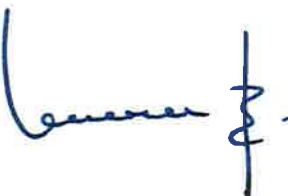
It is proposed:

- (a) that Kreston Lentink Audit B.V. be assigned as Dutch auditor to audit the statutory annual accounts for the financial year ending 31 December 2023, as to be prepared in accordance with Dutch law; and
- (b) to authorise the board to assign a US auditor at its discretion in accordance with applicable law and stock exchange rules to audit the annual accounts for the financial year ending 31 December 2023 for the purpose of SEC filings or otherwise.

**11. Other matters for discussion**

**12. Close**

**ATTENDANCE LIST ANNUAL GENERAL MEETING 28 JUNE 2023  
MAINZ BIOMED N.V.**

No.	Name	Capacity	Representation	Signature
1.	<b>Hans Hekland</b>	Non-executive director, chairperson of the general meeting and holder of proxies submitted by several shareholders	Several shareholders pursuant to proxies received through Broadridge	
2.	<b>Martijn van der Bie</b>	Civil law notary and secretary of the general meeting	N/a	

## MAINZ BIOMED N.V.

**ANNUAL MEETING: 06/28/2023**

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

**Voting Results as of: 06/28/2023**

**Voting Power:**

**TOTAL OUTSTANDING:**

**TOTAL SHARES VOTED:**

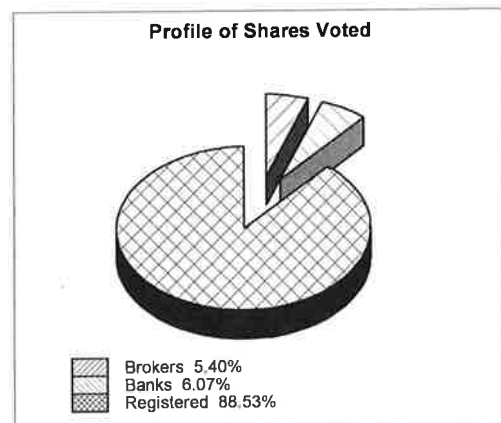
**% OF VOTED:**

**Total:**

**15,247,548**

**5,470,925**

**35.88%**



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

**PROPOSAL 003 ADOPTION OF THE STATUTORY ANNUAL ACCOUNTS FOR FINANCIAL YEAR 2022**

***	FOR	AGAINST	ABS/WHD	BROKER NON-VOTES
BENEFICIAL	623,827	1,475	2,731	
REGISTERED	4,842,892	0	0	
TOTAL SHARES VOTED	5,466,719	1,475	2,731	
% OF VOTED	99.97%	0.02%		
% OF OUTSTANDING	35.85%	0.00%		
% OF VOTED W/ABS/WHD	99.92%	0.02%	0.04%	
% OF OUTSTNDG W/ABS/WHD	35.85%	0.00%	0.01%	

**PROPOSAL 004 DISCHARGE FROM LIABILITY OF THE DIRECTORS**

***	FOR	AGAINST	ABS/WHD	BROKER NON-VOTES
BENEFICIAL	614,587	10,631	2,815	
REGISTERED	4,842,892	0	0	
TOTAL SHARES VOTED	5,457,479	10,631	2,815	
% OF VOTED	99.80%	0.19%		
% OF OUTSTANDING	35.79%	0.06%		
% OF VOTED W/ABS/WHD	99.75%	0.19%	0.05%	
% OF OUTSTNDG W/ABS/WHD	35.79%	0.06%	0.01%	

**PROPOSAL 005 AUTHORISATION OF BOARD TO ACQUIRE ORDINARY SHARES**

***	FOR	AGAINST	ABS/WHD	BROKER NON-VOTES
BENEFICIAL	559,039	67,135	1,859	
REGISTERED	3,605,391	0	1,237,501	
TOTAL SHARES VOTED	4,164,430	67,135	1,239,360	
% OF VOTED	98.41%	1.58%		
% OF OUTSTANDING	27.31%	0.44%		
% OF VOTED W/ABS/WHD	76.11%	1.22%	22.65%	
% OF OUTSTNDG W/ABS/WHD	27.31%	0.44%	8.12%	

**PROPOSAL 006 AUTHORISATION OF BOARD TO ACQUIRE PREFERRED SHARES**

***	FOR	AGAINST	ABS/WHD	BROKER NON-VOTES
BENEFICIAL	558,151	67,631	2,251	
REGISTERED	3,605,391	0	1,237,501	
TOTAL SHARES VOTED	4,163,542	67,631	1,239,752	
% OF VOTED	98.40%	1.59%		
% OF OUTSTANDING	27.30%	0.44%		
% OF VOTED W/ABS/WHD	76.10%	1.23%	22.66%	
% OF OUTSTNDG W/ABS/WHD	27.30%	0.44%	8.13%	

**PROPOSAL 007 APPROVAL OF AMENDMENT OF THE 2022 OMNIBUS INCENTIVE PLAN**

***	FOR	AGAINST	ABS/WHD	BROKER NON-VOTES
BENEFICIAL	572,019	52,634	3,380	
REGISTERED	3,605,391	0	1,237,501	
TOTAL SHARES VOTED	4,177,410	52,634	1,240,881	
% OF VOTED	98.75%	1.24%		
% OF OUTSTANDING	27.39%	0.34%		
% OF VOTED W/ABS/WHD	76.35%	0.96%	22.68%	
% OF OUTSTNDG W/ABS/WHD	27.39%	0.34%	8.13%	

**PROPOSAL 008 REAPPOINTMENT OF DR. HEINER DREISMANN AS NON-EXECUTIVE DIRECTOR**

***	FOR	AGAINST	ABS/WHD	BROKER NON-VOTES
BENEFICIAL	625,412	1,956	665	
REGISTERED	4,842,892	0	0	
TOTAL SHARES VOTED	5,468,304	1,956	665	
% OF VOTED	99.96%	0.03%		
% OF OUTSTANDING	35.86%	0.01%		
% OF VOTED W/ABS/WHD	99.95%	0.03%	0.01%	
% OF OUTSTNDG W/ABS/WHD	35.86%	0.01%	0.00%	

**PROPOSAL 009 REAPPOINTMENT OF MR. GREGORY J. TIBBITTS AS NON-EXEC. DIRECTOR**

***	FOR	AGAINST	ABS/WHD	BROKER NON-VOTES
BENEFICIAL	625,309	1,995	729	
REGISTERED	4,842,892	0	0	
TOTAL SHARES VOTED	5,468,201	1,995	729	
% OF VOTED	99.96%	0.03%		
% OF OUTSTANDING	35.86%	0.01%		
% OF VOTED W/ABS/WHD	99.95%	0.03%	0.01%	
% OF OUTSTNDG W/ABS/WHD	35.86%	0.01%	0.00%	

**PROPOSAL 010 ASSIGNMENT OF KRESTON LENTINK AUDIT B.V. AS DUTCH AUDITOR**

***	FOR	AGAINST	ABS/WHD	BROKER NON-VOTES
BENEFICIAL	625,671	1,740	622	
REGISTERED	4,842,892	0	0	
TOTAL SHARES VOTED	5,468,563	1,740	622	
% OF VOTED	99.96%	0.03%		
% OF OUTSTANDING	35.86%	0.01%		
% OF VOTED W/ABS/WHD	99.95%	0.03%	0.01%	
% OF OUTSTNDG W/ABS/WHD	35.86%	0.01%	0.00%	