

AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF MAINZ BIOMED N.V.

Agenda of the extraordinary 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 office of CMS, Atrium, Parnassusweg 737, 1077 DG Amsterdam, the Netherlands, on Wednesday 22 April 2026 at 14.00 hours Central European Time (the "**EGM**").

1.	Opening		
2.	Authorisation of the board to assign a US auditor at its discretion for the financial year ending 31 December 2026		Voting item
3.	Approval of issue of ordinary shares		Voting item
4.	Amendment of articles of association and authorisation execution of deed of amendment of articles of association		Voting item
5.	Reverse stock split, amendment of articles of association, and authorisation execution of deed of amendment of articles of association		Voting item
6.	Appointment of Mr. D.E. Lazar as executive director		Voting item
7.	Appointment of Mr. R Liscouski as non-executive director		Voting item
8.	Appointment of Mr. D. Natan as non-executive director		Voting item
9.	Appointment of Mr. A.S. Ben-Tzvi as non-executive director		Voting item
10.	Approval of increase of ordinary shares issuable under the 2025 Omnibus Incentive Plan		Voting item
11.	Amendment of the remuneration policy and confirmation of awards granted to directors		Voting item
12.	Approval of resolutions of the board of directors of the Company		Voting item
13.	Other matters for discussion		
14.	Close		

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

1. Opening

2. Authorisation of the board to assign a US auditor at its discretion for the financial year ending 31 December 2025

It is proposed to authorise the board of directors of the Company (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 2024 for the purpose of SEC filings or otherwise.

3. Approval issue of ordinary shares

It is proposed that the issue of ordinary shares in the capital of the Company with a nominal value of EUR 0.01 each, underlying:

- (a) the series A preferred shares, series B preferred shares, and series C preferred shares previously issued and sold by the Company pursuant to the securities purchase agreement dated 13 February 2026 between the Company and that certain investor party thereto, and
- (b) the series D preferred shares and series E preferred shares to be issued pursuant to that agreement,

as well as any ancillary agreements entered into or to be entered into in connection therewith, including issues of any ordinary shares pursuant to any anti-dilution provisions applicable to such preferred shares, in each case, to comply with Listing Rules 5635(b) and 5635(d) of The Nasdaq Stock Market LLC, be approved.

4. Amendment of the articles of association and authorisation execution of deed of amendment of articles of association

It is proposed that:

- (a) the name of the Company be changed from Mainz Biomed N.V. into Quantum Cyber N.V.;
- (b) the authorised capital of the Company be changed from EUR 500,000.00, divided into 45,000,000 ordinary shares with a nominal value of EUR 0.01 each, and 5,000,000 preferred shares with a nominal value of EUR 0.01 each, subdivided in five series, to EUR 750,000.00, divided into 67,500,000 ordinary shares and 7,500,000 preferred shares, subdivided in five series, with a nominal value of EUR 0.01 each, and as soon as the number of issued ordinary shares first amounts to or exceeds 50,000,000, to EUR 2,500,000, divided into 225,000,000 ordinary shares and 25,000,000 preferred shares, subdivided in five series, with a nominal value of EUR 0.01 each, and as soon as the number of issued ordinary shares first amounts to or exceeds 100,000,000, to EUR 10,000,000.00, divided into 900,000,000 ordinary shares and 100,000,000 preferred shares, subdivided in five series, with a nominal value of EUR 0.01 each;

- (c) each series A, series B, and series C preferred share be convertible, at the option of the holder, at any time and from time to time, into nine ordinary shares; and
- (d) each series D and series E preferred share be convertible, at the option of the holder, at any time and from time to time, into 225 ordinary shares,

all by or pursuant to an amendment of the articles of association of the Company in accordance with the draft of the deed of amendment of articles of association prepared by CMS.

Furthermore, it is proposed that each civil law notary, assigned civil law notary, candidate civil law notary, notarial assistant and notarial secretary working with CMS be authorised to have the deed of amendment of articles of association executed and to perform all other legal acts that the authorised person deems necessary in connection therewith.

The draft of the deed of amendment of articles of association is available on the Company's website at <https://www.mainzbiomed.com/investors> and is available for inspection at the offices of the Company.

5. **Reverse stock split, amendment of articles of association and authorisation execution deed of amendment of articles of association**

Reverse stock split

It is proposed to authorise the Board in its discretion, to effect a reverse stock split within a range between 2:1 and 100:1.

The primary purpose for effecting the reverse stock split would be to increase the per-share trading price of the Company's ordinary shares to maintain their listing on the Nasdaq Stock Market. The Nasdaq Listing Rules require that listed shares maintain a minimum bid price of USD 1.00 per share (the "**Minimum Bid Price Requirement**"). On 20 March 2026, the Company received a deficiency letter from the Nasdaq Listing Qualifications Department notifying the Company that, for the last 30 consecutive business days, the Company did not meet the Minimum Bid Price Requirement. The Company has been provided an initial period of 180 calendar days, or until 16 September 2016 (the "**Compliance Date**"), to regain compliance with the Minimum Bid Price Requirement.

If at any time during this 180-day period the closing bid price of the Company's ordinary shares is at least USD 1.00 per share for a minimum of ten consecutive business days, the Nasdaq Listing Qualifications Department will provide the Company written confirmation that it complies with the Minimum Bid Price Requirement and the ordinary shares will continue to be eligible for listing on The Nasdaq Capital Market.

In the event the Company does not regain compliance with the Minimum Bid Price Requirement by the Compliance Date, the Company may be eligible for additional time. To qualify, the Company will be required to meet the continued listing requirement and all other initial listing standards for The Nasdaq Capital Market, with the exception of the Minimum Bid Price Requirement, and will need to provide written notice of its intention to cure the deficiency during the second compliance period, by effecting a reverse stock split, if necessary. If the Company meets these requirements, the Nasdaq Listing Qualifications Department will inform the Company that it has been granted an additional 180 calendar days.

By granting the Company the flexibility to effect a reverse stock split, the Company will have a contingency plan to increase the share price of the ordinary shares above USD 1.00 in the event that it does not regain compliance with the Minimum Bid Price Requirement prior to the Compliance Date or, if secured, within a second period of 180 days. For the 30 trading days during the period 2 February 2026 to 13 March 2026 prior to the publication of these explanatory notes, the closing bid price of the Company's ordinary shares has ranged from USD 1.13 to USD 0.56, with an average closing bid price of USD 0.80.

The Board has considered the potential harm to the Company and its shareholders should Nasdaq delist the Company's ordinary shares. Delisting could adversely affect the liquidity of the Company's ordinary shares since alternatives are generally considered to be less liquid markets. An investor likely would find it less convenient to sell, or to obtain accurate quotations in seeking to buy, the Company's ordinary shares on an over-the-counter market. Further, many investors likely would not buy or sell the Company's ordinary shares due to difficulty in accessing over-the-counter markets, policies preventing them from trading in securities not listed on a national exchange or for other reasons.

If and when the Board determines to implement the reverse stock split, the reverse stock split ratio will be set within a range between 2:1 and 100:1 (the "**Split Ratio Range**") subject to the proviso that the reverse stock split will be implemented in such a way that it does not entail a capital reduction. The Board is authorised to do whatever is necessary to avoid a capital reduction. If the reverse stock split is implemented, the reverse stock split ratio as set by the Board will be announced in accordance with applicable laws.

If the EGM authorises the Board to effect a reverse stock split, the Board will have the sole authority to elect, at any time prior to the annual general meeting of the Company to be held in 2027, whether or not to effect a reverse stock split. The Board will have the flexibility to decide whether or not a reverse stock split, and at what ratio within the Split Ratio Range, is in the Company's best interests.

Upon effectiveness of the reverse stock split, each holder of ordinary shares will own a reduced number of ordinary shares. However, the Company expects that the market price of the ordinary shares immediately after the reverse stock split will increase above the market price of the ordinary shares immediately prior to the reverse stock split, which is designed to help the Company to regain and maintain compliance with the Minimum Bid Price Requirement. The proposed reverse stock split will be effected simultaneously for all shares and the ratio for the reverse stock split, once determined, will be the same for all shares. The reverse stock split will affect all shareholders uniformly and will not affect any shareholder's percentage ownership interest in the Company, except to the extent that the reverse stock split would result in any of the shareholders owning a fractional interest as described below. Likewise, the reverse stock split will affect all holders of outstanding equity awards under the Company's equity incentive plans substantially the same, except to the extent that the reverse stock split would result in a fractional interest as described below. Proportionate voting rights and other rights of the shareholders will not be affected by the proposed reverse stock split, except to the extent that the reverse stock split would result in any shareholders owning a fractional interest as described below.

The nominal value per share would be adjusted from EUR 0.01 per share before the reverse stock split to a proportionately increased nominal value per share after the reverse stock split, based on the final reverse stock split ratio, as described below.

The ordinary shares are currently registered under section 12(b) of the U.S. Securities and Exchange Act of 1934 (the "**Exchange Act**"), and the Company is subject to the periodic reporting and other requirements of the Exchange Act. The reverse stock split will not affect the registration of the ordinary shares under the Exchange Act.

Shares that are held in registered form will be consolidated and converted into shares based on the new nominal value to be determined in accordance with the final reverse stock split ratio. Fractional shares created as a result of the consolidation and conversion will be subject to the rights specified in article 4.5, 29.2 and 31.1 of the articles of association of the Company contained in the draft of the deed of amendment of articles of association referred to below.

Shares that are held through the facilities of Cede & Co. as nominee for the Depositary Trust Company will be consolidated and converted into a rounded down number of whole shares and the holders will receive a cash-in-lieu of fractional shares payment from their bank or intermediary.

Amendment articles of association

Furthermore, for the purpose of effecting the reverse stock split, it is proposed to approve the amendment of the Company's articles of association in accordance with the draft of the deed of amendment of articles of association drawn up by CMS Derks Star Busmann N.V. in connection with the EGM and published on the Company's website.

The amount of the authorised capital will be derived from the reverse stock split ratio as set by the Board subject to the proviso that it will not be more than five times the issued capital, as prescribed by Dutch law. The authorised capital will be divided nine-tenths into ordinary shares and one-tenth into preferred shares. Ordinary shares and preferred shares will have the same nominal value.

The proposed amendment to the articles of association will not change the terms of the shares. After the reverse stock split, the shares will have the same voting rights and rights to dividends and distributions and will be identical in all other respects to the shares now authorised. The shares issued pursuant to the reverse stock split will remain fully paid and nonassessable. Following the reverse stock split, the Company will continue to be subject to the periodic reporting requirements of the Exchange Act.

Authorisation for execution of deed of amendment of articles of association

Finally, it is proposed that each director of the Company and each civil law notary, assigned civil law notary, candidate civil law notary, notarial assistant and notarial secretary working with CMS Derks Star Busmann N.V. be authorised to have the deed of amendment of articles of association executed and to perform all other legal acts that the authorised person deems necessary in connection therewith.

6. Appointment of Mr. D.E. Lazar as executive director

It is proposed that Mr. David E. Lazar be appointed executive director of the Company for a term commencing at the close of the EGM and ending at the close of the annual general meeting of the Company to be held in 2027.

Mr. Lazar currently serves as the CEO and Chairman of Mainz Biomed N.V. (MYNZ) since February, and Sow Good, Inc. (NASDAQ: SOWG) since January 2026. Previously, David served as the CEO and Chairman of Kala Bio Inc. (NASDAQ: KALA) from December 2025 to February 2026. David previously served as CEO & Chairman of Novabay Pharmaceuticals, Inc. (NASDAQ: NBY) from August to November 2025. Prior to that, David served as a director on the Board of Directors of FiEE, Inc. (NASDAQ: FIEE) (formerly Minim, Inc.) where he also served as CEO and CFO from December 2023 to February 2025. David served as interim CEO and principal Financial Officer of Bio Green Med Solution Inc. (NASDAQ: BGMS) (formerly Cyclacel Pharmaceuticals, Inc.) from 2 January 2025 through 26 February 2025. David served as the CEO of Black Titan Corporation listed on Nasdaq (NASDAQ: BTTC) (formerly Titan Pharmaceuticals, Inc.) from August 2022 to April 2024, where he also served as a Director and board Chairman from August 2022 until October 2023. David also served as the CEO and Chairman of the Board of Directors of OpGen, Inc. (OTC: OPGN) from March 2024 to August 2024. David also served as the President and a member of the Board of Directors of LQR House Inc. (NASDAQ: YHC) from October 2024 to April 2025. David served as the CEO of Activist Investing from March 2018 to April 2022. The Board believes that David's expertise as an investor with diverse knowledge of capital markets and experience leading public companies qualifies him to serve as a member of the Company's Board of Directors.

When making the nomination of Mr. Lazar for appointment as executive director, the Board took into account the applicable independence standards of the Stock Market Rules of the Nasdaq Stock Market LLC.

Mr. Lazar currently holds 1,000,000 series A preferred shares, 1,000,000 series B preferred shares, and 1,000,000 series C preferred shares in the capital of the Company.

7. Appointment of Mr. R. Liscouski as non-executive director

It is proposed that Mr. Robert Liscouski be appointed non-executive director of the Company for a term commencing at the close of the EGM and ending at the close of the annual general meeting of the Company to be held in 2027.

Mr. Liscouski is Chairman of the Board of Quantum Computing, Inc. He has served in this position since February 2018. From March 2018 through January 2024, Mr. Liscouski served as Chief Executive Officer and President of Quantum Computing, Inc. Prior to that, Mr. Liscouski served as Chairman and Founder of Convergent Risk Group LLC, an enterprise security risk management firm specialising in the convergence of physical and cyber risk, from January 2011 through May 2019 and as President of Implant Sciences Corp., a public company that became a leader in the explosive trace detection industry culminating in the sale of the technology to L3 Communications in January 2017. Mr. Liscouski is a proven security professional, thought leader and successful entrepreneur with over 35 years of senior level security operational and company leadership experience in government and public and private companies.

Mr. Liscouski is a recognised security industry leader in assessing, mitigating and managing physical and cybersecurity risk in private sector enterprises and state and federal government agencies. Mr. Liscouski has extensive experience in leading innovative start up and turnaround companies as well as building programs for large government organisations and is recognised as a leader in identifying emerging security technologies. He serves as a "Trusted Advisor" to senior officials within government and private sector, providing guidance in areas such as physical and cyber security, crisis management, organisational development and strategic planning. Mr. Liscouski's career has spanned local law enforcement, senior government and private sector positions from operations to senior leadership and boards of directors. He served as a senior advisor to the intelligence community and was appointed by President George W. Bush as the first Assistant Secretary for Infrastructure Protection at the Department of Homeland Security. Mr. Liscouski is a Founder and Chairman of the Board of the National Child Protection Task Force, a 501(c)(3) charitable organisation, and served on the Board of Clean Coal Technologies Inc. from 2019 until December 2020. He received his Bachelor of Science degree in Criminal Justice from John Jay College and his MPA in Public Administration from the Kennedy School of Government, Harvard University.

When making the nomination of Mr. Liscouski for appointment as non-executive director, the Board took into account the applicable independence standards of the Stock Market Rules of the Nasdaq Stock Market LLC.

8. Appointment of Mr. D. Natan as non-executive director

It is proposed that Mr. David Natan be appointed non-executive director of the Company for a term commencing at the close of the EGM and ending at the close of the annual general meeting of the Company to be held in 2027.

Mr. Natan, currently serves as President and Chief Executive Officer of Natan & Associates, LLC, a consulting firm offering chief financial officer services to public and private companies in a variety of industries, both domestically and internationally, since 2007. From 2010 to May 2020, Mr. Natan served as Chief Executive Officer of Forcefield Energy, Inc., a company focused on the solar industry and LED lighting products. From February 2002 to November 2007, Mr. Natan served as Executive Vice President of Reporting and Chief Financial Officer of PharmaNet Development Group, Inc., a drug development services and clinical trials company, and, from June 1995 to February 2002, as Chief Financial Officer and Vice President of Global Technovations, Inc., a manufacturer and marketer of oil analysis instruments and speakers and speaker components. Before that, Mr. Natan served various roles in increasing responsibility with Deloitte & Touche LLP, a global accounting and consulting firm. Mr. Natan currently serves as a member of the Board of Directors and Chair of the Audit Committee of Sunshine Biopharma, Inc. (NASDAQ: SBFM), a pharmaceutical and nutritional supplement company, since February 2022. Additionally, since April 2024, Mr. Natan has served as a member of the Board of Directors and Audit Committee Chair of FIEE, Inc. (formerly Minim, Inc.), a technology company specialising in SAAS solutions and AI software development. Previously, Mr. Natan has served as a director for the following public companies: Global Technovations, ForceField Energy, Black Titan (NASDAQ: BTTC) (formerly Titan Pharmaceuticals, Inc.), Vivakor Inc. (NASDAQ: VIVK), NetBrands Corp. (OTC: NBND), OpGen Inc. (OTC: OPGN), and Bio Green Med Solutions (NASDAQ: BGMS) (formerly Cyclacel Pharmaceuticals, Inc.). Mr. Natan is a CPA (inactive), holds a

B.A. in Economics from Boston University, and was appointed to Omicron Delta Epsilon, an international honour society in the field of Economics. The Board believes that Mr. Natan's financial expertise and experience with public companies and public company boards qualifies him to serve as a member of the Company's Board of Directors.

When making the nomination of Mr. Natan for appointment as non-executive director, the Board took into account the applicable independence standards of the Stock Market Rules of the Nasdaq Stock Market LLC.

9. Appointment of Mr. A.S. Ben-Tzvi as non-executive director

It is proposed that Mr. Avraham S. Ben-Tzvi be appointed non-executive director of the Company for a term commencing at the close of the EGM and ending at the close of the annual general meeting of the Company to be held in 2027.

Mr. Ben-Tzvi is the founder of ABZ Law Office, a boutique Israeli law firm specialising in corporate & securities laws, commercial law & contracts, and various civil law matters, as well as providing outsourced general counsel services for publicly traded as well as private companies and corporations, which he established in January 2017. Mr. Ben-Tzvi served as Chief Legal Officer and General Counsel of Purple Biotech Ltd. (formerly Kitov Pharma Ltd.) (NASDAQ/TASE: PPBT), a clinical-stage company advancing first-in-class therapies to overcome tumour immune evasion and drug resistance, from November 2015 until April 2020. Prior to that, Mr. Ben-Tzvi served as General Counsel and Company Secretary at Medigus Ltd. (NASDAQ/TASE: MDGS), a minimally invasive endosurgical tools medical device and miniaturised imaging equipment company, from April 2014 until November 2015. Prior to that he served as an attorney at one of Israel's leading international law firms where, among other corporate and commercial work, he advised companies and underwriters on various offerings by Israeli companies listing in the US and on various SEC related filings. Prior to becoming a lawyer, Mr. Ben-Tzvi worked in several business development, corporate finance and banking roles at companies in the financial services, lithium battery manufacturing and software development industries. Mr. Ben-Tzvi has been serving as a member of the Board of Directors of Black Titan Corporation (NASDAQ: BTTC), a distributor of human capital management software solutions in Southeast Asia, since 1 October 2025, following the completion of a merger with Titan Pharmaceuticals Inc. where he served as a director between August 2022 and the completion of the merger with Black Titan Corporation on 1 October 2025. Mr. Ben-Tzvi is a member of the Board of Directors of Indaptus Therapeutics, Inc. (NASDAQ: INDP) since 22 December 2025. Between 5 January 2025 and 2 April 2025, Mr. Ben-Tzvi served as a member of the Board of Directors of Cyclacel Pharmaceuticals Inc. (NASDAQ: CYCC) a pharmaceuticals development company. Between 15 October 2024 and 19 December 2024, Mr. Ben-Tzvi served as a member of the Board of Directors of LQR House, Inc. (NASDAQ: YHC), a company in the wine and spirits e commerce sector. Between 25 March 2024 and 2 August 2024, Mr. Ben-Tzvi served as a member of the Board of Directors of OpGen, Inc. (NASDAQ: OPGN), a precision medicine company. Between December 2023 and February 2025, Mr. Ben-Tzvi served as a member of the Board of Directors of Minim, Inc. (NASDAQ: MINM), a company which delivered smart software-driven communications products under the globally recognised Motorola brand and Minim® trademark. Mr. Ben-Tzvi holds a B.A., magna cum laude, in Economics from Yeshiva University in New York and an L.L.B., magna cum laude from Sha'arei Mishpat College of

Law in Hod HaSharon, Israel. Mr. Ben-Tzvi is a licensed attorney and member of the Israel Bar Association and is also licensed as a Notary by the Israeli Ministry of Justice. We believe that Mr. Ben-Tzvi's professional experience in banking and finance, as a corporate and securities lawyer, and his experience of working with domestic and foreign public companies listed in America qualifies him to serve as a member of the Company's Board of Directors.

When making the nomination of Mr. Ben-Tzvi for appointment as non-executive director, the Board took into account the applicable independence standards of the Stock Market Rules of the Nasdaq Stock Market LLC.

10. Approval of increase of ordinary shares available under the 2025 Omnibus Incentive Plan

It is proposed that the maximum aggregate number of ordinary shares that may be issued under the 2025 Omnibus Incentive Plan be increased from 550,000 to 10,000,000, subject to automatic increase on a quarterly basis on the first day of each quarter beginning on 1 July 2025 in accordance with 2025 Omnibus Incentive Plan.

11. Amendment of the remuneration policy and confirmation of awards granted to directors

It is proposed, on the recommendation of the compensation committee, that the Company's remuneration policy for the Board be amended as follows:

- (a) the Board may receive up to 500,000 shares or rights to acquire shares under the 2025 Omnibus Incentive Plan or any amended or future plan each year;
- (b) references to the Mainz Biomed USA, Inc. Carve-out Plan will be deleted;
- (c) the base salary to be awarded to executive-directors will be determined within a range of USD 50,000 to USD 500,000;
- (d) the annual fixed remuneration payable to the non-executive directors, in their capacity as such, will amount to USD 50,000 with USD 150,000 payable to the chairman non-executive director;
- (e) the annual long-term incentives payable to non-executive directors are limited to 100% of annual compensation of the non-executive directors and the short-term incentives payable to non-executive directors are limited to 100% of annual compensation of the non-executive directors;
- (f) the non-executive director chairman may be entitled to a bonus grant subject to the 2025 Omnibus Incentive Plan of up to 2.0% of the Company's issued and outstanding ordinary shares determined on a fully-diluted basis as of the set effective date.

The draft of the amended remuneration policy is available on the Company's website at <https://www.mainzbiomed.com/investors> and is available for inspection at the offices of the Company.

The amended remuneration policy will be deemed to have taken effect as of 1 February 2026.

Currently, Mr. Liscouski, Mr. Natan, and Mr. Ben-Tzvi do not hold any shares or rights to acquire shares in the capital of the Company.

Under the amended remuneration policy, the following shares or rights to acquire shares in the capital of the Company will be granted to Mr. Liscouski as non-executive director chairman:

- (a) ordinary shares or rights to acquire ordinary shares under the 2025 Omnibus Incentive Plan up to USD 150,000 each year; and
- (b) 2.0% of the Company's issued and outstanding ordinary shares determined on a fully-diluted basis subject to the 2025 Omnibus Incentive Plan.

It is envisaged that other directors will also be awarded shares or rights to acquire shares in the capital of the Company under the amended remuneration policy. Decisions in relation to any such award will be deferred until after the EGM.

12. Approval of resolutions of the board of directors of the Company

The Company entered into a securities purchase agreement with a new investor involving an investment of USD 6 million in the Company and the business connected with it that will result in the new investor, as a result of the USD 6 million investment, gaining in excess of 95% ownership in the Company, on a fully diluted basis.

Pursuant to article 2:107a of the Dutch Civil Code, resolutions of the Board with regard to the matter set out above are subject to the approval of the general meeting of the Company.

It is proposed that any resolution of the Board with regard to the matter set out above be approved, ratified, and confirmed.

13. Other matters for discussion

14. Close