

Nabriva Therapeutics AG
Vienna, FN 269261 y

Resolution Proposals
for the
Annual General Meeting
on 30 August 2017

- 1. "Presentation of the acknowledged (*festgestellt*) annual financial statement as of 31 December 2016 as well as the management report and the report of the supervisory board in accordance with section 96 Austrian Stock Corporation Act for the business year 2016."**

No resolution on this agenda item is required.

- 2. "Distribution of profits from the business year 2016."**

The balance sheet for the year 2016 shows a net balance sheet loss of EUR 190,071,176.53, including an annual loss for the business year 2016 of EUR 51,716,332.31. The management board and the supervisory board propose to carry forward the aggregate net balance sheet loss of EUR 190,071,176.53.

- 3. "Resolution on the release of the members of the supervisory board from responsibility for the business year 2016."**

The management board and the supervisory board propose to release the members of the supervisory board acting in the business year 2016 from their responsibility for the business year 2016.

- 4. "Resolution on the release of the members of the management board from responsibility for the business year 2016."**

The management board and the supervisory board propose to release the members of the management board acting in the business year 2016 from their responsibility for the business year 2016.

5. "Appointment of auditors for the business year 2017."

The supervisory board proposes to appoint KPMG Austria GmbH, Porzellangasse 51, 1090 Vienna, FN 269873 y, as auditors for the business year 2017.

6. "Resolution on the approval of board compensation policy."

The management board and the supervisory board propose the following with respect to the supervisory board's compensation: For periods up to (and including) 25 July 2017 the supervisory board's compensation in the amount determined in accordance with the "supervisory board compensation policy", which was approved in last year's annual general meeting, is hereby approved. On the other hand, no member of the supervisory board shall have any compensation claim in relation to exercising its function as supervisory board member of Nabriva AG for time periods as of 26 July 2017 (including, for the avoidance of doubt, periods after this annual general meeting 2017) and any earlier compensation policy not in line with such principle (including the "supervisory board compensation policy", which was approved in last year's annual general meeting) shall be hereby reversed.