

INVITATION

Shareholders of **Nabriva Therapeutics AG**, registered with the commercial register of the Commercial Court in Vienna under **FN 269261 y**, with its corporate seat in Vienna and the business address Leberstraße 20, 1110 Vienna, Austria, are invited to attend the

ANNUAL SHAREHOLDERS' MEETING

On **30 August 2017, at 10.00 a.m.**, at the premises of Freshfields Bruckhaus Deringer LLP, **Seilergasse 16, 1010 Vienna, Austria**.

AGENDA

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.
2. Distribution of profits from the business year 2016.
3. Resolution on the release of the members of the supervisory board from 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.
5. Appointment of auditors for the business year 2017.
6. Resolution on the approval of the supervisory board compensation policy.

PROVISION OF INFORMATION

The management board informs, that pursuant to section 108 Paragraph 3 to 5 the following materials are made available to the shareholders for review at least 21 days prior to the shareholders' meeting, from 9 August 2017 on the corporate seat of the company Leberstraße 20, 1110 Vienna, Austria, during regular business hours (weekdays 9:00 a.m. until 05:00 p.m.) and upon request will be provided to the shareholders per mail free of charges as well as on the company's website <http://investors.nabriva.com>.

- Convocation notice;
- Annual financial statement and management report for the business year 2016;
- Report of the supervisory board for the business year 2016;
- Resolution proposals for agenda items 2. to 6; and
- Supervisory board compensation policy.

**RECORD DATE (*NACHWEISSTICHTAG*) AND REQUIREMENTS FOR THE PARTICIPATION
IN THE GENERAL MEETING PURSUANT TO SECTION 111 AUSTRIAN STOCK
CORPORATION ACT**

Shareholders registered with the share register (*Aktienbuch*) of the company at the end of the tenth day prior to the shareholders' meeting may participate in the shareholders' meeting in accordance with section 15 item 1 of the articles of association.

**POSSIBILITY TO APPOINT A PROXY HOLDER PURSUANT TO SECTIONS 113 ET SEQ.
AUSTRIAN STOCK CORPORATION ACT**

Every shareholder entitled to participate in the shareholders' meeting may, pursuant to section 113f Austrian Stock Exchange Act appoint a natural or legal person as a proxy holder. The proxy holder participates at the shareholders' meeting in the name of the shareholder and has the same legal rights (in particular the right to information and the right to vote) as the shareholder represented by that proxy holder. In order to use this right to vote a power of attorney in writing, that remains in custody of the company, is required in accordance to section 15 item 3 of the articles of association.

The aforementioned requirements for the appointment of a proxy holder shall apply *mutatis mutandis* for the revocation of such proxy.

**NOTE REFERRING TO SHAREHOLDER RIGHTS PURSUANT TO SECTION 109, 110 AND
118 AUSTRIAN STOCK CORPORATION ACT:**

Pursuant to section 109 Austrian Stock Corporation Act, shareholders whose aggregate shareholding equals 5% or more of the company's share capital may request in writing that additional items shall be put on the agenda of the upcoming general meeting and be made public. Any such request to add another item to the agenda must be accompanied by a proposed resolution together with a statement of reasons. The requesting shareholder(s) must have held its/their shares for a period of at least three months prior to such request. Such a request must be received by the company no later than on the 21th day before the general meeting, thus no later than 9 August 2017.

Pursuant to section 118 Austrian Stock Corporation Act, each shareholder is entitled, upon request in the general meeting, to be provided with information on matters concerning the company's affairs to the extent that this information is required to enable the shareholder to properly evaluate the relevant item of the agenda. The obligation to provide information also covers the company's legal and business relations to affiliated companies.

A request for information may be refused if, according to reasonable business judgment, it is likely that the disclosure of such information causes a significant harm to the company or any of its affiliates or if the disclosure of that information would result in a criminal offense.

Proposals for additional agenda items and questions shall be sent to the company in the form prescribed by law, exclusively to one of the following addresses.

By mail: Nabriva Therapeutics AG
Attn. General Counsel
Leberstraße 20
1110 Vienna

By fax: +43 1 740931900
Attn. General Counsel

Vienna, 1 August 2017

The management board